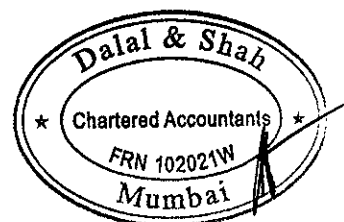


**BAJAJ AUTO HOLDINGS LIMITED**

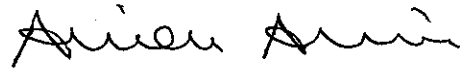
## **Auditors' Report to the Members of Bajaj Auto Holdings Limited**

1. We have audited the attached Balance Sheet of Bajaj Auto Holdings Limited (the "Company") as at March 31, 2012, and the related Statement of Profit and Loss and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') 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 a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - (a) We have 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 appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
  - (e) On the basis of written representations received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;



- (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act, and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2012;
  - (ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
  - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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



Anish P. Amin  
Partner  
Membership Number 40451

Pune  
May 17, 2012

## Annexure to Auditors' Report

Referred to in paragraph [3] of the Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the financial statements as of and for the year ended March 31, 2012

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.  
  
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.  
  
(c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, clauses 3(b) to 3(d) of para 4 of the order are not applicable to the company for the year.  
  
(b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, clauses 3(f) and 3(g) of para 4 of the order are not applicable to the company for the year.
3. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, no major weakness have been noticed or reported.
4. (a) In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.  
  
(b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
5. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
6. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
7. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
8. (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 provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty and other material statutory dues, as applicable, 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, sales tax, wealth tax, service tax, customs duty as at 31<sup>st</sup> March, 2012 which have not been deposited on account of a dispute are as follows:

Name of the statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Additional demand on the basis of Assessment Order received.	19,026,878.00	FY 1981-82, 1985-86, 1987-88, 1988-89, 1991-92, 2000-01	Income Tax Appellate Tribunal



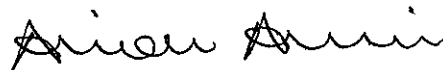
**Annexure to Auditors' Report**

Referred to in paragraph [3] of the Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the financial statements for the year ended 31<sup>st</sup> March, 2012

Page 2 of 2

9. The Company has no accumulated losses.
10. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
11. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
12. The provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company.
13. In our opinion, the Company has maintained proper records of transactions and contracts relating to dealing or trading in shares, securities, debentures and other investments during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name.
14. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
15. The Company has not obtained any term loans.
16. On the basis of an overall examination of the balance sheet of the Company, in our opinion, and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
17. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
18. The Company has not issued any debentures during the year; and does not have any debentures outstanding as at the year end.
19. The Company has not raised any money by public issues during the year.
20. 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 fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
21. Considering the nature of the business conducted by the Company, the clause (ii) of paragraph 4 of the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, is not applicable in the case of the Company for the year, as it is not related to the business carried on by the company.

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



Anish P. Amin  
Partner  
Membership Number:- 40451

Place :- Pune  
17<sup>th</sup> May, 2012

**BAJAJ AUTO HOLDINGS LIMITED**  
**BALANCE SHEET AS AT 31 MARCH 2012**

Particulars		Note No.	As at 31 March 2012	As at 31 March 2011
<b>EQUITY AND LIABILITIES</b>				
<b>Shareholders' funds</b>				
Share capital		1	2,450,000	2,450,000
Reserves and surplus		2	500,801,652	521,120,411
			<b>503,251,652</b>	<b>523,570,411</b>
<b>Non Current liabilities</b>				
Other Non current liabilities		4	4,819,845	4,813,016
<b>Current liabilities</b>				
Other current liabilities		3	69,288	20,852
Short-term provisions		4	85,423,538	-
			<b>85,492,826</b>	<b>20,852</b>
<b>TOTAL</b>			<b>593,564,323</b>	<b>528,404,279</b>
<b>ASSETS</b>				
<b>Non-current assets</b>				
Fixed assets		5	807,385	827,646
Non-current investments		6	101,477,070	102,011,940
Long-term loans and advances		7	23,119,717	24,925,570
Other non-current assets		8	133,128	2,210,277
			<b>125,537,300</b>	<b>129,975,433</b>
<b>Current assets</b>				
Current investments		6	258,553,214	347,969,962
Cash and bank balances		9	206,336,104	58,884
Short-term loans and advances		7	3,137,705	50,400,000
			<b>468,027,023</b>	<b>398,428,846</b>
<b>TOTAL</b>			<b>593,564,323</b>	<b>528,404,279</b>

Summary of significant accounting policies followed by the company

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

For Dalal and Shah

Firm Registration No. 102021W

Chartered Accountants

*Anish P Amin*

Anish P Amin

Partner

Membership No. 40451

Pune: 17<sup>th</sup> May, 2012

*Dalal & Shah*  
*Chartered Accountants*  
*17/05/2012*

Directors

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## Notes to financial statements for the year ended 31 March 2012

## 1 Share Capital

	31 March 2012 In ₹	31 March 2011 In ₹
<b>Authorised :</b>		
50,000 Equity Shares of ₹ 100/- each	5,000,000	5,000,000
<b>Issued, subscribed and fully paid-up shares :</b>		
24,500 Equity Shares of ₹ 100/- each	2,450,000	2,450,000
	<u>2,450,000</u>	<u>2,450,000</u>

## a. Reconciliation of the shares outstanding at the beginning and at the end of the year

	31 March 2012		31 March 2011	
Equity shares	Nos.	In ₹	Nos.	In ₹
At the beginning of the year	24,500	2,450,000	24,500	2,450,000
Share allotment by way of conversion of preferential warrants	-	-	-	-
Outstanding at the end of the year	<u>24,500</u>	<u>2,450,000</u>	<u>24,500</u>	<u>2,450,000</u>

## b. Further, of the above:-

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

## c. Terms/rights attached to equity shares

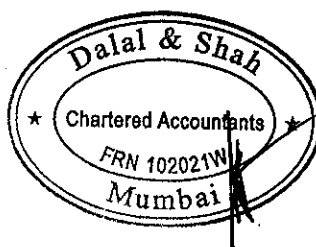
The company has only one class of equity shares having a par value of ₹ 100 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian rupees. In the event 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.

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

	31 March 2012		31 March 2011	
Equity shares of ₹ 100 each fully paid	Nos.	% Holding	Nos.	% Holding
Bajaj Holdings & Investment Limited	24,500	100.00%	24,500	100.00%

## 2 Reserves and surplus

	31 March 2012 In ₹	31 March 2011 In ₹
<b>Reserve Fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934</b>		
Balance as per the last financial statements	72,346,000	67,896,000
Add: Transferred from surplus in statement of profit and loss	13,050,000	4,450,000
Closing Balance	<u>85,396,000</u>	<u>72,346,000</u>
<b>General Reserve</b>		
Balance as per the last financial statements	405,148,595	405,148,595
Add: Transferred from surplus in statement of profit and loss	7,619,478	-
Closing Balance	<u>412,768,073</u>	<u>405,148,595</u>
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	43,625,816	25,979,840
Profit for the year	65,104,779	22,095,976
Less: Appropriations		
Transfer to Reserve Fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934	13,050,000	4,450,000
Transfer to general reserve	7,619,478	-
Proposed dividend	73,500,000	-
Tax on proposed dividend	11,923,538	-
Total appropriations	<u>106,093,016</u>	<u>4,450,000</u>
Balance in the statement of profit and loss	<u>2,637,579</u>	<u>43,625,816</u>
<b>Total reserves and surplus</b>	<u>500,801,652</u>	<u>521,120,411</u>





**Bajaj Auto Holdings Limited**

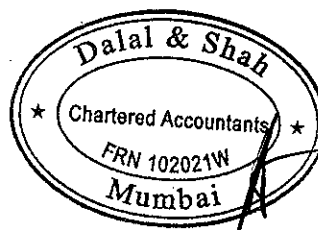
**Notes to financial statements for the year ended 31 March 2012**

**3 Other liabilities**

	Non Current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
	in ₹	in ₹	in ₹	in ₹
Other liabilities				
Security deposits				
Unclaimed dividend				
Unclaimed amount of sale proceeds of Fractional coupons of Bonus Shares				
Security deposits	60,000	60,000	-	-
Outstanding Liability for Expenses for the Year 2011-12	-	-	10,110	9,927
TDS on Professional Fees	-	-	48,148	10,925
Other Payables	4,759,845	4,753,016	11,030	-
	4,819,845	4,813,016	69,288	20,852
	4,819,845	4,813,016	69,288	20,852

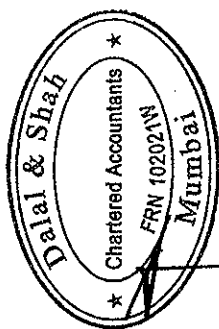
**4 Provisions**

	Non Current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
	in ₹	in ₹	in ₹	in ₹
Other provisions				
Proposed dividend	-	-	73,500,000	-
Tax on proposed dividend	-	-	11,923,538	-
	-	-	85,423,538	-



Schedule 5 --Fixed Assets :

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 31st March, 2011	Additions	Deductions and Adjustments	As at 31st March, 2012	Transfer	Deductions and Adjustments	For the Year	As at 31st March, 2012	As at 31st March, 2011
	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>TANGIBLE ASSETS</b>									
Land Freehold	422,435.00	-	-	422,435.00	-	-	-	422,435.00	422,435.00
Buildings	974,568.00	-	-	974,568.00	-	-	20,261.00	589,618.00	405,211.00
<b>Total</b>	<b>1,397,003.00</b>	<b>-</b>	<b>-</b>	<b>1,397,003.00</b>	<b>-</b>	<b>-</b>	<b>20,261.00</b>	<b>589,618.00</b>	<b>827,646.00</b>



## Bajaj Auto Holdings Limited

## 6 Investment Schedule

## (A) Long Term Investments :

## In Bonds:

Fully paid:

Others

Quoted:

- 50 8.46% Taxable Secured Redeemable Non Convertible Bonds of ₹1,000,000 each of Indian Railway Finance Corporation Limited
- 40 8.90% Secured Non Convertible Non Cumulative Redeemable Taxable Bonds in the nature of Debentures Series C of ₹1,250,000 each of Power Grid Corporation of India Limited

Less: Amortisation of Premium/Discount on acquisition

## In Mutual Fund Units:

## Unquoted:

(15,000,000) Birla Sun Life Fixed Term Plan- CE Growth

## (B) Current Investments :

## In Mutual Fund Units:

## Unquoted:

1,565,668.071 (-) ICICI Prudential Liquid Super Institutional Plan - Growth

126,878.268 (1,144,363.955) ICICI Prudential Flexible Income Plan - Premium Growth

Non current portion		Current maturities	
2012	2011	2012	2011
51,935,971	51,935,971	-	-
50,620,492	50,620,492	-	-
102,556,463	102,556,463	-	-
1,079,393	544,523	-	-
101,477,070	102,011,940	-	-
-	-	-	150,000,000
-	-	-	150,000,000
-	-	236,470,000	-
-	-	22,083,214	197,969,962
-	-	258,553,214	197,969,962
101,477,070	102,011,940	258,553,214	347,969,962

	Book Value as at		Market Value as at	
	31-Mar-12	31-Mar-11	31-Mar-12	31-Mar-11
Quoted	101,477,070	102,011,940 *	100,633,332	100,840,044
Unquoted	258,553,214	347,969,962		
Total	360,030,284	449,981,902		

\* 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.

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 diminution in the value of quoted investments are not considered to be of a permanent nature. On an assessment of the non-performing investments (quoted & unquoted) and keeping in mind the relevant provisioning norms applicable to the Company as a NBFC on the guidelines adopted by the management, no provision has been determined during the year ended 31 March 2012.



## Bajaj Auto Holdings Limited

## Notes to financial statements for the year ended 31 March 2012

## 7 Loans and advances

(Unsecured, good, unless stated otherwise)

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
	In ₹	In ₹	In ₹	In ₹
Advances recoverable in cash or kind	13,484,817	13,484,817	3,137,705	-
Other loans and advances				
Deposit with IDBI	1,086,750	1,086,750		
Advance income-tax (net of provision for tax)	8,548,150	10,354,003		
Loan to Joint Stock Companies Less Provision				
	9,634,900	11,440,753	-	50,400,000
				50,400,000
<b>Total</b>	<b>23,119,717</b>	<b>24,925,570</b>	<b>3,137,705</b>	<b>50,400,000</b>

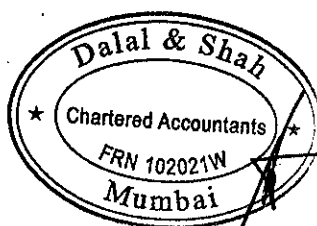
## 8 Other assets

(Unsecured, good, unless stated otherwise)

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
	In ₹	In ₹	In ₹	In ₹
Interest Receivable	133,128	2,210,277		
<b>Total</b>	<b>133,128</b>	<b>2,210,277</b>	<b>-</b>	<b>-</b>

## 9 Cash and bank balances

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
	In ₹	In ₹	In ₹	In ₹
Cash and cash equivalents				
Balances with banks:				
On current accounts	-	-	439,774	58,884
Other bank balances				
Deposits with original maturity for more than 3 months but less than 12 months	-	-	59,400,000	-
Other Cash & Cash Equivalent (Short term Securities)	-	-	146,496,330	-
	-	-	206,336,104	58,884



# Bajaj Auto Holdings Limited

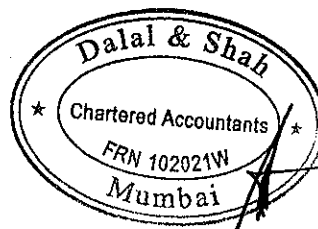
Notes to financial statements for the year ended 31 March 2012

## 10 Revenue from operations

	31 March 2012 in ₹	31 March 2011 in ₹
<b>Interest:</b>		
Interest income on		
Bank deposits		
Long-term investments	8,892,430	8,680,000
Current investments		
Others	6,170,688	9,595,191
Less : Amortisation of premium/(discount) on acquisition of fixed income securities	(534,870)	(494,463)
	<u>14,528,248</u>	<u>17,780,728</u>
<b>Other financial services:</b>		
Dividend income on		
Long-term investments in Associates and Joint Ventures		
Long-term investments	-	6,251,040
Profit on sale of investments, net *	37,771,823	2,999,102
Provision for diminution in value of investments write back	215,179	
Provision for Doubtful Accounts written back	21,600,000	
	<u>74,115,250</u>	<u>27,030,870</u>
<b>Revenue from operations</b>		

## 11 Other income

	31 March 2012 in ₹	31 March 2011 in ₹
Rent	121,500	30,000
Miscellaneous receipts	2,692,731	3,825,744
	<u>2,814,231</u>	<u>3,855,744</u>



## Bajaj Auto Holdings Limited

## Notes to financial statements for the year ended 31 March 2012

## 12 Other expenses

Repairs to buildings  
Administration Charges  
Legal & Professional Fees  
Rates and taxes  
Insurance (₹ 14,527)  
Miscellaneous expenses

31 March 2012	31 March 2011
in ₹	in ₹
32,000	31,500
6,000	6,000
629,806	100,204
16,833	16,270
1,624	996
11,166	31,980
<b>697,429</b>	<b>186,950</b>

## Payment to auditor

As auditor:  
Audit fee  
Tax audit fee  
In other capacity:  
Other services (certification fees)

31 March 2012	31 March 2011
₹ In Crore	₹ In Crore
11,266	11,030
5,515	5,515
231	8,273
<b>17,012</b>	<b>24,818</b>
<b>714,441</b>	<b>211,768</b>

## 13 Earning per share (EPS)

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 :

## [A] Basic :

Profit for the year after taxation (₹ In Crore)

Number of shares outstanding at the beginning of the year (Nos)

Weighted average number of shares outstanding at the end of the year (Nos)

Basic Earnings per share (₹)

31 March 2012	31 March 2011
65,104,779	22,095,977
24,500	24,500
24,500	24,500
2,657	902

## [B] Diluted :

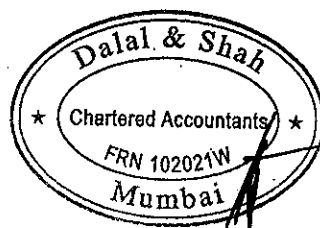
Profit for the year after taxation (₹ In Crore)

Number of shares outstanding at the beginning of the year (Nos)

Weighted average number of shares outstanding at the end of the year (Nos)

Diluted Earnings per share (₹)

31 March 2012	31 March 2011
65,104,779	22,095,977
24,500	24,500
24,500	24,500
2,657	902



## Notes to financial statements for the year ended 31 March 2012

## 14 Contingent liabilities

	31 March 2012	31 March 2011
	In ₹	In ₹
Income Tax matters under dispute	19,026,878	19,026,878

## 15 Previous year figures

The financial statements for the year ended 31 March 2011 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended 31 March 2012 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have also been reclassified to conform to this year's classification. The adoption of Revised Schedule VI for previous year figures does not impact recognition and measurement principles followed for preparation of financial statements.

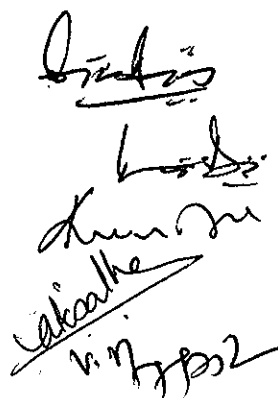
In terms of our report of even date

For Dalal and Shah  
Firm Registration No. 102021W  
Chartered Accountants



Anish P Amin  
Partner  
Membership No. 40451

Pune: 17<sup>th</sup> May, 2012



Directors

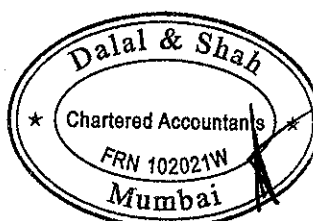
BAJAJ AUTO HOLDINGS LIMITED

Schedule to the Balance Sheet as on 31<sup>st</sup> March 2012.

(As required in terms of Paragraph 13 of Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

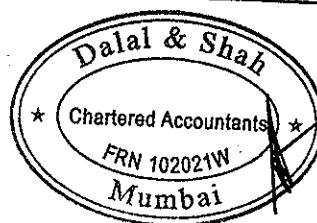
(Rs. in lakhs)

Particulars			
<b>Liabilities side :</b>			
(1)	<b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>	<b>Amount out-standing</b>	<b>Amount overdue</b>
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits*	Nil	Nil
	(g) Other Loans (specify nature) (Cash Credit & interest accrued thereon)	Nil	Nil
	* Please see Note 1 below		
(2)	<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
	(a) In the form of Unsecured debentures	Nil	Nil
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits	Nil	Nil
	* Please see Note 1 below		

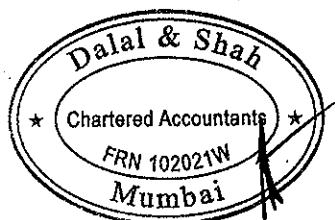




<div>2. <u>Unquoted</u> :</div> <div><div>(i) Shares : (a) Equity (b) Preference</div><div>(ii) Debentures and Bonds</div><div>(iii) Units of mutual funds</div><div>(iv) Government Securities</div><div>(v) Others (Please specify)</div></div> <div><u>Long Term investments</u> : (net of Provision)</div> <div>1. <u>Quoted</u> :</div> <div><div>(i) Share : (a) Equity (b) Preference</div><div>(ii) Debentures and Bonds</div><div>(iii) Units of mutual funds</div><div>(iv) Government Securities</div><div>(v) Others (Please specify)</div></div> <div>2. <u>Unquoted</u> :</div> <div><div>(i) Shares : (a) Equity (b) Preference</div><div>(ii) Debentures and Bonds</div><div>(iii) Units of mutual funds</div><div>(iv) Government Securities</div><div>(vi) Others (Please specify)</div></div>	<div>Nil</div> <div>2586</div> <div></div> <div>Nil</div> <div>Nil</div> <div>1014</div> <div>Nil</div> <div>Nil</div> <div>Nil</div> <div>-</div> <div>Nil</div> <div>Nil</div> <div>Nil</div>																															
<div>Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :</div> <div>Please see Note 2 below</div> <table><tr><th rowspan="2">Category</th><th colspan="3">Amount net of provisions</th></tr><tr><th>Secured</th><th>Unsecured</th><th>Total</th></tr><tr><td>1. Related Parties **</td><td></td><td></td><td></td></tr><tr><td>(a) Subsidiaries</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>(b) Companies in the same Group</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>(c) Other related parties</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>2. Other than related parties</td><td>Nil</td><td>167</td><td>167</td></tr><tr><td>Total</td><td>Nil</td><td>167</td><td>167</td></tr></table>		Category	Amount net of provisions			Secured	Unsecured	Total	1. Related Parties **				(a) Subsidiaries	Nil	Nil	Nil	(b) Companies in the same Group	Nil	Nil	Nil	(c) Other related parties	Nil	Nil	Nil	2. Other than related parties	Nil	167	167	Total	Nil	167	167
Category	Amount net of provisions																															
	Secured	Unsecured	Total																													
1. Related Parties **																																
(a) Subsidiaries	Nil	Nil	Nil																													
(b) Companies in the same Group	Nil	Nil	Nil																													
(c) Other related parties	Nil	Nil	Nil																													
2. Other than related parties	Nil	167	167																													
Total	Nil	167	167																													



	<b><u>Assets side :</u></b>	
		<b>Amount outstanding</b>
(3)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>	
	(a) Secured	Nil
	(b) Unsecured	167
(4)	<b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</b>	
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	Nil
	(b) Operating lease	Nil
	(ii) Stock on hire including hire charges under sundry debtors:	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
	(iii) Hypothecation loans counting towards EL/HP activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil
(5)	<b><u>Break-up of Investments :</u></b>	
	<b><u>Current Investments :</u></b>	
	<b><u>Quoted :</u></b>	Nil
	(i) Shares : (a) Equity	
	(b) Preference	
	(ii) Debentures and Bonds	
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	
	(v) Others (please specify)	



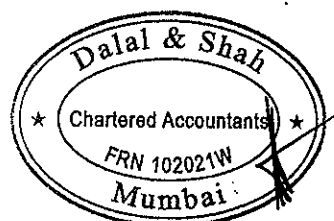
(6)	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b> Please see note 3 below		
	<b>Category</b>	<b>Market Value / Break up or fair value or NAV</b>	<b>Book Value (Net of Provisions)</b>
	<b>1. Related Parties **</b>		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same Group	Nil	Nil
	(c) Other related parties	Nil	Nil
	<b><u>2. Other than related parties</u></b>	Nil	Nil
	<b><u>Total</u></b>	Nil	Nil

\*\* As per Accounting Standard of ICAI (Please see Note 3)

<b>(7) Other information</b>		
	<b>Particulars</b>	<b>Amount</b>
(i)	<b><u>Gross Non-Performing Assets</u></b>	
	(a) Related parties	Nil
	(b) Other than related parties	Nil
(ii)	<b><u>Net Non-Performing Assets</u></b>	
	(a) Related parties	Nil
	(b) Other than related parties	Nil
(iii)	Assets acquired in satisfaction of debt	Nil

**Notes:**

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning Norms shall be applicable as prescribed in the Non-Banking Financial (Non – Deposit Accepting or Holding) Companies Prudential Norm (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and breakup/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.



## (8) CRAR

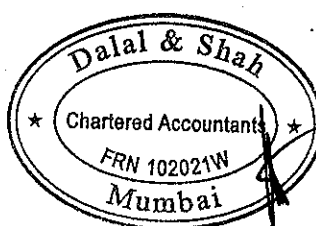
	Items	Current Year	Previous Year
(i)	CRAR %	194%	202%
(ii)	CRAR - Tier I capital (%)	194%	202%
(iii)	CRAR - Tier II capital (%)	0%	0%

## (9) Exposures

## Exposures to Real Estate Sector

In lakh

	Category	Current Year	Previous Year
(a)	<b>Direct Exposure</b>	-	-
(i)	<b>Residential Mortgages</b> Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented: (Individual housing loans upto Rs.15 lakh may be shown separately)	-	-
(ii)	<b>Commercial Real Estate -</b> Lending secured by mortgages on commercial real estate (office building, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc) Exposure would also include non-fund based (NFB) limits	-	-
(iii)	<b>Investments in Mortgage Backed Securities (MBS) and other securitised Exposures -</b>		
	(a) Residential	-	-
	(b) Commercial Real Estate	-	-
(b)	<b>Indirect Exposure</b>	-	-
	Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	-	-



(10) Asset Liability Management  
Maturity pattern of certain items of assets and liabilities

	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months to 6 months	Over 6 months to one year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
<b>Liabilities</b>	-	-	-	-	-	-	-	-	-
Borrowings from Banks	-	-	-	-	-	-	-	-	-
Market Borrowings	-	-	-	-	-	-	-	-	-
<b>Assets</b>	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	1,014	-	-	3,600
Investments	2,586	-	-	-	-	-	-	-	-



**BAJAJ AUTO HOLDINGS LTD**  
**Cash Flow Statement for the year ended 31st March 2012**

I Particulars	2011-12	2010-11
	Rs.	Rs.
<b>OPERATING ACTIVITIES</b>		
Profit before taxation	76,194,778	30,653,518
Adjustments:		
Add:		
i) Depreciation	20,261	21,327
ii) Tax credit pertaining to earlier years	-	4,458
	20,261	25,785
Less:		
Provision for doubtful Accounts written back	21,600,000	
Taxes Paid	9,284,146	8,582,324
	30,884,146	8,582,324
<b>Cash from Operations</b>	<b>45,330,893</b>	<b>22,096,979</b>
<b>(Increase) / Decrease in Assets</b>		
i) Other Assets	70,939,443	-
ii) Loans and Advances		
ii) Investments	89,951,618	(20,309,147)
	160,891,061	(20,309,147)
<b>Increase / (Decrease) In Current Liabilities</b>		
i) Liabilities	55,266	(1,929,913)
	55,266	(1,929,913)
<b>Cash flow from Operations</b>	<b>206,277,220</b>	<b>(142,081)</b>
<b>II INVESTING ACTIVITIES</b>	-	-
<b>III FINANCING ACTIVITIES</b>	-	-
Net Change in cash and cash equivalents	206,277,220	(142,081)
Cash and cash equivalents at 1.04.2011	58,884	200,965
Cash and cash equivalents as at 31.03.2012	206,336,104	58,884
For Datal & Shah Firm Registration No. 102021W Chartered Accountants		
Anish Amin Partner Membership, No 40451		Directors
Pune: 17 <sup>th</sup> May, 2012.	Pune: 17 May, 2012	

BAJA AUTO HOLDINGS LTD

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

Name of Related Party and Nature of Relationship	Nature of Transaction	2011-2012		2010-2011	
		Transaction Value	Outstanding amount carried in the balance sheet	Transaction Value	Outstanding amount carried in the balance sheet
		Rs	Rs	Rs	Rs
[a] Holding Company Bajaj Holdings & Investment Ltd	Contribution to Equity 24,500 shares of Rs 100 each		2,450,000		2,450,000
	Transfer of following shares:				
	Name of the Company				
[b] Enterprise over which any person described in [c] or [d] above is able to exercise significant influence	Bajaj Auto Finance Ltd			1,384,900	58,314,442
	Hercules Holista Ltd			3,125,520	123,403,115
	Dividend Received				6,251,040

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.

