

Dalal & Shah LLP

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF Bajaj Auto Holdings Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **Bajaj Auto Holdings Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016 the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, .

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

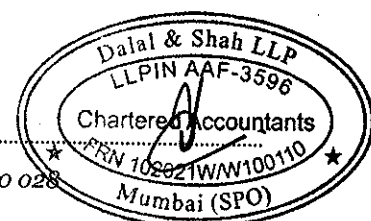
Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its profit and its cash flows for the year ended on that date.

Dalal & Shah LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office : 252 Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai 400028

Dalal & Shah (a Partnership Firm) converted into Dalal & Shah LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAF-3596) with effect from December 21, 2015. Post its conversion to Dalal & Shah LLP, its ICAI registration number is 102021WW/100110 (ICAI registration number before conversion was 102021W)



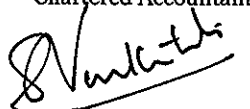
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Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2016
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Dalal & Shah LLP
Firm Registration Number: 102021W/W100110
Chartered Accountants



S Venkatesh
Partner
Membership 37942

Pune
May 25, 2016

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the standalone financial statements for the year ended March 31, 2016

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Chartered Accountants

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Bajaj Auto Holdings Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

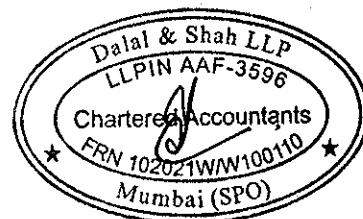
3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the standalone financial statements for the year ended March 31, 2016

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Dalal & Shah LLP

Chartered Accountants

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dalal & Shah LLP

Firm Registration Number: 102021W/W100110

Chartered Accountants



S Venkatesh

Partner

Membership Number 37942

Pune

May 25, 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the standalone financial statements as of and for the year ended March 31, 2016

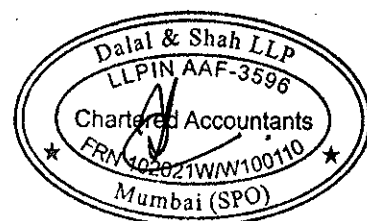
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- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of immovable properties, as disclosed in Note 10 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The Company is an Investment Company, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Department Appeal	19,026,878	AY-1983-84 AY-1987-88 AY-1989-90 AY-1992-93 AY-2001-02	ITAT

- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has not paid/ provided for managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.



Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the standalone financial statements for the year ended March 31, 2016

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Dalal & Shah LLP

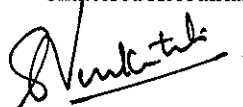
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- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. Company was registered as Non Deposit Accepting Non Banking Financial Company. During the year vide order dated December 10, 2015, company has been recognised as a Core Investment Company (CIC) by the Reserve Bank of India (RBI) and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Dalal & Shah LLP

Firm Registration Number: 102021W/W100110

Chartered Accountants



S Venkatesh

Partner

Membership Number: 37942

Pune

May 25, 2016

BAJAJ AUTO HOLDINGS LIMITED
BALANCE SHEET AS AT 31 MARCH 2016

		In ₹	
Particulars	Note No.	As at 31 March 2016	As at 31 March 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	2,450,000	2,450,000
Reserves and surplus	4	546,136,661	540,677,119
		548,586,661	543,127,119
Non Current liabilities			
Other long-term liabilities	5	147,190	144,778
Current liabilities			
Trade Payables			
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		57,250	10,260
Other current liabilities	5	1,297	8,349
Short-term provisions	6	402,764	50,531,724
		461,311	50,550,333
ASSETS		549,195,162	593,822,230
Non-current assets			
Fixed assets			
Tangible Assets	10	705,132	737,492
Non-current investments	11	261,543,323	311,867,952
Long-term loans and advances	7	16,148,113	13,468,268
Other non-current assets	8	-	42,000
Deferred tax asset (net)		26,845	-
		278,423,413	326,115,712
Current assets			
Current investments	11	266,942,445	264,067,549
Cash and bank balances	9	721,389	603,901
Short-term loans and advances	7	-	-
Other current assets	8	3,107,915	3,035,068
		270,771,749	267,706,518
TOTAL		549,195,162	593,822,230

Summary of significant accounting policies followed by the company

2

The accompanying notes are an integral part of the financial statements

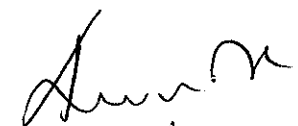

In terms of our report of even date

For Dalal & Shah LLP
Firm Registration No. 102021W/W100110
Chartered Accountants



S Venkatesh
Partner
Membership No. 37942

Pune: 25 May, 2016

Kevin D'sa 
V Rajagopalan 

Directors

BAJAJ AUTO HOLDINGS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2016.

		in ₹	
Particulars	Note No.	Year Ended 31 March 2016	Year Ended 31 March 2015
Revenue from operations	12	9,379,632	91,999,837
Other income	13	611,518	6,306,528
Total Revenue (I)		9,991,150	98,306,365
Expenses:			
Depreciation	14	32,360	32,360
Other expenses		1,890,470	509,834
Total expenses (II)		1,922,830	542,194
Profit before tax		8,068,320	97,764,171
Tax expenses			
Current tax			
Less : MAT credit entitlement		5,416,100	19,600,000
Net current tax		(2,780,478)	-
Deferred tax		2,635,622	19,600,000
Total tax expense		(26,845)	-
Profit after tax		2,608,777	19,600,000
Tax adjustments pertaining to earlier years		5,459,542	78,164,171
Profit for the year		5,459,542	71,892,453
Earnings per share (in ₹)	15		
Basic		223	2,934
Diluted		223	2,934
(Nominal value per share ₹ 100/-)			

Summary of significant accounting policies followed by the company

2

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

For Dalal & Shah LLP

Firm Registration No. 102021W/W100110

Chartered Accountants



S Venkatesh

Partner

Membership No. 37942

Pune: 25 May, 2016

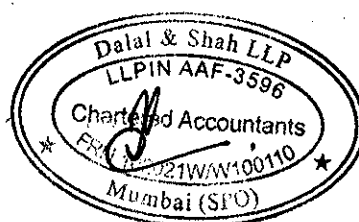
Kevin D'sa

V Rajagopalan

Directors

BAJAJ AUTO HOLDINGS LTD
Cash Flow Statement for the year ended 31st March 2016

Particulars	Year ended			
	March 31, 2016		March 31, 2015	
	₹	₹	₹	₹
CASH FLOW FROM OPERATING ACTIVITIES				
Profit before taxation		8,068,320		97,764,171
Adjustments for:				
Add/(Less) :				
i) Depreciation	32,360		32,360	
ii) Ammortisation on fixed income securities	237,562		(6,756,874)	
iii) Profit on sale of current investments, net	(4,037,829)		(46,901,535)	
iv) Surplus on redemption of securities, net	-		(36,768,812)	
		(3,767,907)		(90,394,861)
Operating Profit Before Working Capital Changes		4,300,413		7,369,310
Changes in Assets & Liabilities				
i) Loans and advances & Other Assets				
ii) Trade Payables	(30,847)		1,983,396	
iii) Other Liabilities	46,990		148	
iv) Other bank balance	(4,640)		(4,707,127)	
		11,503		(2,723,583)
Sale of investments (current investments)	307,500,000		849,500,871	
Purchase of investments (current investments)	(256,250,000)	51,250,000	(641,900,000)	207,600,871
Net cash from operating activities before income tax		55,561,916		212,246,598
Taxes Paid (net of refunds)		(5,315,468)		(19,613,928)
Net cash from operating activities		50,246,448		192,632,670


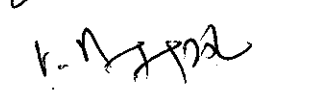


INVESTING ACTIVITIES				
Purchase of investments (other than current investment)	-		(552,077,972)	
Sale of investments (other than current investment)	-		369,953,306	
Net Cash from Investing Activities				(182,124,666)
FINANCING ACTIVITIES				
Dividend paid	(41,650,000)		(8,820,000)	
Corporate dividend tax paid	(8,478,960)		(1,498,959)	
Net Cash from Financing Activities		(50,128,960.00)		(10,318,959)
Net Change in cash and cash equivalents		117,488		189,045
Cash and cash equivalents at 1.04.2015		603,901		414,856
Cash and cash equivalents as at 31.03.2016		721,389		603,901

For Dalal & Shah
Firm Registration No. 102021W/W100110
Chartered Accountants



S Venkatesh
Partner
Membership No. 37942
Pune: 25 May, 2016

Kevin D'sa 
V Rajagopalan 

Directors

1 Background of the Company

Bajaj Auto Holdings Limited (the 'Company') operates as an Investment Company. The Company has been recognized as a Core Investment Company (CIC) by the Reserve Bank of India (RBI) in terms of the regulations governing Non-Banking Financial Companies and is no more required to be registered thereunder.

2 Summary of significant accounting policies

Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended], other relevant provisions of the Companies Act, 2013 and the RBI guidelines / regulations to the extent applicable.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated 30 March 2016. The said notification is applicable to accounting period commencing on or after the date of notification i.e. 1 April 2016.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Schedule III to the Companies Act, 2013.

1) System of Accounting

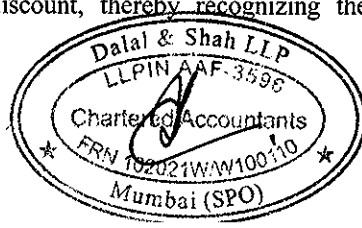
- i) The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties.
- ii) Financial Statements are prepared under the Historical cost convention. These costs are not adjusted to reflect the impact of changing value in the purchasing power of money.
- iii) Estimates and Assumptions used in the preparation of the financial statements and disclosures are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements, which may differ from the actual results at a subsequent date.

2) Revenue recognition:

a) Income:

The Company recognises income (including rent etc.) on accrual basis. However where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

- (1) a) Interest income is accrued over the period of the loan. However, where a loan is classified as a non-performing asset, as per the prudential norms prescribed by RBI to the extent applicable to the company as a NBFC and guidelines framed by the management, interest thereon is recognized only when it is actually received.
- b) Income from debentures and bonds is accrued over the maturity of the security, net of amortization of premium / discount, thereby recognizing the implicit yield to



maturity, with reference to the coupon dates, where applicable. However, income is accrued only where interest is serviced regularly and is not in arrears, as per the applicable prudential norms prescribed for NBFCs by the Reserve Bank of India to the extent applicable to the company and the guidelines framed by the management.

(2) Profit/loss on sale of investments is recognised on the contract date.

3) Fixed assets and depreciation

(A) Tangible assets

- i) Tangible assets except land are carried at cost of acquisition, construction or at manufacturing cost, as the case may be, less accumulated depreciation and amortization. Land is carried at cost of acquisition. Cost represents all expenses directly attributable to bringing the asset to its working condition for its expected use.
- ii) Land and buildings acquired / constructed, not intended to be used in the operations of the Company are categorized as investment property under Investments and not as Fixed assets.

(A) Depreciation and amortization

(a) Leasehold land

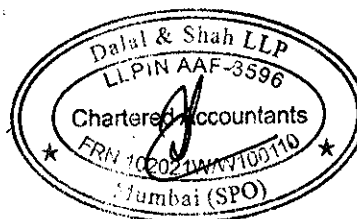
Premium on leasehold land is amortized over the period of lease.

(b) On other tangible assets

- i. a. From the current year, depreciation is provided on a pro rata basis on the straight line method over the useful lives of the assets as against the past practice of computing depreciation at rates with reference to the life of assets subject to the minimum of rates provided by Schedule XIV of the Companies Act, 1956.
b. Useful life of assets are determined by the Management by internal technical assessments except in case where such assessment suggests a life significantly different from those prescribed by Schedule II- Part 'C', where the useful life is as assessed and certified by a technical expert.
- ii. Depreciation on additions is being provided on prorata basis from the month of such additions.
- iii. Depreciation on assets sold, discarded or demolished during the year is being provided at their rates upto the month in which such assets are sold, discarded or demolished.

(A) Impairment of assets

An assessment is done at each Balance Sheet date as to whether there are any indications that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset / Cash Generating Unit (CGU) is made. Where the carrying value of the asset / CGU exceeds the recoverable amount, the carrying value is written down to the recoverable amount.



4) Investments

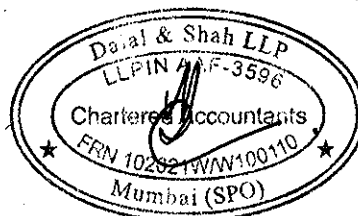
- a) Current investments representing fixed income securities with a maturity less than 1 year and those intended to be held for a period less than 1 year from the date on which the investment is made are stated at cost adjusted for amortisation and diminution with reference to realisable value, as necessary.
- b) Fixed income securities, other than current, are carried at cost, less amortisation of premium/discount, as the case may be, and provision for diminution, if any, as considered necessary.
- c) Investments other than fixed income securities (Eg. equity, mutual funds etc.) are valued at cost of acquisition, less provision for diminution as considered necessary where they are intended to be held for a long term, else current investments are valued at lower of cost or realisable value.
- d) Investments with maturity of less than 3 months from the date of acquisition are classified as cash and cash equivalents.
- e) Investments other than current investments, made by the Company are intended to be held for long-term, hence diminutions in value of quoted investments are generally considered to be of a temporary nature.
- f) Investments made by the company other than those with a maturity of less than one year, are intended to be held for long term, hence diminutions in the value of quoted Investments are considered to be of temporary nature. No provision has been determined during the year ended March 31, 2016.

5) Taxation

- a) Provision for Tax is made for the current accounting period (reporting period) on the basis of the taxable profits computed in accordance with the Income Tax Act, 1961.
- b) Deferred Tax resulting from timing difference between book profits and taxable profits are accounted for to the extent deferred tax liabilities are expected to crystallise with reasonable certainty. However, in case of deferred tax assets (representing unabsorbed depreciation or carried forward losses) are recognised, if and only if there is virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realised. Deferred tax is recognised on adjustments to revenue reserves to the extent the adjustments are allowable as deductions in determination of taxable income and they would reverse out in future periods.

6) Provisions and Contingent Liabilities

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



3 Share Capital

	31 March 2016 In ₹	31 March 2015 In ₹
Authorised :		
50,000 Equity Shares of ₹ 100/- each	5,000,000	5,000,000
Issued, subscribed and fully paid-up shares :		
24,500 Equity Shares of ₹ 100/- each	2,450,000	2,450,000
	2,450,000	2,450,000

a. Further, of the above:-

- i) Bajaj Holdings & Investment Limited is holding 100% issued capital of the Company

b. Terms/rights attached to equity shares

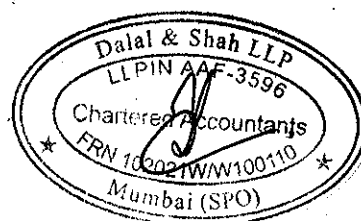
The company has only one class of equity shares having a par value of ₹ 100 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company

Equity shares of ₹ 100 each fully paid	31 March 2016		31 March 2015	
	Nos.	% Holding	Nos.	% Holding
Bajaj Holdings & Investment limited	24,500	100.00%	24,500	100.00%

4 Reserves and surplus

	31 March 2016 In ₹	31 March 2015 In ₹
Reserve Fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934		
Balance as per the last financial statements	112,396,000	97,996,000
Add: Transferred from surplus in Statement of Profit and Loss [See note 19]	-	14,400,000
Less: Transfer to surplus in Statement of Profit and Loss [See note 19]	(112,396,000)	-
Closing Balance	-	112,396,000
General Reserve		
Balance as per the last financial statements	426,240,064	419,050,819
Add: Transferred from surplus in statement of profit and loss	545,954	7,189,245
Closing Balance	426,786,018	426,240,064
Surplus in the statement of profit and loss		
Balance as per last financial statements	2,041,055	1,866,807
Add: Transfer from Reserve fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934 [See note 19]	112,396,000	-
Profit for the year	5,459,542	71,892,453
Less: Appropriations		
Transfer to Reserve Fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934	-	14,400,000
Transfer to general reserve	545,954	7,189,245
Proposed dividend	-	41,650,000
Tax on proposed dividend	-	8,478,960
Total appropriations	545,954	71,718,205
Balance in the statement of profit and loss	119,350,643	2,041,055
	546,136,661	540,677,119



5 Other liabilities

	Non Current		Current	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	In ₹	In ₹	In ₹	In ₹
Trade payables				
Dues to micro and small enterprises *				
Other than dues to micro and small enterprises	-	-	57,250	10,260
	-	-	57,250	10,260
Other liabilities				
Security deposits	78,000	78,000	-	-
TDS on Professional Fees	-	-	1,297	8,349
Other Payables	69,190	66,778	-	-
	147,190	144,778	1,297	8,349
	147,190	144,778	58,547	18,609

6 Provisions

	Long- term		Short-term	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	In ₹	In ₹	In ₹	In ₹
Other provisions				
Proposed dividend	-	-	-	41,650,000
Tax on proposed dividend	-	-	-	8,478,960
Provision for Tax	-	-	402,764	402,764
	-	-	402,764	50,531,724

7 Loans and advances
(Unsecured, good, unless stated otherwise)

	Long- term		Short-term	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	In ₹	In ₹	In ₹	In ₹
Advances recoverable in cash or kind				
Other loans and advances				
Deposit with IDBI	1,050,000	1,050,000	-	-
Advance income-tax (net of provision for tax)	6,498,632	3,818,787	-	-
Other Receivables	8,599,481	8,599,481	-	-
	16,148,113	13,468,268	-	-
Total	16,148,113	13,468,268	-	-

8 Other assets
(Unsecured, good, unless stated otherwise)

	Non-current		Current	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	In ₹	In ₹	In ₹	In ₹
Interest Receivable	-	42,000	3,107,915	3,035,068
Total	-	42,000	3,107,915	3,035,068

9 Cash and bank balances

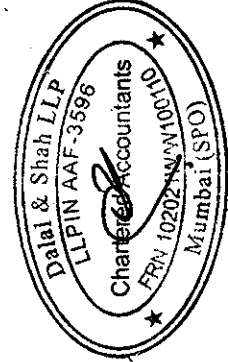
	Non-current		Current	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	In ₹	In ₹	In ₹	In ₹
Cash and cash equivalents				
Balances with banks:				
On current accounts	-	-	721,389	603,901
Other Cash & Cash Equivalent	-	-	-	-
Other bank balances				
Deposits with maturity for more than 3 months but less than 12 months	-	-	-	-
	-	-	721,389	603,901



Bajaj Auto Holdings Ltd

Schedule 10 -Fixed Assets (Tangible Assets) :

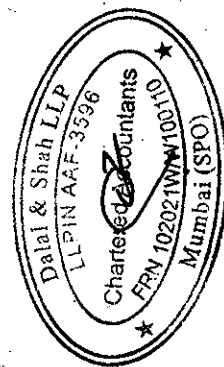
Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 31st March, 2015 ₹	Additions ₹	Deductions and Adjustments ₹	As at 31st March, 2016 ₹	Transfer ₹	Deductions and Adjustments ₹	For the Year ₹	As at 31st March, 2016 ₹
TANGIBLE ASSETS								
Land Freehold	422,435	-	-	422,435	-	-	-	422,435
Buildings	974,568	-	-	974,568	-	-	32,360	691,871
								282,697
Total	1,397,003	-	-	1,397,003	-	-	32,360	705,132



Bajaj Auto Holdings Ltd

**Schedule 10 -- Fixed Assets (Tangible Assets) :
Previous Year**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 31st March, 2014	Additions	Deductions and Adjustments	As at 31st March, 2015	Transfer	Deductions and Adjustments	For the Year	As at 31st March, 2015
								As at 31st March, 2015
TANGIBLE ASSETS								
Land Freehold	422,435	-	-	422,435	-	-	-	422,435
Buildings	974,568	-	-	974,568	-	-	32,360	659,511
								315,057
Total	1,397,003	-	-	1,397,003	-	-	32,360	659,511
								737,492



11 Investment

(A) Long term investments :

In Fully Paid Equity Shares:

Quoted:

209,005 Shares of Rs 5 each in Bajaj Finserv Ltd

In Bonds & Debentures:

Fully paid:

Others

Quoted:

50 9.55% Taxable Secured Redeemable Non Convertible Debentures of Rs 1,000,000 each of Bajaj Finance Limited

Less: Amortisation of Premium/(Discount) on acquisition

(B) Current investments :

In Certificated of Deposit:

Unquoted:

(2500) Certificate of Deposit of Rs 1,00,000 each of Punjab National Bank - 22.5.2015

(Add) / Less: Amortisation of premium/ (discount) on acquisition

In Mutual Fund Units:

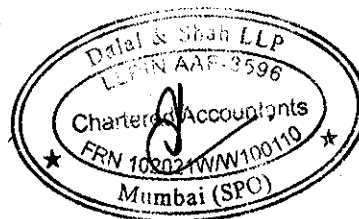
Unquoted:

1,109,321.509 (90022.658) ICICI Prudential Money Market Fund Direct - Growth

Non current portion		In ₹ Current maturities	
31 March 2016	31 March 2015	31 March 2016	31 March 2015
261,543,323	261,543,323	-	-
-	50,397,900	50,397,900	-
-	50,397,900	50,397,900	-
-	73,271	310,833	-
-	50,324,629	50,087,067	-
261,543,323	311,867,952	50,087,067	-
-	-	-	240,136,750
-	-	-	(6,939,157)
-	-	-	247,075,907
-	-	216,855,378	16,991,642
-	-	216,855,378	264,067,549
261,543,323	311,867,952	266,942,445	264,067,549

	Book Value as at		Market Value as at	
	31 March 2016	31-Mar-15	31 March 2016	31-Mar-15
Quoted	311,630,390	311,867,952 *	407,782,085	346,108,113
Unquoted	216,855,378	264,067,549		
Total	528,485,768	575,935,501		

- 1 * Quoted Investments for which quotations are not available have been included in market value at the face value/paid up value, whichever is lower, except in case of Debentures, Bonds and Government securities, where the Net Present Value at current yield to Maturity have been considered
- 2 Investments made by the company other than those with a maturity of less than one year, are intended to be held for long term, hence diminutions in the value of quoted Investments are considered to be of temporary nature. No provision has been determined during the year ended March 31, 2016



12 Revenue from operations

Interest:

Interest income on		
Long-term investments	4,847,847	1,572,616
Less : Amortisation of premium/(discount) on acquisition of fixed income securities	(237,562)	6,756,874
Current investments		
Others	-	-

31 March 2016	31 March 2015
ln `	ln `
4,610,285	8,329,490
4,037,829	46,901,535
-	36,768,812
731,518	-
9,379,632	91,999,837

Profit on sale of current investments, net	
Surplus on redemption of securities, net	
Dividend income on other long-term investments	

Revenue from operations

13 Other income

Rent	156,000	147,000
Miscellaneous Receipts	455,518	6,159,528

31 March 2016	31 March 2015
ln `	ln `
611,518	6,306,528

14 Other expenses

Repairs to Buildings	30,000	30,000
Administration Charges	6,000	6,000
Legal & Professional Fees	415,922	313,983
Rates and Taxes	19,706	107,868
Insurance	-	1,597
Payment to auditor	187,226	36,681
Expenditure towards Corporate Social Responsibility (CSR) activities	1,200,000	-
Miscellaneous Expenses	31,616	13,705

31 March 2016	31 March 2015
ln `	ln `
1,890,470	509,834

Payment to auditor

As auditor:

Audit fee	72,312	11,400
Tax audit fee	5,700	8,427

In other capacity:

Other services (certification fees)	109,214	16,854
-------------------------------------	---------	--------

31 March 2016	31 March 2015
ln `	ln `
187,226	36,681

Expenditure towards Corporate Social Responsibility (CSR) activities

a) Gross amount required to be spent by the Company during the year

1,200,000

b) Amount spent in cash during the year on :

- Construction / acquisition of any asset
- On purposes other than (i) above

1,200,000

1,200,000

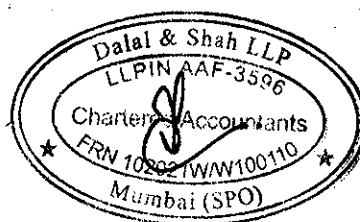


15 Earning per share (EPS)

	31 March 2016	31 March 2015
Earnings per share is calculated by dividing the profit attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earnings are stated below :		
Basic & Diluted		
Profit for the year after taxation (Rs.)	5,459,542	71,892,453
Number of shares outstanding at the beginning of the year (Nos)	24,500	24,500
Weighted average number of shares outstanding at the end of the year (Nos)	24,500	24,500
Basic Earnings per share (₹)	223	2,934

16 Contingent liabilities

	31 March 2016 In ₹	31 March 2015 In ₹
Income Tax matters under dispute	19,026,878	19,026,878

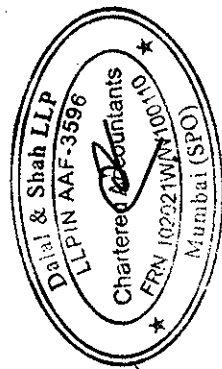


BAJAJ AUTO HOLDINGS LTD

17. Disclosure of Transactions with Related Parties as required by the Accounting Standard - 18:

Name of Related Party and Nature of Relationship	Nature of Transaction	2015-2016		2014-2015	
		Transaction Value	Outstanding amount carried in the balance sheet	Transaction Value	Outstanding amount carried in the balance sheet
		₹	₹	₹	₹
[a] Holding Company					
Bajaj Holdings & Investment Ltd	Contribution to Equity 24,500 shares of Rs 100 each Dividend Paid	-	2,450,000	8,820,000	2,450,000
[b] Entity over which significant influence is exercised by the parent/holding company.					
Bajaj Finserv Ltd	Contribution to Equity 209,005 shares of Rs 5 each Dividend Received	731,518	261,543,323	261,543,323	261,543,323
Bajaj Finance Ltd	Investment in non-convertible debentures Interest received on non-convertible debentures	4,775,000	50,000,000	50,000,000	50,000,000

Name of the related party and nature of the related party relationship where control exists have been disclosed irrespective of whether or not there have been transactions between the related parties.
In other cases, disclosure have been made only when there have been transactions with those parties.



18 Lease

Future minimum lease rental in respect of assets
given on operating lease after 1 April 2001
Minimum future lease payments as on 31 March 2016:

	As at	
	31 March 2016	31 March 2015
	In ₹	In ₹
Receivable		
Within one year	156,000	147,000
After one year but not more than five years	-	-
More than five years	-	-
	<u>156,000</u>	<u>147,000</u>

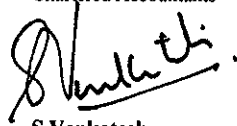
- 19** Since the Company is no longer registered with RBI under Section 45IA of the Reserve Bank of India Act, 1934, the requirement of creating a Reserve fund in terms of Section 45-IC(1) (called as 'Reserve fund' hereinafter) of the Reserve Bank of India Act, 1934 / transferring 20% of the profit to the Reserve fund does not arise. Consequently, no amount has been transferred to the said Reserve fund during the year 2015-16 and balance in Reserve fund of ₹ 112,396,000 has been transferred to surplus in Statement of Profit and Loss.

20 Previous year figures

Previous year figures have been reclassified to conform to this year's classification.

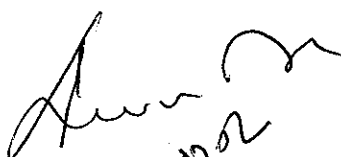
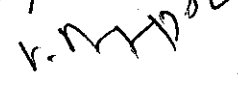
In terms of our report of even date

For Dalal & Shah LLP
Firm Registration No. 102021W/W100110
Chartered Accountants



S Venkatesh
Partner
Membership No. 37942

Pune: 25 May, 2016

Kevin D'sa 
V Rajagopalan 

Directors