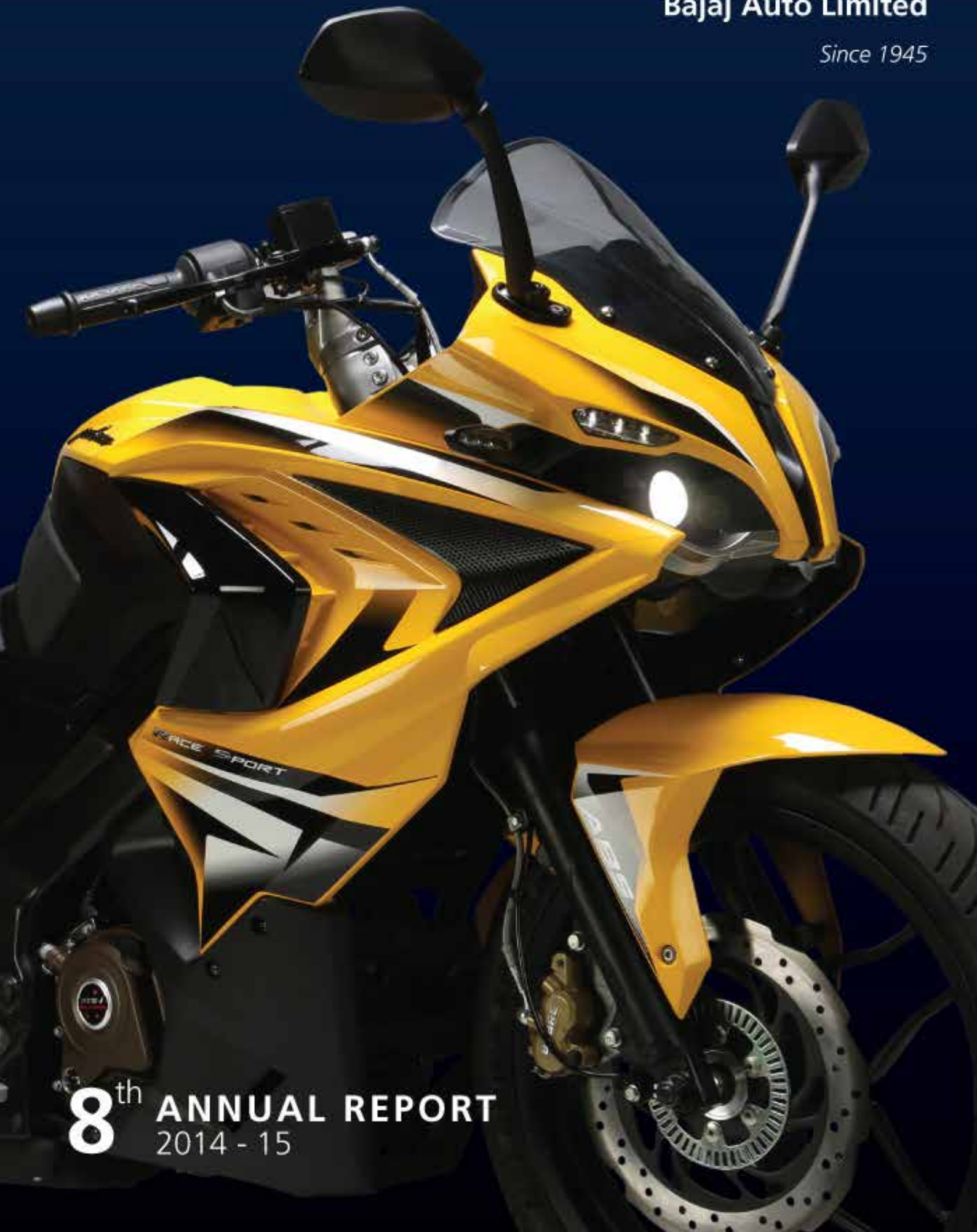




**Bajaj Auto Limited**

*Since 1945*



**8<sup>th</sup> ANNUAL REPORT**  
2014 - 15







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## Board of Directors

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**Rahul Bajaj**  
Chairman  
**Madhur Bajaj**  
Vice Chairman  
**Rajiv Bajaj**  
Managing Director  
**Sanjiv Bajaj**  
**Kantikumar R Podar**  
**Shekhar Bajaj**  
**D J Balaji Rao**  
**D S Mehta**  
**J N Godrej**  
**S H Khan**  
**Ms. Suman Kirloskar**  
(Upto 31.03.2015)  
**Naresh Chandra**  
**Nanoo Pamnani**  
**Manish Kejriwal**  
**P Murari**  
**Niraj Bajaj**  
**Dr. Gita Piramal**  
(From 01.04.2015)

## Audit Committee

---

**Nanoo Pamnani**, Chairman  
**S H Khan**  
**D J Balaji Rao**  
**Naresh Chandra**

## Stakeholders Relationship Committee

---

**D J Balaji Rao**, Chairman  
**J N Godrej**  
**Naresh Chandra**  
**S H Khan**

## Nomination and Remuneration Committee

---

**D J Balaji Rao**, Chairman  
**S H Khan**  
**Naresh Chandra**  
**Rahul Bajaj**

## Corporate Social Responsibility Committee

---

**Rahul Bajaj**, Chairman  
**Rajiv Bajaj**  
**Nanoo Pamnani**

## Risk Management Committee

---

**Nanoo Pamnani**, Chairman  
**D J Balaji Rao**  
**Kevin D'sa**

## Management

---

**Rahul Bajaj**  
Chairman  
**Madhur Bajaj**  
Vice Chairman  
**Rajiv Bajaj**  
Managing Director  
**Pradeep Shrivastava**  
Chief Operating Officer  
**Abraham Joseph**  
Chief Technology Officer  
**R C Maheshwari**  
President (Commercial Vehicle Business)

**Rakesh Sharma**  
President (International Business)

**Eric Vas**  
President (Motorcycle Business)

**Kevin D'sa**  
President (Finance)-CFO

**S Ravikumar**  
President  
(Business Development and Assurance)

**Amrut Rath**  
President (Human Resources)

**C P Tripathi**  
Advisor (CSR)

## Company Secretary

---

**J Sridhar**

## Auditors

---

**Dalal & Shah**  
Chartered Accountants

## Secretarial Auditor

---

**Shyamprasad D Limaye**  
Company Secretary

## Bankers

---

Central Bank of India  
State Bank of India  
Citibank N A  
Standard Chartered Bank  
Bank of America  
ICICI Bank  
HDFC Bank

## Registered under the Companies Act, 1956

## Registered Office

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Mumbai-Pune Road  
Akurdi, Pune 411 035

**CIN: L65993PN2007PLC130076**

## Works

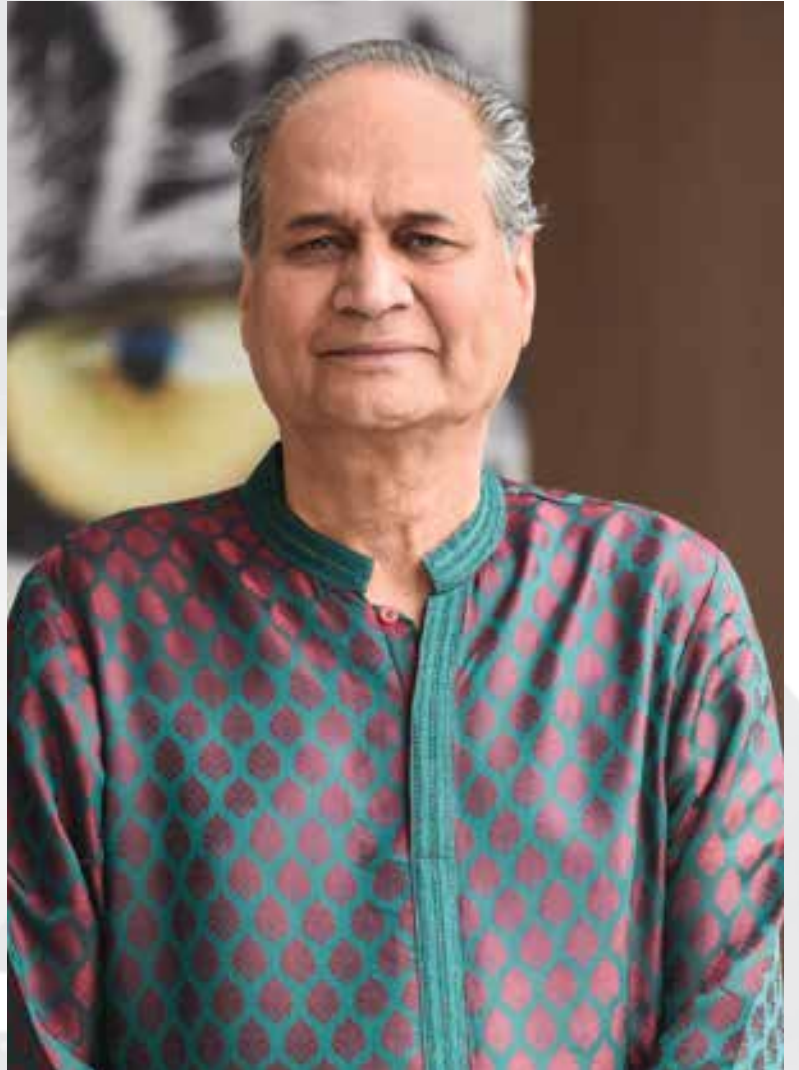
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- Mumbai-Pune Road, Akurdi, Pune 411 035
- Bajaj Nagar, Waluj, Aurangabad 431 136
- Chakan Industrial Area, Chakan, Pune 410 501
- Plot No.2, Sector 10, IIE Pantnagar, Udham Singhnagar, Uttarakhand 263 531





**Madhur Bajaj**  
Vice Chairman



**Rahul Bajaj**  
Chairman

# Management Team



Rajiv Bajaj





Pradeep Shrivastava



Abraham Joseph



R C Maheshwari



Rakesh Sharma



Eric Vas



Kevin D'sa



S Ravikumar



Amrut Rath



C P Tripathi





# Chairman's Letter

## Dear Shareholder,

The new national income estimates released by the Government of India's Central Statistical Organisation (CSO) have confused and perplexed many. These numbers suggest that real Gross Value Added (GVA) grew by 7.5% in 2014-15 versus 6.6% in 2013-14. It seems that much of this extra growth was on account of a larger basket of services.

I am neither an economist nor a statistician. However, as an industrialist who has run a business for several decades and observed others who manage different enterprises across many sectors, I find it challenging to reconcile 7.5% growth in GVA with what one sees in industry today. Over the last couple of years, there has been little or no growth across many segments of industry and the annual financial results of corporates for 2014-15 (FY2015) show this quite clearly. There has been little or no uptick of either consumer or industrial demand; and despite soft energy prices from the second half of FY2015, companies have struggled with their revenues and profits. Some sectors have suffered less; others more. But the sense on the street is that it has been a difficult year — quite removed from what one expects out of 7.5% growth. I hope that the government under the premiership of Shri Narendra Modi will usher in higher growth in FY2016. The country needs it.

Given the difficult macroeconomic circumstances of FY2015, I feel reasonably satisfied with your Company's performance. While the details are in the chapter on Management Discussion and Analysis, let me share with you some key numbers:

- Despite a dull and sluggish market, Bajaj Auto's net sales plus other operating income grew by 7.2% to ₹ 21,817 crore.
- Operating EBITDA rose by 1.7% to ₹ 4,379 crore, which is the highest in the Company's history. The operating EBITDA margin was at 20.1% of net sales and other operating income, which continues to be the highest in the industry.
- Exports of two-and three-wheelers increased by 14% to 1.81 million units. In terms of value, exports grew by 14.6% to more than US\$ 1.5 billion.
- Profit before tax (PBT) reduced by 11.8% to ₹ 4,085 crore. This was largely due to higher depreciation arising out of the Companies Act, 2013; lower treasury income from your Company's surplus funds; and a one-time charge in the form of the National Calamity Contingent Duty levied on Bajaj Auto's Pantnagar plant. Consequently, Profit after tax (PAT) decreased by 13.2% to ₹ 2,814 crore.
- Surplus cash and cash equivalents as on 31 March 2015 was ₹ 8,455 crore.

I must applaud the fact that in such a testing environment your Company has grown sales while taking EBITDA to a record high and maintaining best-in-class EBITDA margins.

Let me briefly share with you how I have seen Bajaj Auto's business in FY2015. In the domestic market, your Company has done better than before in the entry level segment through its Platina and the new CT 100. It has also improved its performance in the upper end 'sports' segment with various models of the Pulsar and its exciting KTM bikes. It has dramatically improved its domestic sales of three-wheelers at a rate that is significantly higher than of the industry as a whole. It has also performed excellently on the export front — increasing the number of two-and three-wheelers sold by 14% to 1.81 million vehicles, and revenues by 14.6% to exceed US\$1.5 billion. These are all great achievements.

However, there has been an overall fall in the volume of motorcycles. This has been mainly on account of Discover, which occupies the middle segment, between entry-level motorcycles on the one hand and the premium segment sport or super-sport bikes on the other. Given the weight of this segment in the overall domestic market, the fall in sales of Discover has dragged down the otherwise excellent performance of your Company in the two-wheeler front. Consequently, Bajaj Auto's motorcycles have lost domestic market share — from 24.4% two years ago to 20% last year, and then to 16.5% in FY2015.

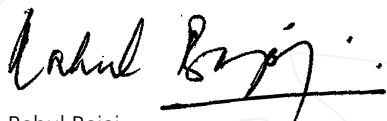
Your Company's Management led by Rajiv Bajaj and his team are addressing this issue; and I hope to see a more vigorous performance in this part of the business in FY2016 and thereafter.

But let me not peg expectations at too high a level. As of now, I have not seen the kind of sustained demand pick-up that translates to a healthy double-digit growth for motorcycles. I refer to the industry as a whole, and not just to your Company. Given the possible prospects of a poor monsoon in FY2016 and with interest rates still remaining high, I am not sure about the strength of consumer durable demand in rural as well as urban India. At a macroeconomic level, I see probably two more quarters of relatively muted growth. Hopefully, I will be proved wrong. But if not, one might witness a more sedate growth trajectory for cars as well as motorcycles in FY2016.

I have written this earlier but bears repeating. As your Chairman, I have huge faith and confidence in the capability of your Company's Management. If it could achieve 7.2% growth in operating income in a challenging year — and with its record EBITDA and a 20% EBITDA margin — it can definitely produce higher sales and a greater market share in better times. As I am sure it will.

Let me end with my thanks to our customers, dealers, vendors and employees who have always done their utmost for your Company. And my thanks to you for your support.

With best regards,



Rahul Bajaj  
Chairman  
21 May 2015



# Management Discussion and Analysis

Although 2014-15 (henceforth FY2015) was not as bad for the two-and three-wheeler industry as the previous two years, 2014-15 was nonetheless difficult. Despite higher GDP growth for the year, domestic sales of motorcycles continued to be sluggish. For the industry as a whole, the number of motorcycles sold in India grew by merely 2.5% in FY2015, which was 1.4% lower than the growth achieved in FY2014 — a year that suffered from far worse macroeconomic conditions. The picture was no different if one were to add exports. Total motorcycle sales in India plus exports grew by 4.3% in FY2015, which was no better than the growth rate of the previous year. In a nutshell, the motorcycle industry has continued to be plagued by sluggish single-digit growth for the third year in a row, a situation far removed from the 20% plus uptick of FY2010 and FY2011, and even the 11.9% growth in FY2012.

Notwithstanding the continuing difficult times, Bajaj Auto Ltd. ('Bajaj Auto' or 'BAL') achieved its highest turnover, highest exports, and highest operating earnings before interest, tax, depreciation and amortisation (EBITDA).









## Bajaj Auto's Performance Highlights for FY2015

- Net sales grew by 7.0% to ₹ 21,104 crore. Total operating income (net sales plus other operating income) increased by 7.2% to ₹ 21,817 crore.
- Operating EBITDA increased by 1.7% to ₹ 4,379 crore, the highest in the Company's history. Operating EBITDA margin was at 20.1% of net sales and other operating income which, while 1.1% less than the previous year, was still the highest in the industry.
- Exports, in terms of the number of two-and three-wheelers, increased by 14% to 1.81 million units. In terms of value, exports grew by 14.6% to US\$ 1.5 billion.
- Profit before tax (PBT) reduced by 11.8% to ₹ 4,085 crore. This was on account of three factors: higher depreciation partly due to changes in rates specified under the Companies Act, 2013; lower non-operating income from Bajaj Auto's surplus funds as, for post tax yield maximisation, long-term investments were preferred albeit postponement of income to future years; and a one-time charge of ₹ 340 crore on account of the 'National Calamity Contingent Duty' (NCCD) levied upon BAL's Pantnagar plant.
- Consequently, Profit after tax (PAT) decreased by 13.2% to ₹ 2,814 crore. Adjusting the one-time charge on account of the National Calamity Contingent Duty (NCCD), Profit after tax (PAT) would have been ₹ 3,076 crore as against ₹ 3,243 crore in FY2014.
- Surplus cash and cash equivalents as on 31 March 2015 was ₹ 8,455 crore.

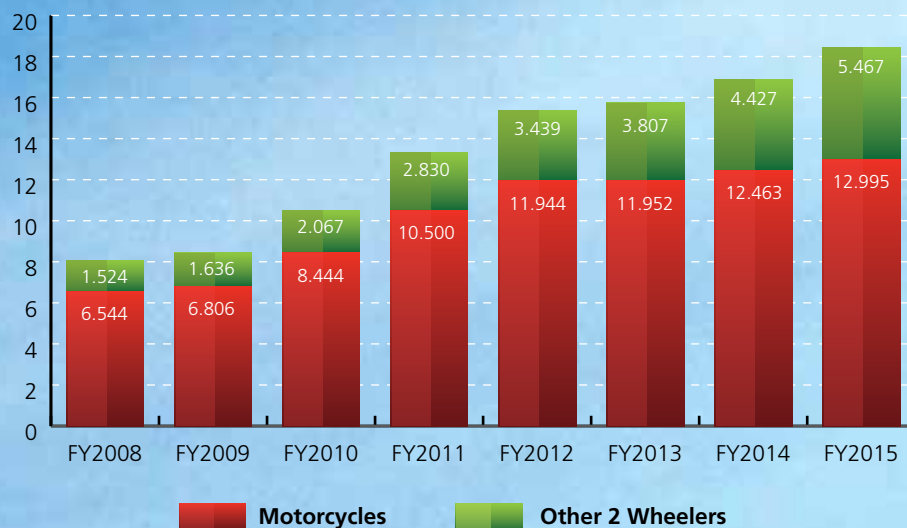


Chart A shows the two-wheeler industry's sales (domestic + exports) over the last eight fiscal years. Charts B and C illustrate Bajaj Auto's performance over the same period.

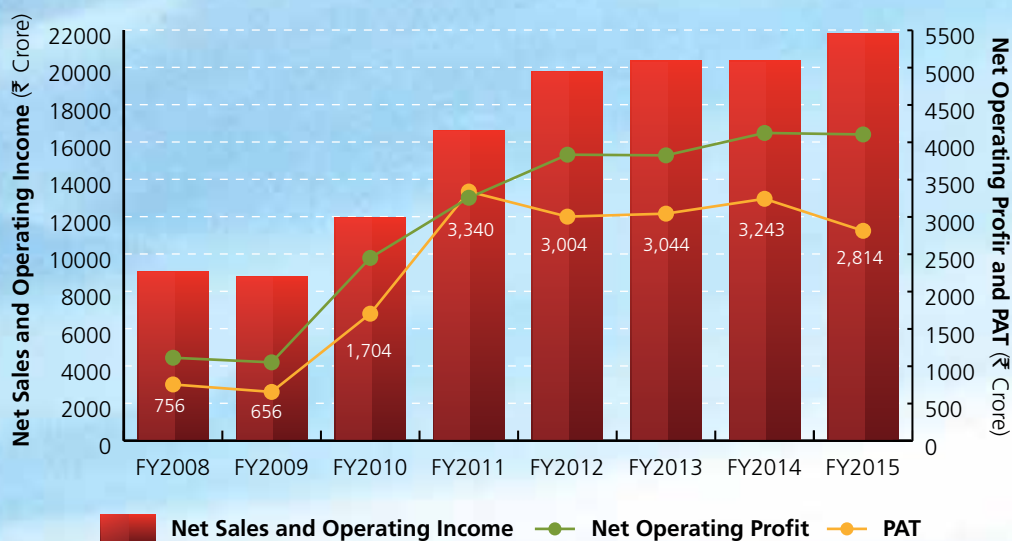




**Chart A: Industry Sale of Two-Wheelers (in million units)**



**Chart B: Net Sales and Operating Income, Net Operating Profit and PAT**



**Chart C: EBITDA and EBITDA %**



Chart A shows how, after a great phase of high growth between FY2009 and FY2012, motorcycle sales have tapered off. Given this environment, Bajaj Auto continued to focus on getting the best out of manufacturing costs and productivity without unduly sacrificing its prices. As a result, BAL's domestic motorcycle sales (by units) reduced by 15.6%, while its total motorcycle sales including exports fell by 3.8%. Even so, the Company achieved an all-time high turnover, exports, operating EBITDA and the best EBITDA margin in the industry.

## Motorcycles

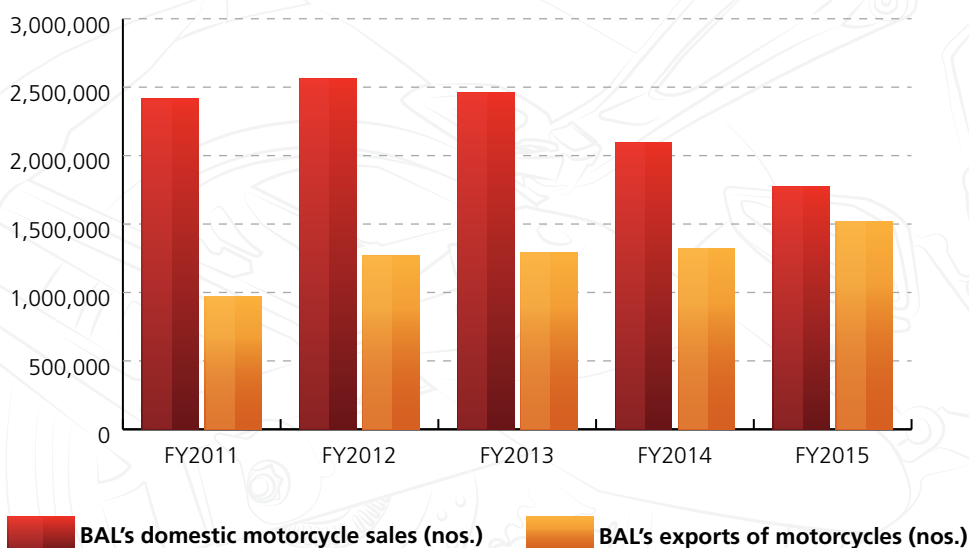
Table 1 gives the data of Bajaj Auto's sale of motorcycles, both domestic and exports, over the last five years. Chart D plots the data.

**Table 1: Bajaj Auto's Sale of Motorcycles, Domestic and Exports (in numbers)**

Year ended 31 March	Domestic					Exports		
	Industry's domestic sales (nos.)	Market growth	BAL's domestic sales (nos.)	BAL's growth	BAL's market share	Industry's exports (nos.)	BAL's exports (nos.)	BAL's share of exports
2011	9,019,090	22.9%	2,414,606	35.5%	26.8%	1,480,983	972,437	65.7%
2012	10,096,062	11.9%	2,566,757	6.3%	25.4%	1,847,517	1,267,648	68.6%
2013	10,085,586	-0.1%	2,463,874	-4.0%	24.4%	1,866,549	1,293,231	69.3%
2014	10,479,817	3.9%	2,099,230	-14.8%	20.0%	1,982,755	1,323,173	66.7%
2015	10,743,549	2.5%	1,770,778	-15.6%	16.5%	2,251,791	1,521,306	67.6%

Source: SIAM and Company data. Note: Industry refers to the sale (or exports) of all motorcycle manufacturers in India.

**Chart D: Bajaj Auto's Motorcycle sales, domestic and exports ( in nos.)**





In FY2015, Bajaj Auto sold over 3.29 million motorcycles in India and abroad. It sold 1.77 million motorcycles in India. This was 15.6% lower than in the previous year, owing largely to the lack of consumer demand for Discover. On a positive note, the Company has performed well in the entry level segment with its Platina and the newly introduced CT 100. For FY2015, it sold over 518,000 motorcycles in this segment and accounted for 23% share in the domestic market. BAL expects this share to rise thanks to the CT 100 which seems to have touched the mind and the purse of entry-level customers. As before, the Company continues to perform exceedingly well in the sports segment with its Pulsars and its KTM range of bikes. For FY2015, it sold over 698,000 bikes in this segment and accounted for 43% share in the domestic market.

On the export front, the Company did exceptionally well. Exports of BAL's motorcycles in FY2015 grew by 15% to over 1.52 million motorcycles. This is discussed later in the chapter.

A few words about Pulsar and the KTM are in order.

In FY2015, Bajaj Auto sold over 631,000 Pulsars in India. With a sales growth of 5.1%, the various Pulsar models account for nearly 36% of our domestic sales — making the 'Pulsar' brand a market leader of this segment in India. What is no less satisfying is that Pulsars have caught the fancy of consumers abroad, with exports growing at 10.7% to 250,000 units in FY2015.

The growth of KTMs has been quite spectacular. In FY2014, it sold over 11,000 units in India. The model clearly caught the imagination of sports bikers, for in FY2015, it has more than doubled sales to nearly 23,000 units, which includes the newer KTM RC 200. The bike has also done very well in markets abroad. In the previous year, KTM exports were over 24,000 units. In FY2015, this has jumped to 51,000 units — a growth of 112%.

The Avenger is also an interesting story. In a niche 'cruiser' segment, the Avenger seems to have captured the imagination of young urban Indians who want to ride cruisers. In FY2015, the domestic sale was up by 9.4% to over 44,000 units.

## Commercial Vehicles - Three-Wheelers

Bajaj Auto is the world's largest three-wheeler manufacturer. Its performance in the three-wheeler segment is given in Table 2.

**Table 2: Three-Wheeler Sale, Industry and Bajaj Auto (in numbers)**

Particulars	Total sales			Domestic sales			Exports		
	FY2013	FY2014	FY2015	FY2013	FY2014	FY2015	FY2013	FY2014	FY2015
Industry sales	841,379	833,026	939,884	538,291	479,634	531,927	303,088	353,392	407,957
Bajaj Auto sales	480,057	447,674	519,117	226,131	186,912	234,345	253,926	260,762	284,772
Bajaj Auto market share	57.1%	53.7%	55.2%	42.0%	39.0%	44.1%	83.8%	73.8%	69.8%

After an overall fall in sales in the previous year, the domestic three-wheeler industry has again witnessed positive growth in FY2015, in part due to new permits being released during the year in Maharashtra, Delhi, Chandigarh, and Hyderabad. Bajaj Auto has grown faster than the domestic industry. In FY2015, the Company's growth in domestic market has been 25.4%, more than double the industry's growth of 10.9%. Consequently, BAL has increased its share in domestic market by 5.1% to 44.1%.

The Company has continued with its strong performance in the petrol and alternate fuel segment, and commands a market share of 88%. It also maintained its dominance of the small diesel segment with a market share of 61%. Slowly but surely, Bajaj Auto has been increasing its market share in the large diesel segment — which has grown from 12% in FY2013 to 16% in FY2014 to 18% in FY2015.

Higher than industry growth in three-wheelers has come about on the back of a number of strategic initiatives, such as:

- Aggressive promotion and solid market acceptance of the new RE Compact (petrol, CNG, LPG and diesel) for the small vehicle markets, the RE Optima (CNG, LPG and diesel) which addresses the large as well as small vehicle markets, and the RE Maxima in diesel in the large vehicle space.
- Network correction and expansion.
- Working extensively at auto rickshaw stands across the country to promote large diesel vehicles through a combination of marketing activities and financial packages.

The Company's export performance in three-wheelers was also creditable. It sold over 284,000 vehicles in FY2015 — representing a 9.2% growth in exports, which significantly exceeded the 2.7% growth in FY2014. BAL continues as India's largest exporter of three-wheelers and, in volume terms, accounted for 70% of such exports.

As regards our quadricycle-RE 60, the product is ready for launch. However, RE 60 launch was mired in legal tangles created by vested interests filing multiple petitions in various High Courts, questioning the Government process in creation of this new category. Some of the High courts had, pending detailed hearings, ordered stay of the Government notification in the interim; while some others admitted the petitions, but did not find merit to grant a stay. In the face of stay orders, ARAI- the testing agency, kept the approval and related processes in suspended abeyance.

The Union Government has since moved the Supreme Court to get these multiple cases consolidated in the apex court of the country. The apex court has accordingly stayed the proceedings before various high courts and transferred all these matters to itself. It had also ordered a 'stay on the various stay orders' passed by the High Courts of Karnataka, AP and Telengana and Madras. The matter is now posted for hearing before the Supreme Court on 15 July 2015.

Consequent to lifting of the stay orders by the Supreme Court, ARAI has re-started the stalled certification processes; the tests are completed and report making, other administrative processes are going on.

Thus, the product, the factory, the manpower, the processes and the vendor base are ready. Once the certification is in hand, we are ready to roll.

## International Business

Bajaj Auto continues to be the India's No.1 exporter of motorcycles and three-wheelers. It exports to 62 countries and enjoys the No.1 or No.2 position in 20 of them. During FY2015, exports accounted for 46.2% of the Company's net sales. Table 3 gives the relevant data.

**Table 3: Export, in units and revenue, for Bajaj Auto**

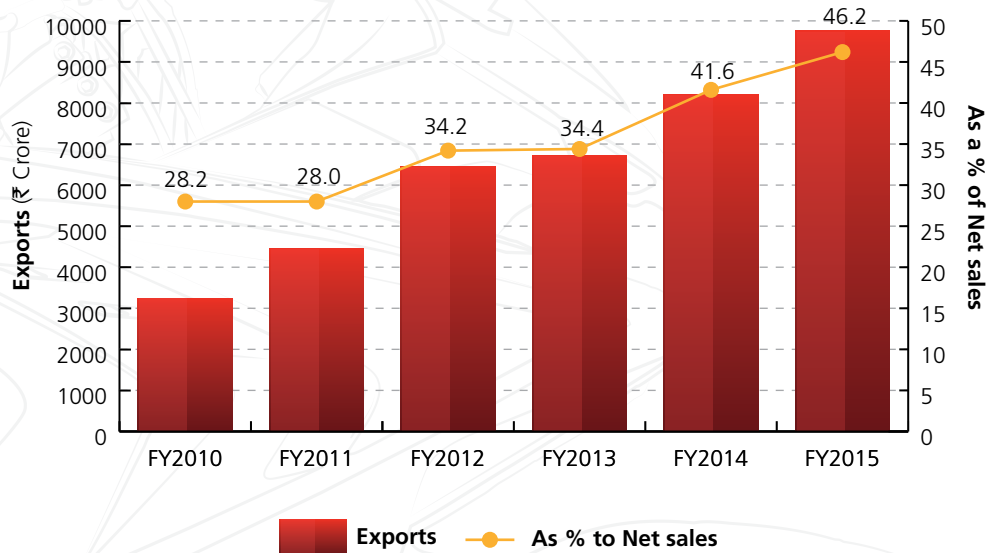
Particulars	FY2014	FY2015	Growth
Motorcycles	1,323,173	1,521,306	15.0%
Three-wheelers	260,762	284,772	9.2%
<b>Total numbers</b>	<b>1,583,935</b>	<b>1,806,078</b>	<b>14.0%</b>
Exports in USD (million)	1,330	1,524	14.6%

In motorcycles, exports showed a volume growth of 15% to close at 1.52 million units. There were strong market share improvements across South Asia, Middle East, Latin America and Africa. Both, Discover and Pulsar continued to gain market share in key markets like Colombia, Central America, Egypt, Sri Lanka and Bangladesh. Boxer continued to hold market share in Africa and, in many cases, gained at the expense of Chinese brands to further strengthen its leadership position in markets such as East Africa and Nigeria. Considerable emphasis was on entering new markets.

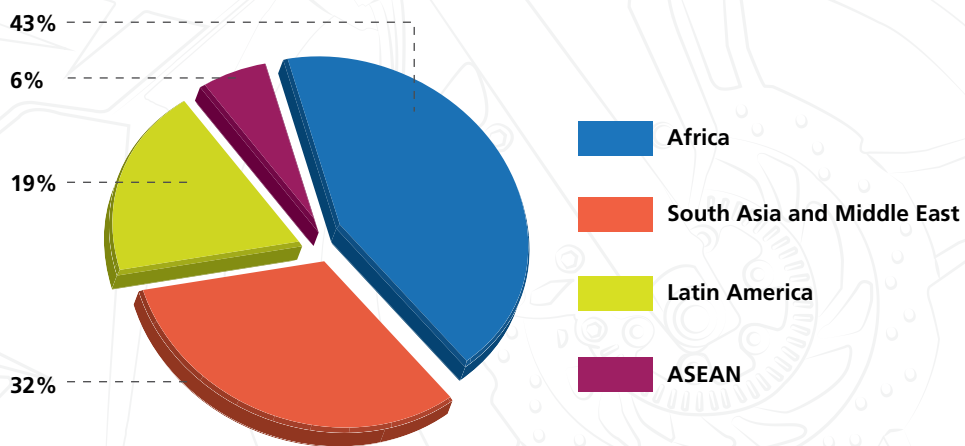


Chart E plots the growth of exports of the Company, while Chart F gives a sense of the composition of exports across major geographies for FY2015.

**Chart E: Bajaj Auto's export performance**



**Chart F: Geographical spread of exports (in numbers)**



## R&D: New Products

### Pulsar RS 200

After the successful domestic launch of Pulsar 200 NS in May 2012 and its launches in various export markets, a full faired fuel injected version called the Pulsar RS 200 has been recently introduced. This very stylish bike has sharp design features for the body panels and a sporty looking exhaust end can. It also employs high end features like a twin projector head lamp with LED position lamp and a uniquely designed LED tail lamp. The ergonomics is a good balance between race riding and practical riding styles. The bike conforms to the exhaust emission norms of Euro 3 and upcoming BS IV. It is equipped with a state of the art Bosch anti-lock brake system (ABS) to complement the Racing Sports nature of the product.



### **Pulsar AS 200**

To extend the Pulsar liquid cooled offerings across a wider spectrum of customers, an Adventure Sports version of Pulsar 200 NS has been recently introduced. The bike is aesthetically designed having features like vertically placed MFR high beam and projector low beam with LED position lamps, tall visor and a rear fender which add up to provide an overall look of an adventure bike.

### **Pulsar NS 200 FI**

A fuel injected version of NS 200 has been developed and is being sold in Turkey. This bike meets the Euro 3 norms.

### **KTM RC series 390 and 125 with ABS**

After the successful introduction of KTM Dukes, the joint venture between KTM and Bajaj brought in the next range in the form of the RC series of bikes. The ergonomics of these bikes are best suited for race track riding. With the trade mark orange frame and alloy wheels typical to KTM, the bike lives up to the 'Ready to Race' tag of the KTM brand. The style of these sports bikes is augmented by a slender tail and high raised pillion seat. Today, these KTMs are hot selling models in India and abroad.

### **Discover 150F**

Discover 150F is a worthy addition to the Discover range. It is powered by a high performance 4-valve air cooled 144.8 cc DTSi engine, which is mated to a 5-speed transmission. The design combined with the performance of a 150 cc gives the model an identity of a stylish power-commuter bike. By having the longest and flattest seat in its class, it also doubles up as a family bike. Wider tubeless tyres and the 240 mm diameter front disc ensures the bike is stable around corners and is safe. The rear suspension handled by the Nitrox Mono shock suspension system provides a smooth ride. A digital speedometer is available as a premium feature. This 'Naya Josh' bike is established with performance and features making it the best offering in the commuter class of bikes.

### **Discover 150S**

Discover 150S comes with all the core strengths of Discover 150F, but as a variant with a bikini fairing to extend the benefits and appeal to those who may prefer such class of vehicles.







## **Platina 100 ES and Platina 100**

The highly successful and reliable Platina products have been bolstered with the introduction of fuel efficient DTSi engine which gives a world leading fuel efficiency of 96.9 kmpl. Its excellent drive feel thanks to the ExhaustTec equipped engine has been widely appreciated in the market. In addition the new Platina 100 comes with:

- Both of kick start and kick-cum-electric start.
- SNS suspension which has outstanding ability to handle bad roads and provides good riding comfort.
- Long (740 mm) seat for comfortably accommodating two persons.
- High ground clearance (190 mm) suitable for semi-urban and rural terrains.
- Maintenance free battery for ES version.
- Alloy wheels and
- Attractive graphics.

## **CT 100**

This entry level commuter bike has been introduced with a four stroke, single cylinder, air cooled 99.3 cc engine and a 4-speed transmission. With a top speed of 90 kmph it delivers fuel efficiency of 89.5 kmpl. The bike has a conventional telescopic suspension in the front and SNS suspension at the rear. It is available in two variants: spoke and alloy wheels.





## R&D: Processes

R&D has been working on improving its operations in a number of areas listed below.

- **Manpower:** The group has been expanding its team size in areas of design, analysis and validation in order to keep up with the rapidly growing aspirations of the Company.
- **Facilities:** R&D has continued to enhance its design, computing, prototype manufacturing and validation facilities. A number of new test and prototyping facilities were added in FY2015.
- **Technology:** The ABS on the Pulsar RS 200 combines the best balance between cost and safety. It has front wheel ABS that offers safe braking with good vehicle stability. It also controls the rear wheel lift-up behavior which is associated with emergency front wheel braking. This augments and supplements the Race Sports nature of the vehicle.

In the KTM range, R&D has developed EVAP systems for KTMs offered in the USA and China. This system conforms to the evaporative emission norm of the US Environmental Protection Agency. Evaporative emissions from the fuel tank is controlled through use of charcoal canisters to absorb the fuel vapours from escaping into the atmosphere, and electronically controlled purge valves to purge the absorbed vapour back into the intake system of the engine.

## Operations and Productivity

Bajaj Auto's manufacturing plants at Waluj, Chakan and Pantnagar have focused on improving key management indices through implementation of the TPM philosophy. The Waluj and Chakan plants have started practicing the various criteria for the TPM Special Award which involves alignment between various 'back end' and 'front end' functions. This has resulted in significant improvement in the indices of productivity, quality, cost, delivery and safety. All Bajaj Auto plants continue to follow a 'Lean on Investment' approach with improved flexibility.

In FY2015, the Waluj plant, which is the export hub of Bajaj Auto, produced 1.78 million motorcycles (of which 1.3 million were exported) and 0.52 million three-wheelers (of which 0.28 million were exported). The Pantnagar plant produced 0.75 million motorcycles. And the Chakan plant, having core competencies in manufacturing high end sports bikes, produced 0.76 million vehicles.

As a part of sustainable development initiatives, the plants have implemented various breakthrough ideas on energy and fuel consumption which has resulted in saving of 3.95% and 11.7% in electricity and fuel consumption respectively. All plants also took measures in the area of water conservation. The Waluj plant was awarded the 'Excellent Energy Efficient Unit' Award for 2014 by the Confederation of Indian Industry (CII). This plant has also won Gold Award (Apex Level) in Indian Green Manufacturing Challenge Award competition instituted by International Research Institute for Manufacturing, Chennai.



*pulsar*  
AS 200









Table 4 gives the Company's plant-wise capacities and their product range.

**Table 4: Plant-wise capacities (in numbers) and product range**

Plant	FY2015 (As on 31 March 2015)		Product range
Waluj	Motorcycles	2,400,000	Boxer, CT100, Platina, Discover, Pulsar and three-wheelers
	Three-wheelers	600,000	
	RE 60	60,000	
Waluj Subtotal		3,060,000	
Chakan		1,200,000	Pulsar, Avenger, Ninja and KTM
Pantnagar		1,800,000	CT100, Platina and Discover
<b>Grand total</b>		<b>6,060,000</b>	

As on 31 March 2015, BAL's employee strength stood at 9,183 people.

## Subsidiary

### Bajaj Auto International Holdings BV (BAIH BV)

Bajaj Auto International Holdings BV is a 100% Netherlands based subsidiary of Bajaj Auto Ltd. Over the years, through this subsidiary, Bajaj Auto has invested a total of € 198.1 million (₹ 1,219 crore), and holds approximately 48% stake in KTM AG of Austria (KTM), Europe's second largest sport motorcycle manufacturer.

Calendar year 2014 has been a record year for KTM, with highest sales in units and highest turnover in the history of the Company. It sold 158,760 motorcycles, a growth of 28.2% and achieved a turnover of € 864.6 million, a growth of 20.7%. Profit after tax was at € 57.2 million, a growth of 56.6%.

Proportionate profit of € 27.4 million (₹ 214 crore) has been accounted in the consolidated results of Bajaj Auto Ltd.

In its annual general meeting for the calendar year 2014, held on 23 April 2015, for the year 2014, KTM AG has declared a dividend of € 1.50 per share, compared to € 1.00 per share for the year 2013. BAIH BV is entitled to receive € 7.8 million (₹ 52 crore) as its share of dividend.

During the year, Bajaj Auto manufactured 73,101 units of KTM Duke in its Chakan plant. 22,627 units were sold through the Pro-Biking network in India and 51,009 were exported to KTM/KTM distributors.

KTM is listed in the Second Regulated Market of the Vienna Stock Exchange and its market capitalisation as on 31 March 2015 was € 1,359 million (₹ 9,130 crore).



## Financials

Table 5 gives the summarised Profit and Loss statement of Bajaj Auto Ltd.

**Table 5: Summarised Profit and Loss statement**

Particulars	(₹ In Crore)	
	FY2014	FY2015
<b>Operations</b>		
Sales	20,727	22,013
Less: Excise duty	1,009	909
Net sales	<b>19,718</b>	<b>21,104</b>
Other operating income	630	713
<b>Total operating income</b>	<b>20,348</b>	<b>21,817</b>
Cost of materials consumed, net of expenses capitalised	13,812	14,790
	67.9%	67.8%
Stores and tools	125	132
	0.6%	0.6%
Employee cost	726	896
	3.6%	4.1%
Factory and administrative expenses	636	708
	3.1%	3.2%
Sales and after sales expenses	744	912
	3.6%	4.2%
<b>Total expenses</b>	<b>16,043</b>	<b>17,438</b>
Earnings before interest, tax, depreciation and amortisation (EBITDA)	<b>4,305</b>	<b>4,379</b>
	<b>21.2%</b>	<b>20.1%</b>
Interest	1	6
Depreciation and amortisation	179	268
<b>Operating profit</b>	<b>4,125</b>	<b>4,105</b>
	<b>20.3%</b>	<b>18.8%</b>
CSR spends and donations	–	56
	<b>4,125</b>	<b>4,049</b>
Non-operating income	428	377
Less: Non-operating expense	1	1
<b>Non-operating income, net</b>	<b>427</b>	<b>376</b>
Surplus on pre-payment of sales tax deferral liability/loan	80	–
<b>Profit before exceptional items and tax</b>	<b>4,632</b>	<b>4,425</b>
Exceptional item: charge for NCCD	–	340
<b>Profit before tax</b>	<b>4,632</b>	<b>4,085</b>
Tax expense	1,389	1,271
<b>Profit after tax *</b>	<b>3,243</b>	<b>2,814</b>

\* Note: Adjusting the one-time exceptional charge on account of NCCD, Profit after tax for FY2015 would have been ₹ 3,076 crore

Bajaj Auto has a lean and tightly controlled cost structure. As Table 5 shows, fixed cost forms a small part of its operating income. Consequently, its operating profit at 18.8% is higher than any other automobile company in the country.

Bajaj Auto's return on operating capital employed stood at 123%. Surplus cash and cash equivalents as on 31 March 2015 stood at ₹8,455 crore versus ₹7,759 crore as on 31 March 2014. The surplus funds are invested in (i) fixed maturity plans, (ii) fixed income securities rated P1+ and equivalent for short-term investments, (iii) AA+ and above rated securities for long-term investments, and (iv) fixed deposits with banks.

## Consolidation of accounts and segment reporting

**Table 6: Segment revenue and Segment results**

Particulars	₹ In Crore)	
	FY2014	FY2015
<b>Segment revenue</b>		
Automotive	20,439	21,821
Investments	396	377
Unallocable	5	–
<b>Total</b>	<b>20,840</b>	<b>22,198</b>
<b>Segment results</b>		
<b>Profit from each segment before tax</b>		
Automotive	4,401	3,927
Investments	395	376
Unallocable	5	–
<b>Total</b>	<b>4,801</b>	<b>4,303</b>
Less: Interest	1	6
<b>Profit before tax</b>	<b>4,800</b>	<b>4,297</b>
<b>Profit for the year</b>	<b>3,380</b>	<b>3,026</b>

### Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied.



# Corporate Governance

Bajaj Group's commitment to good corporate governance practices predates SEBI and clause 49 of the Listing Agreements. Ethical dealings, transparency, fairness, disclosure and accountability are the main thrust to the working of the Bajaj Group. Bajaj Auto Ltd. ('BAL' or 'the Company' or 'Bajaj Auto') maintains the same tradition and commitment.

SEBI vide its circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014 and as subsequently amended by circular dated 15 September 2014 notified the revised clause 49 of the Listing Agreement to be applicable with effect from 1 October 2014.

This Report therefore states compliance as per requirements of Companies Act, 2013 and revised clause 49 as applicable to the Company.

As will be seen, Bajaj Auto's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements in accordance with the provisions of clause 49 of the Listing Agreement.

## Board of Directors

In keeping with the commitment of the Management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

### Composition

As on 31 March 2015, the Board of Bajaj Auto consisted of sixteen directors, of whom three directors were executive. Nine out of thirteen non-executive directors were independent and one of them was a woman director. The Board has no institutional nominee director.

According to clause 49, if the chairman is executive or a promoter, at least one half of the Board should consist of non-executive, independent directors. As Table 1 shows, this provision is met at Bajaj Auto.

### Number of meetings of the Board

During the financial year 2014-15, the Board of Directors met eight times: on 15 May 2014, 17 July 2014, 15 September 2014, 14 October 2014, 11 December 2014, 15 January 2015, 24 March 2015 and 25 March 2015. The gap between any two meetings has been less than one hundred and twenty days.

### Non-executive directors' compensation

Non-executive directors of the Company are being paid, in addition to the sitting fee of ₹ 100,000 per meeting for every meeting of the Board and its Committees, commission at the rate of ₹ 100,000 per meeting of the Board and its Committees attended by them, subject to the overall ceiling of one percent of net profits.

In terms of the approvals given by the Board of Directors and shareholders, Nanoo Pamnani will be paid ₹ 2,000,000 as additional commission for the year 2014-15 in consideration of the extra services rendered by him at the request of the Management during the year 2014-15.

The shareholders of the Company vide a special resolution passed at the annual general meeting held on 14 July 2011 have by way of an enabling provision approved the payment of commission up to a sum not exceeding one percent of the net profits of the Company, calculated in accordance with the provisions of section 198, 349 & 350 of Companies Act, 1956 (corresponding to sections 197 and 198

of the Companies Act, 2013), to the directors (other than the executive directors) as may be decided by the Board of Directors in respect of the profits of the Company for each year, for a period up to 31 March 2016.

In view of the increased demands on non-executive directors' participation in Board and Committee meetings, the Board at its meeting held on 24 March 2015, increased the commission payable to non-executive directors to ₹ 150,000 per meeting of Board and Committee meetings attended by them during the balance term up to 31 March 2016, with effect from 1 April 2015, within the overall ceiling of one percent of the net profits of the Company.

The Company currently does not have a stock option programme for any of its directors.

## Attendance record of directors

**Table 1: Composition of the Board and attendance record of directors for 2014-15**

<b>Name of director</b>	<b>Category</b>	<b>Relationship with other directors</b>	<b>Meetings attended</b>	<b>Whether attended last AGM</b>
Rahul Bajaj	Chairman, executive	Father of Rajiv Bajaj and Sanjiv Bajaj, father-in-law of Manish Kejriwal	7/8	Yes
Madhur Bajaj	Vice Chairman, executive	Brother of Shekhar Bajaj and Niraj Bajaj	8/8	Yes
Rajiv Bajaj	Managing Director, executive	Son of Rahul Bajaj, brother of Sanjiv Bajaj, brother-in-law of Manish Kejriwal	7/8	Yes
Sanjiv Bajaj	Non-executive	Son of Rahul Bajaj, brother of Rajiv Bajaj, brother-in-law of Manish Kejriwal	8/8	Yes
Kantikumar R Podar	Non-executive, independent	–	5/8	Yes
Shekhar Bajaj	Non-executive	Brother of Madhur Bajaj and Niraj Bajaj	4/8	No
D J Balaji Rao	Non-executive, independent	–	7/8	Yes
D S Mehta	Non-executive, independent	–	8/8	Yes
J N Godrej	Non-executive, independent	–	3/8	Yes
S H Khan	Non-executive, independent	–	8/8	Yes
Ms. Suman Kirloskar	Non-executive, independent	–	6/8	Yes
Naresh Chandra	Non-executive, independent	–	8/8	Yes
Nanoo Pamnani	Non-executive, independent	–	8/8	Yes
Manish Kejriwal	Non-executive	Son-in-law of Rahul Bajaj, brother-in-law of Rajiv Bajaj and Sanjiv Bajaj	8/8	Yes
P Murari	Non-executive, independent	–	3/8	No
Niraj Bajaj	Non-executive	Brother of Madhur Bajaj and Shekhar Bajaj	8/8	Yes

## Information supplied to the Board

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level.



Presentations are also made to the Board by different functional heads on important matters from time to time. Directors have separate and independent access to officers of the Company. In addition to items which are required to be placed before the Board for its noting and/or approval, information is provided on various significant items. In terms of quality and importance, the information supplied by Management to the Board of the Company is far ahead of the list mandated under clause 49 of the Listing Agreement.

## Orderly succession to Board and Senior Management

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

## Directorships and memberships of Board Committees

Table 2 gives the number of directorships and committee positions held by the directors of Bajaj Auto.

**Table 2: Number of directorships/committee positions of directors as on 31 March 2015**

Name of director	Directorships			Committee positions in listed and unlisted public limited companies	
	In listed companies	In unlisted public limited companies	In private limited companies	As Chairman	As Member
Rahul Bajaj	4	2	7	–	–
Madhur Bajaj	6	–	3	–	–
Rajiv Bajaj	4	1	–	–	2
Sanjiv Bajaj	6	4	7	–	7
Kantikumar R Podar	2	1	1	–	–
Shekhar Bajaj	3	4	4	–	–
D J Balaji Rao	7	–	–	3	4
D S Mehta	3	–	6	–	4
J N Godrej	5	5	5	1	2
S H Khan	5	2	1	4	5
Ms. Suman Kirloskar	1	1	–	–	–
Naresh Chandra*	9	–	1	–	10
Nanoo Pamnani	4	–	–	5	2
Manish Kejriwal	3	1	–	–	3
P Murari	7	1	–	2	4
Niraj Bajaj	3	5	12	–	–

\*Out of the total directorships, Naresh Chandra holds position of 'non-executive non-independent director' in two companies.

**Notes:** None of the directors holds office as a director, including as alternate director, in more than 20 companies at the same time. None of them has directorships in more than 10 public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary of a public company are included.

As per declarations received, none of the directors serves as an independent director in more than 7 listed companies. Further, whole-time director in the Company does not serve as an independent director in more than 3 listed companies.

None of the directors was a member in more than 10 committees, nor a chairman in more than 5 committees across all companies, in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders relationship committee are considered for the purpose of reckoning committee positions.

## **Review of legal compliance reports**

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

## **Code of Conduct**

Revised clause 49 of the Listing Agreement requires listed companies to lay down a code of conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013.

The Company pursuant to erstwhile clause 49, already had a Code of Conduct for Directors and members of Senior Management.

As required under the revised clause 49, the Board at its meeting on 15 September 2014 adopted a revised Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

All Directors and Senior Management personnel have affirmed compliance with the new Code for 2014-15. A declaration to this effect signed by the Managing Director is given in this Annual Report.

## **Maximum tenure of independent directors**

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and clause 49 of the Listing Agreement.

## **Formal Letter of appointment to independent directors**

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013 and clause 49 of the Listing Agreement. The terms and conditions of appointment of independent directors are placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

## **Performance evaluation**

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees and individual directors. Manner in which formal annual evaluation was made by the Board of its own performance and that of its Committees and individual directors is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board of Directors at its meeting held on 14 October 2014. The criteria are placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)
- Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
- A consolidated summary of the ratings given by each of the directors was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and Directors during the year under review.
- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held in March 2015.
- As per the report of performance evaluation, the Board shall determine inter alia whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence the question of taking a decision on their re-appointment did not arise.



## Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

## Board Diversity Policy

In compliance with provisions of clause 49 of the Listing Agreement, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity. The objective of the policy is to ensure that the Board is comprised of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company.

It is recognised that the Board composition as at present broadly meets with the above objective.

## Familiarisation programme

With a view to familiarising the independent directors with the Company's operations, as required under clause 49, the Company has held various familiarisation programmes for the independent directors throughout the year on an ongoing and continuous basis. Some of the familiarisation programmes carried out during the year were as under:

1. Various presentations were made by business heads of the Company and its various subsidiaries from time to time on different functions and areas.
2. Deliberations were held and presentations were made from time to time on major developments in the areas of the new Companies Act, 2013, the new clause 49 of the Listing Agreement.
3. Visits were organised for the directors at different plants, including the KTM plant at Salzburg, Austria, Waluj plant at Aurangabad and Akurdi plant for R&D.

The details of familiarisation programmes are also placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

## Whistle Blower Policy/Vigil mechanism

The Company adopted its Whistle Blower Policy in August 2007, even when the same was non-mandatory as per clause 49 of the Listing agreement.

Pursuant to section 177 (9) of Companies Act, 2013 and clause 49 of the Listing Agreement, the Board of Directors at its meeting held on 15 May 2014, amended the existing Whistle Blower Policy.

The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report violations without fear of victimisation of any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimisation or any other unfair employment practice.

The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The said policy is placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

## Subsidiary companies

The Company has two overseas subsidiaries viz. PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, Netherlands, which however are not 'material' subsidiaries as prescribed under clause 49.

Provisions to the extent applicable as required under the revised clause 49 with reference to subsidiary companies were duly complied.

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During the year under review, the Audit Committee reviewed the financial statements, including the investments made by the two overseas subsidiaries, viz., PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, Netherlands, to the extent applicable. A statement of all significant transactions and arrangements entered into by the subsidiary companies, as applicable, was regularly placed before the Board.

A Policy on 'material subsidiaries' in terms of clause 49 of the Listing Agreement has been formulated by the Board at its meeting held on 15 September 2014 and the same is placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

## **Related party transactions**

All related party transactions (RPTs), which were entered into during the financial year were on an arms' length basis and were in the ordinary course of business and did not attract provisions of section 188 of Companies Act, 2013 and are also not material RPTs under clause 49.

During the year 2014-15, as required under section 177 of the Companies Act, 2013 and clause 49 all RPTs were placed before Audit Committee for prior approval. A summary statement of transactions with related parties was placed periodically before the Audit Committee during the year.

A statement showing the disclosure of transactions with related parties as required under Accounting Standard 18 is set out separately in this Annual Report.

Details of 'material' transactions, if any, with related parties are disclosed to the stock exchanges on a quarterly basis alongwith the compliance report on corporate governance.

There were no material transactions entered into with related parties, during the period under review, which may have had any potential conflict with the interests of the Company.

A policy on materiality of RPTs and also on dealing with RPTs has been formulated by the Board during the year under review and the same is placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

## **Disclosures**

Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in Accounting Standards.

There were no public issues, rights issues, preferential issues, bonus issues etc. during the year.

## **Audit Committee**

### **Constitution and composition**

After the demerger of erstwhile BAL in 2008, the new Bajaj Auto set up its Audit Committee in 2008 under erstwhile Companies Act, 1956 and clause 49. To meet the additional requirement of Companies Act, 2013 and revised clause 49, the terms of reference of the Committee were amended by the Board at its meeting held on 15 May 2014. The Board has been reviewing the working of the Committee from time to time to bring about greater effectiveness in order to comply with various requirements under the Companies Act, 2013 and revised clause 49 of the Listing Agreement.

### **Meetings, attendance and topics discussed**

During 2014-15, the Audit Committee met four times: 15 May 2014, 17 July 2014, 14 October 2014 and 15 January 2015. The meetings were scheduled well in advance. In addition to the members of the Audit Committee, these meetings were attended by the heads of finance and internal audit functions, the statutory auditors of the Company, and those executives who were considered necessary for providing inputs to the Committee. The terms of reference of the Audit Committee as approved by the Board are as required under Companies Act, 2013 and clause 49 of the Listing Agreement.



The Company Secretary acted as the secretary to the Audit Committee.

**Table 3: Composition of the Audit Committee and attendance record of members for 2014-15**

<b>Name of director</b>	<b>Category</b>	<b>Meetings attended</b>
Nanoo Pamnani	Chairman, non-executive, independent	4/4
S H Khan	Non-executive, independent	4/4
D J Balaji Rao	Non-executive, independent	4/4
Naresh Chandra	Non-executive, independent	4/4

All members of the Audit Committee are independent, non-executive directors and are 'financially literate' as required by clause 49. Moreover, the Audit Committee has members who have 'accounting or related financial management expertise'.

Nanoo Pamnani, Chairman of the Audit Committee was present at the annual general meeting of the Company held on 17 July 2014, to answer shareholders' queries.

## Nomination and Remuneration Committee

Bajaj Auto constituted the Remuneration Committee of the Board on 30 January 2008. Subsequently, the Board of Directors at its meeting held on 16 January 2009 extended the terms of reference of the said Committee to include nomination functions and restyled the said Committee as 'Remuneration and Nomination Committee'. The terms of reference of the Committee were also extended, so as to formulate the remuneration policy and review the specific remuneration packages with regard to senior managerial personnel who are one level below the Board.

The Board at its meeting held on 15 May 2014, renamed the committee as Nomination and Remuneration Committee and also revised the terms of reference for this Committee, as required under section 178 of Companies Act, 2013 and revised clause 49 of the Listing Agreement.

**Table 4: Composition of the Nomination and Remuneration Committee and attendance record of members for 2014-15**

<b>Name of director</b>	<b>Category</b>	<b>Meetings attended</b>
D J Balaji Rao	Chairman, non-executive, independent	2/2
S H Khan	Non-executive, independent	2/2
Naresh Chandra	Non-executive, independent	2/2
Rahul Bajaj	Executive	2/2

During the year under review, the Committee met twice on 14 October 2014 and 24 March 2015.

On 14 October 2014, the Committee, inter alia, approved and recommended to the Board:

- i) Board Diversity Policy,
- ii) Performance evaluation criteria for Board, Committees of Board, Independent Directors and Non-Independent Directors,
- iii) Remuneration Policy on remuneration of directors, KMP and employees, and
- iv) Ratification of change in remuneration of Managing Director and Chairman

On 24 March 2015, the Committee, inter alia, recommended for consideration of the Board:

- i) Resignation of Ms. Suman Kirloskar as a director
- ii) Appointment of Dr. Gita Piramal as an additional and independent director
- iii) Re-appointment of managerial personnel and fixing their remuneration
- iv) Performance Evaluation of the Board, Committees and the Directors

D J Balaji Rao, Chairman of the Nomination and Remuneration Committee was present at the annual general meeting of the Company held on 17 July 2014, to answer shareholders' queries.

## Risk Management Committee

SEBI vide its circular dated 17 April 2014, as subsequently amended on 15 September 2014 revised clause 49 of the Listing Agreement making risk management committee applicable to top 100 listed companies by market capitalisation. The list includes Bajaj Auto Ltd. in the top 100 companies.

In light of the above, the Board of Directors at its meeting held on 14 October 2014 has constituted the Risk Management Committee, consisting of the following members:

1. Nanoo Pamnani, Chairman
2. D J Balaji Rao
3. Kevin D'sa

The Committee held its first meeting on 24 March 2015 and all the members attended the meeting. At this meeting, inter alia, the statement on Risk Management Policy, including identification therein of elements of risk which may threaten the existence of the Company were discussed at length.

The Committee and Board have laid down procedures to inform it of the Company's risk assessment and minimisation procedures. These are periodically reviewed to ensure that Management identifies and controls risk through a properly defined framework.

## Stakeholders Relationship Committee

The Board of Directors of the Company constituted its Shareholders' and Investors' Grievance Committee in its meeting held on 30 January 2008. This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends etc. In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

In compliance with the provisions of section 178 of Companies Act, 2013 and new clause 49 of the Listing Agreement, the Board renamed the Committee as 'Stakeholders Relationship Committee' and revised the terms of reference of said Committee as follows:

1. To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialisation of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates etc.
2. To look into matters that can facilitate better security-holders services and relations.



**Table 5: Composition of the Stakeholders Relationship Committee and attendance record of members for 2014-15**

<b>Name of director</b>	<b>Category</b>	<b>Attendance at the Meeting held on 24 March 2015</b>
D J Balaji Rao	Chairman, non-executive, independent	Yes
J N Godrej	Non-executive, independent	–
Naresh Chandra	Non-executive, independent	Yes
S H Khan	Non-executive, independent	Yes

The Committee met on 24 March 2015 to, inter alia, review the status of investors' services rendered. The secretarial auditors as well as the Company Secretary (who is also the compliance officer) were also present. The Committee expressed its satisfaction on the overall status of compliance and actions taken on various matters.

D J Balaji Rao, Chairman of Stakeholders Relationship Committee was present at the annual general meeting of the Company held on 17 July 2014, to answer shareholders' queries.

**Table 6: Investors' complaints attended and resolved during 2014-15**

<b>Investors' Complaints</b>	<b>Attended/resolved during 2014-15</b>
Pending at the beginning of the year	Nil
Received during the year	14
Disposed of during the year	14
Remaining unresolved at the end of the year	Nil

Pursuant to circular issued by SEBI in December 2010 for dealing with physical unclaimed shares, the Company, has a demat account titled 'Bajaj Auto Ltd. unclaimed suspense account' to which all the unclaimed shares stand transferred in terms of the said circular.

More details on this subject and on shareholders' related matters have been furnished in the chapter on General Shareholder Information.

## Independent Directors' meeting

In compliance with Schedule IV to the Companies Act, 2013 and revised clause 49 of the Listing Agreement, the independent directors held their separate meeting on 24 March 2015, without the attendance of non-independent directors and members of management, to inter alia:

- i) review the performance of non-independent directors and the Board as a whole;
- ii) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii) assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All independent directors except J N Godrej and P Murari were present at the meeting. The independent directors present at the meeting deliberated on the above and expressed their satisfaction.





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## Remuneration of directors

### Pecuniary transactions with non-executive directors

During the year under review, there were no pecuniary transactions with any non-executive director of the Company.

The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

### Criteria of making payments to non-executive directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making, and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

### Non-executive directors

Non-executive directors are paid sitting fees and commission on net profits as separately stated in this Report.

### Executive directors

Executive directors are entitled to superannuation benefits payable in the form of an annuity from an approved life insurance company, which forms part of the perquisites allowed to them. No pension is paid by the Company.

### Remuneration to directors

The Company has no stock option plans for the directors and hence, it does not form a part of the remuneration package payable to any executive and/or non-executive director. During the year under review, none of the directors was paid any performance-linked incentive.

In 2014-15, the Company did not advance any loans to any of the executive and/or non-executive directors. Details of remuneration paid/payable to directors during 2014-15 are provided in the annexure to the Directors' Report in Form MGT-9.

### Shareholding of directors

Information on shares held by directors in the Company as on 31 March 2015 is provided in the annexure to the Directors' Report in Form MGT-9.

## Management

### Management discussion and analysis

This is given as a separate chapter in the Annual Report.

### Disclosure of material transactions

Under clause 49, Senior Management is required to make periodical disclosures to the Board relating to all material financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. This provision was adhered to during the year.



## Compliances regarding insider trading

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', dated 20 March 2009, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended. These regulations have been substituted by SEBI with a new set of Regulations, which come into effect from 15 May 2015.

Regulation 8 of the newly introduced Regulations, required the Company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), which the Company needs to follow in order to adhere to each of the principles set out in Schedule A to the said Regulations.

Further, regulation 9 (1) of these Regulations required a listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, the Board at its meeting held on 24 March 2015, approved and adopted,

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

The said codes are being adhered to with effect from 15 May 2015.

## Shareholders

### Communication to shareholders

Quarterly, half-yearly and annual financial results are published in numerous leading dailies, such as Financial Express, Kesari, Mint, Hindu Business Line, Hindustan Times and Economic Times. An official press release is also issued. The Company also sends the half-yearly financial results, alongwith a detailed write-up, to each household of shareholders.

Bajaj Auto has its own website, [www.bajajauto.com](http://www.bajajauto.com) which contains all important public domain information, including presentations made to the media, analysts and institutional investors. The website contains information as prescribed under the Companies Act, 2013 and clause 49 of the Listing Agreement, including details such as dividend history, answers to Frequently Asked Questions (FAQs) by the various shareholder categories and details of the corporate contact persons.

Section 20 and 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 permit companies to service delivery of documents electronically on the registered members'/shareholders' email addresses. The Company, during the year under review sent documents, such as notice calling the general meeting, audited financial statements, directors' report, auditors' report etc. in electronic form at the email addresses provided by the shareholders and made available by them to the Company through the depositories. Shareholders desiring to receive the said documents in physical form continued to get the same in physical form, upon request.

All financial and other vital official news releases are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

The Company also files the following information, statements, reports on the website as specified by SEBI:

- Full version of the annual report including the balance sheet, profit and loss account, directors' report and auditors' report, cash flow statement, half-yearly financial statement and quarterly financial statements.
- Corporate governance report.
- Shareholding pattern.

## Information on general body meetings and details of special resolution(s) passed

The last three annual general meetings of the Company were held at the registered office of the Company on the following dates and times:-

5th AGM	18 July 2012	at 11.30 a.m.
6th AGM	19 July 2013	at 11.30 a.m.
7th AGM	17 July 2014	at 12.15 p.m.

No special resolution was passed at the fifth, sixth and seventh annual general meetings held in 2012, 2013 and 2014.

No resolution of shareholders was passed through postal ballot during the year under review.

## Details of capital market non-compliance, if any

There has been no non-compliance by the Company of any legal requirements; nor has there been any penalty, stricture imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets during the period under review.

## CEO/CFO certification

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required by clause 49 of the Listing Agreement. The certificate is contained in this Annual Report.

## Report on corporate governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on corporate governance during 2014-15. The Company has been regularly forwarding the quarterly compliance report to the stock exchanges as required under clause 49 of the Listing Agreement.

## Auditors' certificate on corporate governance

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in clause 49 of the Listing Agreement. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges along with the Annual Report to be filed by the Company.



## Compliance of mandatory and non-mandatory requirements under clause 49

### **Mandatory**

The Company has complied with all the mandatory requirements of clause 49 of the revised Listing Agreement.

### **Non-mandatory**

The Company has also complied with all of the non-mandatory requirements as under:

#### **1. The Board**

The requirement regarding non-executive chairman is not applicable, since the Chairman of the Company is executive Chairman.

#### **2. Shareholder rights**

A half-yearly declaration of financial performance including summary of significant events in the preceding six months is sent to each household of shareholders.

#### **3. Audit qualifications**

There are no qualifications in the financial statements of the Company for the year 2014-15.

#### **4. Separate posts of Chairman and CEO**

The Company has appointed separate persons to the post of Chairman and Managing Director.

#### **5. Reporting of internal auditor**

The internal auditor reports directly to the Audit Committee.

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# General Shareholder Information

## Annual General Meeting

Date	23 July 2015
Time	12.15 p.m.
Venue	Registered office at Bajaj Auto Ltd. complex, Mumbai-Pune Road, Akurdi, Pune 411 035.

## Financial calendar

Audited annual results for year ending 31 March	May
Mailing of annual reports	June
Annual general meeting	July
Unaudited first quarter financial results	July
Unaudited second quarter financial results	October
Unaudited third quarter financial results	January/ early February

## Dividend

The Board of Directors of Bajaj Auto has proposed a dividend of ₹ 50 per equity share (500%) for the financial year 2014-15, subject to approval by the shareholders at the annual general meeting. Dividend paid in the previous year was also ₹ 50 per equity share (500%).

## Dates of book closure

The register of members and share transfer books of the Company will remain closed from Saturday, 11 July 2015 to Thursday 23 July 2015, both days inclusive.

## Date of dividend payment

Dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched on 27 July 2015 and/or 28 July 2015.

- to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the end of the day on Friday 10 July 2015; and
- to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company on or before the closing hours on Friday 10 July 2015.

## Payment of dividend

Dividend will be paid by account payee/non-negotiable instruments or through the National Electronic Clearing Service (NECS), as notified by the SEBI through the stock exchanges. In view of the significant advantages and the convenience, the Company will pay dividend through NECS in all major cities to



cover maximum number of shareholders, as per applicable guidelines. Shareholders are advised to refer to the Notice of the annual general meeting for details of action required to be taken by them in this regard. For additional details or clarifications, shareholders are welcome to contact the registered office of the Company.

Securities and Exchange Board of India (SEBI) vide its circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 has stipulated that all listed companies shall use approved electronic mode of payment viz., ECS, NECS, NEFT etc., for the purpose of making payments to the shareholders.

All the shareholders are requested to immediately update their Bank Account No. with 9-digit MICR No. (either Bank Account No. or 9-digit MICR No. or both) if the same has not been updated with the Company's share transfer agent or the depository participant, as the case may be.

## Unclaimed dividends

The shareholders who have not encashed their dividend warrants for the years 2007-08 onwards are requested to claim the amount from Karvy Computershare Pvt. Ltd./registered office of the Company.

As per section 205 C of the Companies Act, 1956, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called 'The Investor Education and Protection Fund' (IEPF) set up by the Central Government. No claims shall lie against the fund or the Company in respect of amount so transferred.

Further, the Ministry of Corporate Affairs vide its notification dated 10 May 2012 prescribed the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 which mandates all the companies to file the particulars of all the unclaimed and unpaid amounts through e-form 5 INV on the web portal of MCA <http://www.iepf.gov.in/IEPF/services.html> and subsequently also upload the data on the website of the Company. During the year under review, the Company filed the necessary forms on 11 September 2014 for the financial year ended 31 March 2014. The details of unclaimed dividends for the past years 2008-09 to 2012-13 have been uploaded on the Company's website on [www.bajajauto.com](http://www.bajajauto.com)

## Share transfer agent

The Company appointed Karvy Computershare Pvt. Ltd. as its share transfer agent and accordingly, processing of share transfer/dematerialisation/rematerialisation and allied activities was outsourced to Karvy Computershare Pvt. Ltd., Hyderabad with effect from 10 July 2008.

All physical transfers, transmission, transposition, issue of duplicate share certificate/s, issue of demand drafts in lieu of dividend warrants etc. as well as requests for dematerialisation/rematerialisation are being processed at Karvy Computershare Pvt. Ltd. The work related to dematerialisation/rematerialisation is handled by Karvy Computershare Pvt. Ltd. through connectivities with National Securities Depository Ltd. and Central Depository Services (India) Ltd.

## Share transfer system

Share transfers received by the share transfer agent/Company would be registered within 15 days from the date of receipt, provided the documents are complete in all respects.

Total number of shares transferred due to transfer/transmission/deletion of name/s etc. in physical category during 2014-15 was 80,372.

## Dematerialisation/rematerialisation of shares

Total number of shares dematerialised during 2014-15 was 249,896.

Total number of shares rematerialised during 2014-15 was 15,111.

Distribution of shares as on 31 March 2015 is given in Table 1.

**Table 1: Shares held in physical and electronic mode**

Particulars	Position as on 31 March 2015		Position as on 31 March 2014		Net change during 2014-15	
	No. of shares	% to total shareholding	No. of shares	% to total shareholding	No. of shares	% to total shareholding
<b>Physical</b>	17,278,880	5.97	17,513,665	6.05	(234,785)	(0.08)
<b>Demat:</b>						
NSDL	266,838,530	92.22	266,692,077	92.16	146,453	0.05
CDSL	5,249,610	1.81	5,161,278	1.79	88,332	0.03
<b>Subtotal</b>	272,088,140	94.03	271,853,355	93.95	234,785	0.08
<b>Total</b>	<b>289,367,020</b>	<b>100.00</b>	<b>289,367,020</b>	<b>100.00</b>	-	-

## Global Depository Receipts (GDRs)

Bajaj Auto issued and allotted Global Depository Receipts (GDRs) on 3 April 2008 to the concerned shareholders of BHIL (formerly BAL) pursuant to the scheme of demerger sanctioned by the Hon'ble High Court of Judicature at Bombay vide its order dated 18 December 2007 and the underlying shares against each GDR were issued in the name of the overseas depository, i.e. Deutsche Bank Trust Company Americas (DBTCA). The Company has entered into a deposit agreement with DBTCA on 21 August 2008 in respect of these GDRs.

## Stock code

1. BSE Ltd., Mumbai	532977
2. National Stock Exchange	BAJAJ-AUTO
3. ISIN for Depositories (NSDL and CDSL)	INE917I01010
4. Bloomberg	BJAUT.IN
5. Reuters	BAJA.BO

## Listing on stock exchanges

Shares of the Company are currently listed on the following stock exchanges:

Name	Address
1. BSE Ltd. Mumbai	1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
2. National Stock Exchange of India Ltd. (NSE)	Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051

The listing fees payable to these stock exchanges for 2014-15 have been paid in full.

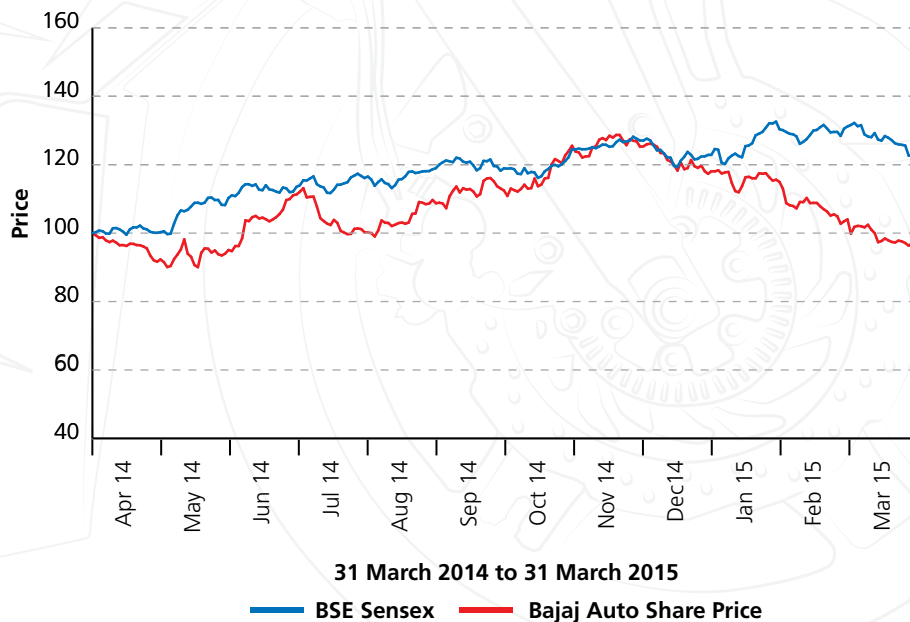


## Market price data

**Table 2: Monthly highs and lows of Company's shares during 2014-15**  
(₹ vis-à-vis BSE Sensex)

Month	BSE		NSE		Closing BSE Sensex
	High	Low	High	Low	
Apr 14	2,081.40	1,902.00	2,084.00	1,900.00	22,417.80
May 14	2,093.80	1,844.00	2,094.70	1,840.10	24,217.34
Jun 14	2,329.00	1,929.10	2,328.80	1,924.20	25,413.78
Jul 14	2,363.90	2,053.00	2,364.85	2,051.50	25,894.97
Aug 14	2,304.55	2,044.00	2,304.60	2,041.50	26,638.11
Sep 14	2,454.60	2,207.00	2,457.00	2,207.95	26,630.51
Oct 14	2,621.85	2,314.00	2,628.25	2,311.05	27,865.83
Nov 14	2,690.00	2,521.60	2,695.00	2,520.60	28,693.99
Dec 14	2,659.20	2,417.25	2,660.80	2,414.50	27,499.42
Jan 15	2,489.00	2,319.00	2,491.25	2,313.80	29,182.95
Feb 15	2,420.05	2,105.00	2,421.25	2,020.90	29,361.50
Mar 15	2,204.00	2,008.50	2,209.35	1,980.00	27,957.49

**Bajaj Auto Ltd. Vs BSE Sensex, indexed to 100 on 31 March 2014**



## Distribution of shareholding

Table 3 gives details about the pattern of shareholdings among various categories as on 31 March 2015 and 31 March 2014, while Table 4 gives the data according to size classes as on 31 March 2015.

**Table 3: Distribution of shareholdings across categories as on**

Categories	31 March 2015		31 March 2014	
	No. of shares	% to total capital	No. of shares	% to total capital
Promoters	142,491,682	49.24	144,733,132	50.02
Friends and associates of promoters	30,930,935	10.69	28,496,164	9.85
GDRs*	60,044	0.02	60,044	0.02
Foreign Institutional Investors	43,445,153	15.01	54,010,575	18.67
Public Financial Institutions	17,705,686	6.12	13,241,012	4.57
Mutual Funds	3,066,548	1.06	1,732,339	0.60
Nationalised and other banks	588,589	0.20	154,810	0.05
NRIs and OCBs	917,092	0.32	980,292	0.34
Others	50,161,291	17.34	45,958,652	15.88
<b>Total</b>	<b>289,367,020</b>	<b>100.00</b>	<b>289,367,020</b>	<b>100.00</b>

\* Under the deposit agreement, the depository exercises the voting rights on the shares underlying the GDRs as directed by the promoters of the Company.

**Table 4: Distribution of shareholding according to size class as on 31 March 2015**

Category	No. of shareholders		Shares held in each class	
	Number	%	Number	%
1 to 500	71,802	91.45	3,867,795	1.34
501 to 1000	2,260	2.88	1,669,450	0.58
1001 to 2000	1,434	1.82	2,111,199	0.73
2001 to 3000	688	0.88	1,718,326	0.59
3001 to 4000	380	0.48	1,340,684	0.46
4001 to 5000	297	0.38	1,353,152	0.47
5001 to 10000	630	0.80	4,600,293	1.59
10001 and above	1,027	1.31	272,706,121	94.24
<b>Total</b>	<b>78,518</b>	<b>100.00</b>	<b>289,367,020</b>	<b>100.00</b>

## Shareholders' and investors' grievances

The Board of Directors of Bajaj Auto currently has a Stakeholders Relationship Committee to specifically look into the shareholders'/investors' complaints on various matters. Routine queries/complaints received from shareholders are promptly attended to and replied. Queries/complaints received during the period under review related to non-receipt of dividend by warrants as well as through electronic clearing service, non-receipt of annual report, non-receipt of transferred shares and change of address and/or bank particulars. There were no pending issues to be addressed or resolved.

During the year, letters were received from SEBI/ROC/Stock Exchanges/Investors concerning 14 complaints filed by the shareholders on various matters. In respect of each of these complaints, replies were sent to SEBI/ROC/Stock Exchanges/Investors and no action remained to be taken at the Company's end.



## Demat suspense account with HDFC bank for unclaimed shares

In accordance with the provisions contained in the clause 5A of the Listing Agreement as amended by SEBI vide circular dated 16 December 2010, the Company, during the year 2011-12, had sent three reminders to such shareholders whose shares were lying 'undelivered/unclaimed' with the Company, followed by opening of the unclaimed share suspense demat account with HDFC Bank in April 2012.

After completing the necessary formalities, 44,375 shares held by 148 shareholders were transferred to the said suspense account in April 2012. Voting rights on such shares are to remain frozen till the rightful owner claims the shares.

The Company, acting as a trustee in respect of the unclaimed shares, follows the modalities for the operation of the said account in the manner set out in clause 5A of the Listing Agreement.

The summary of this account for the year 2014-15 is as follows:

Sr.No.	Particulars	No. of shareholders	No. of shares
i.	Aggregate No. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. April 2014	142	39,975
ii.	No. of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year 2014-15	6	15,111
iii.	No. of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year 2014-15	6	15,111
iv.	Aggregate No. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. 31 March 2015	136	24,864

## Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of the registered shareholder(s). The prescribed nomination form will be sent by the Company upon such request. Nomination facility for shares held in electronic form is also available with depository participant as per the bye-laws and business rules applicable to NSDL and CDSL.

## Voting through electronic means

Pursuant to section 108 of the Companies Act, 2013 and the Rules made thereunder, every listed company is required to provide its members facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with Karvy Computershare Pvt. Ltd., the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of annual general meeting, through such e-voting method. Further, in accordance with the Companies (Management and Administration) Rules, 2014, as amended, the Company shall also be making arrangements to provide for voting facility at the venue of the annual general meeting.

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Shareholders who are attending the meeting and who have not already cast their votes by remote e-voting shall only be able to exercise their right of voting at the meeting.

Cut-off date, as per the amended Rules, shall be 16 July 2015 and the remote e-voting shall be open for a period of three days, from 20 July 2015 (9.00 a.m.) till 22 July 2015 (5.00 p.m.). The Board has appointed Shyamprasad D Limaye, Practising Company Secretary as scrutiniser for the e-voting process.

Detailed procedure is given in the Notice of the eighth annual general meeting and is also placed on the website of the Company.

Shareholders may get in touch with the Company Secretary for further assistance.

## Plant locations

Bajaj Auto has plants located at the following places:

1. Mumbai-Pune Road, Akurdi, Pune - 411 035 (Maharashtra)
2. Bajaj Nagar, Waluj, Aurangabad - 431 136 (Maharashtra)
3. MIDC, Plot No A1, Mahalunge village, Chakan - 410 501 Dist. Pune (Maharashtra)
4. Plot No.2, Sector-10, IIE Pantnagar, Udham Singhnagar - 263 531 (Uttarakhand)

## Address for correspondence

Investors and shareholders can correspond with the share transfer agent or at registered office of the Company at the following address:

### **Karvy Computershare Pvt. Ltd.**

Karvy Selenium Tower B, Plot 31-32,  
Gachibowli Financial District,  
Nanakramguda,  
Hyderabad 500 032.

### **Contact persons**

M S Madhusudhan  
Mohd. Mohsinuddin  
Tel No: (040) 6716 2222  
Fax No: (040) 2300 1153  
Toll Free No: 1800-345-4001  
E-mail: [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com)  
Website: [www.karvy.com](http://www.karvy.com)

### **Bajaj Auto Ltd.**

Bajaj Auto Ltd. Complex  
Mumbai-Pune Road,  
Akurdi, Pune 411 035.

### **Compliance Officer**

J Sridhar  
Tel: (020) 27472851 (Extn 6063), 27406063  
Fax: (020) 27407380  
E-mail: [investors@bajajauto.co.in](mailto:investors@bajajauto.co.in)  
Website: [www.bajajauto.com](http://www.bajajauto.com)



# Directors' Report

The directors present their Eighth Annual Report and audited financial statements for the year ended 31 March 2015.

## Financial results

The financial results of the Company are elaborated in the Management Discussion and Analysis Report.

### The highlights of the Financial Results are as under:

Sales in numbers	FY2015	FY2014
Motorcycles	3,292,084	3,422,403
Three-wheelers	519,117	447,674
<b>Total</b>	<b>3,811,201</b>	<b>3,870,077</b>
Of which exports	1,806,078	1,583,935

Particulars	FY2015	FY2014
		(₹ In Crore)
Total revenue	22,194.43	20,855.92
Total expenses	17,769.35	16,223.87
<b>Profit before exceptional items and tax</b>	<b>4,425.08</b>	<b>4,632.05</b>
Exceptional items	340.29	-
<b>Profit before tax</b>	<b>4,084.79</b>	<b>4,632.05</b>
Tax expense	1,271.05	1,390.10
<b>Profit after tax</b>	<b>2,813.74</b>	<b>3,241.95</b>
<b>Profit for the year</b>	<b>2,813.74</b>	<b>3,243.32</b>
Transfer to General reserve	282.00	325.00
Proposed dividend (inclusive of dividend tax)	1,734.57	1,692.73
Provision of dividend tax for previous year written back	-	(4.60)
Balance carried to Balance Sheet	797.17	1,230.19
<b>Earnings per share (₹)</b>	<b>97.2</b>	<b>112.1</b>

## Dividend

The directors recommend for consideration of the shareholders at the ensuing annual general meeting, payment of a dividend of ₹ 50 per share, (500%) for the year ended 31 March 2015. The amount of dividend and the tax thereon aggregated to ₹ 1,734.57 crore.

Dividend paid for the year ended 31 March 2014 was also ₹ 50 per share (500%). The amount of dividend and the tax thereon aggregated to ₹ 1,692.73 crore.

## Share capital

The paid up equity share capital as on 31 March 2015 was ₹ 289.37 crore.

There was no public issue, rights issue, bonus issue or preferential issue etc. during the year.

The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

## Operations

Detailed information on the operations of the Company are covered in the Management Discussion and Analysis Report.

## Capacity expansion and new projects

The Company's current installed capacity is 6.06 million units per annum. The Company plans to increase the installed capacity to around 6.12 million units per annum by March 2016.

As regards our quadricycle - RE 60, the product is ready for launch. Detailed information on the same is provided in the Management Discussion and Analysis Report.

## Research and Development and technology absorption

### A) Products

Many new products have been launched during the year under review. Detailed information on the new products is covered in the Management Discussion and Analysis Report.

### B) Process

R&D has been working on improving its operations in a number of areas as listed below:

- **Manpower:** R&D has been expanding its team size in areas of design, analysis and validation in order to keep up with the rapidly expanding aspirations of the Company.
- **Facilities:** R&D continued to enhance its design, computing, proto-type manufacturing and validation facilities. Such enhancement efforts have enabled R&D to develop durable and refined products. A number of new test facilities and proto typing facilities were added.

### C) Technology

- **ABS on Pulsar RS 200** - As the best balance for cost and safety, the vehicle has front wheel ABS that offers safe braking with good vehicle stability. It also controls the rear wheel lift-up behavior, which is associated with emergency front wheel braking. This augments and supplements the race sports nature of the vehicle.
- **EVAP systems for KTM offerings for USA and China markets** - This system conforms to the evaporative emission norms of US EPA. The evaporative emission from fuel tank is controlled through use of charcoal canisters to absorb the fuel vapours from escaping into the atmosphere, and an electronically controlled purge valves to purge the absorbed vapour back into the intake system of the engine.



## D) Outgo

The expenditure on research and development during 2014-15 and in the previous year was:-

Particulars	(₹ In Crore)	
	FY2015	FY2014
i. Capital (including technical know-how)	139.73	87.11
ii. Recurring	221.68	189.68
<b>Total</b>	<b>361.41</b>	<b>276.79</b>
iii. Total research and development expenditure as a % of sales, net of excise duty	1.71 %	1.40 %

## Conservation of energy

Company continues its efforts to reduce and optimise the energy consumption at all manufacturing facilities, including corporate office at Pune. Significant reduction in energy consumption has been achieved as set out below:

### A) Electrical Energy

- Installing and running variable speed NIRVAN screw air compressors at compressor houses at Waluj.
- Use of air pressure boosters for high pressure application in paint shops/robots at Waluj.
- Installation of chillers with scroll compressor in paint shop at Waluj.
- Arresting compressed air leakages through audits and countermeasures.
- Auto shut off-hydraulic, coolant, conveyor motors, fume extractors in machine shop.
- Installing air handling unit for plant 2 engine assembly in place of air conditioning system at Pantnagar.
- Use of transparent sheet in shops in place of shop lights at Chakan.
- Use of LED/CFLs for street lighting/shop lightings/office.
- Use of day light pipes in paint shop at Chakan and Pantnagar.
- Installation of energy efficient pumps/motors, equipments, air dryers, exhaust blowers, axial fans.
- Installation of breeze air unit in office/dyno room/PT sub assembly area at Chakan.
- Separate AHU ducts for both vehicle assembly conveyors at Pantnagar.
- Dynamometer cooling blower interlock with vehicle testing at Chakan.

### B) Water

- Elimination of water cooling for compressed air at Waluj.
- Reuse of treated water for process, installation of RO plant at Waluj and Chakan.
- Replacement of water cooled dryers of compressor with air cooled dryers at Chakan.

- Replace underground hydrant and raw water pipe line with above ground level pipe line at Waluj and Chakan.
- Use of auto closed water taps for controlled consumption of water at wash basin.
- Use of ETP/STP treated water for chemical dosing and cleaning activity, gardening and toilet flushing at Pantnagar.
- Modification of water distribution line by gravity from main storage tank to different shops at Pantnagar.
- Rain water harvesting at Waluj.

### **C) LPG/PNG**

- Thermal imaging/audit for ovens in paint shop and countermeasure at Waluj.
- Use of PNG instead of LPG at Chakan.
- Provision of air curtains at oven exit to reduce heat loss at Waluj.
- Installation of low temperature chemical in tank cell at Chakan.
- Weight reduction of job fixtures in heat treatment at Waluj and jigs at paint shop Pantnagar.
- Burner efficiency improvement through magnetic resonators at Waluj and Chakan.
- Recovery of heat from waste paint incineration and use it for chemical tank heating at Chakan.
- Use of natural gas started in canteen in place of LPG at Pantnagar.

### **D) Utilisation of renewable energy - key initiatives**

- Installation of transparent roof sheets to maximise use of natural light.
- Installation of light pipes.
- Use of solar electrical energy.
- Use of wind driven ventilators.

## **Impact of measures taken**

As a result of the initiatives taken for conservation of energy and natural resources, the Company has effected an overall reduction in consumption as given in the Table below:

<b>Description</b>	<b>% Reduction w.r.t. previous year</b>	
	<b>FY2015</b>	<b>FY2014</b>
Electricity consumption	3.95	1.19
Water consumption	7.37	24.24
LPG/propane consumption	11.70	14.85



## Investment/savings

Description	₹ In Crore	
	FY2015	FY2014
Investment for energy conservation activities	3.24	4.36
Recurring savings achieved through above activities	3.57	2.74

## Awards and Accolades

- Waluj plant has been recognised with 'Excellent Energy efficient unit award' for 2014 by CII.
- Waluj plant has won Gold Award (Apex level) in Indian Green Manufacturing Challenge award competition instituted by International Research Institute for Manufacturing, Chennai

## International Business

Bajaj Auto continues to be India's No.1 exporter of motorcycles and three-wheelers. It exports to 62 countries and enjoys the No.1 or No.2 position in 20 of them. During FY2015, exports accounted for 46.2% of the Company's net sales. Detailed information on the International Business is given in the Management Discussion and Analysis Report.

## Foreign exchange earnings and outgo

The Company continued to be a net foreign exchange earner during the year.

Total foreign exchange earned by the Company during the year under review was ₹ 9,443.51 crore, compared to ₹ 7,963.86 crore during the previous year.

Total foreign exchange outflow during the year under review was ₹ 856.08 crore as against ₹ 725.21 crore during the previous year.

## Industrial relations

Industrial relations with staff and workmen across all the plants viz. Akurdi, Waluj, Chakan and Pantnagar continued to be cordial.

At Chakan, the wage review was due from 1 April 2013 as per the Wage Settlement dated 21 May 2010. Accordingly, a Memorandum of Understanding (MOU) was signed with the recognised union viz. Vishwa Kalyan Kamgar Sanghatana, on 14 August 2014 giving total wage rise of ₹ 10,000 per month in CTC (Cost To Company) per workman in a phased manner for a period of three years from 1 April 2013 to 31 March 2016.

At Waluj, the Wage Settlement was due from 1 August 2014. Accordingly, a fresh settlement was signed with Bajaj Auto Ltd. Employees' Union on 21 August 2014 for a period of 3.1/2 years from 1 August 2014 to 31 January 2018 giving wage rise of ₹ 9,755 per month in CTC (Cost To Company) per workman. The new settlement is effective from the very next day of expiry of the earlier settlement, which expired on 31 July 2014.

Two workmen from motorcycles division, Waluj received Prime Minister's 'Shramveer' and 'Shramshree' Awards respectively for the year 2013. One workman from spares operations department, Waluj received National 'Vishwakarma Rashtriya Puraskar' from the Labour and Employment Ministry, Government of India, for the year 2012. Similarly, three workmen from Waluj received 'Gunwant Kamgar' Awards for the year 2013 from Government of Maharashtra.

## Subsidiaries and joint ventures

### PT. Bajaj Auto Indonesia

In line with the corporate strategy of aligning with Kawasaki Heavy Industries for business in Indonesia, the routine business operations of PT. Bajaj Auto Indonesia were stopped. This year has seen consolidation of business with Kawasaki and also a complete and smooth closure of company operations in Indonesia.

### Bajaj Auto International Holdings BV, Netherlands (BAIH BV)

Bajaj Auto International Holdings BV is a 100% Netherlands based subsidiary of Bajaj Auto Ltd. Over the years, through this subsidiary, Bajaj Auto has invested a total of € 198.1 million (₹ 1,219 crore), and holds approximately 48% stake in KTM AG of Austria (KTM), Europe's second largest sport motorcycle manufacturer. Calendar year 2014 has been a record year for KTM, with highest sales in units and highest turnover in the history of the Company. Detailed information on the developments at the subsidiary and KTM AG is provided in the Management Discussion and Analysis Report.

## Signing of anti-corruption initiative of World Economic Forum (WEF)

In support of the initiative taken by WEF, with a view to strengthening the efforts to counter bribery and corruption, your Company is a signatory to the 'Commitment to anti-corruption' and is supporting the 'Partnering Against Corruption - Principles for Countering Bribery' derived from Transparency International's Business Principles. This calls for a commitment to two fundamental actions viz. a zero-tolerance policy towards bribery and development of practical and effective implementation programme.

## Extract of annual return

The extract of annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this Report.

## Number of meetings of the Board

There were 8 meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

## Directors' responsibility statement

As required under clause (c) of sub-section (3) of section 134 of Companies Act, 2013, directors, to the best of their knowledge and belief, state that-

- in the preparation of the annual accounts, the applicable Accounting Standards had been followed alongwith proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Declaration by independent directors

The independent directors have submitted the declaration of independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6).

## Directors' Remuneration Policy and criteria for matters under section 178

Information regarding Directors' Remuneration Policy and criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 are provided in the Corporate Governance Report.

## Particulars of loans, guarantees or investments

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are detailed in the financial statements.

## Related party transactions

There were no related party transactions (RPTs) entered into by the Company during the financial year, which attracted the provisions of section 188 of Companies Act, 2013. There being no 'material' related party transactions as defined under clause 49 of the Listing Agreement, there are no details to be disclosed in Form AOC-2 in that regard.

During the year 2014-15, pursuant to section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement, all RPTs were placed before Audit Committee for its prior/omnibus approval.

The policy on RPTs as approved by Board is uploaded on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

## Material changes and commitments

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

## Risk Management Policy

Information on the development and implementation of a Risk Management Policy for the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company is given in the Corporate Governance Report.

## Corporate Social Responsibility

Detailed information report on Corporate Social Responsibility Policy developed and implemented by the Company on CSR initiatives taken during the year pursuant to section 135 of the Companies Act, 2013 is given in the annexed Annual Report on CSR activities.



## Formal annual evaluation of the performance of Board, its Committees and Directors

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

## Presentation of financial results

The financial results of the Company for the year ended 31 March 2015 have been disclosed as per Schedule III to the Companies Act, 2013.

## Consolidated financial statements

The directors also present the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiaries and as prepared in compliance with the Accounting Standards and Listing Agreement as prescribed by SEBI.

A separate statement containing the salient features of its subsidiaries in the prescribed form (AOC-1) is annexed separately.

## Statutory disclosures

The summary of the key financials of the Company's subsidiaries (Form AOC-1) is included in this Annual Report. A copy of audited financial statements for each of the subsidiary companies will be made available to the members of the Company, seeking such information at any point of time. The audited financial statements for each of the subsidiary companies will be kept for inspection by any member of the Company at its registered office during business hours. The same are placed on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

As required under the provisions of section 197 (12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the prescribed particulars are set out in an annexure to the Directors' Report. As per provisions of section 136 (1) of the said Act, these particulars will be made available to any shareholder on request.

Certificate from auditors of the Company regarding compliance of conditions of corporate governance is annexed to this Report.

A cash flow statement for the year 2014-15 is attached to the Balance Sheet.

During the year under review, pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, which came into effect from 9 December 2013, the Company has framed a Policy on Prevention of Sexual Harassment at Workplace. There was no case reported during the year under review under the said Policy.

## Directors and Key Managerial Personnel-changes

Ms. Suman Kirloskar, an independent director of the Company, after her distinguished tenure on the Board since October 2002, tendered her resignation to take effect from close of office hours on 31 March 2015. In her place, pursuant to section 149 (1) and clause 49 of Listing Agreement, Dr. Gita Piramal was appointed as an additional director in the category of non-executive, independent director of the Company, with effect from 1 April 2015 in the meeting of the Board held on 24 March 2015.

In light of the provisions of the Companies Act, 2013, Shekhar Bajaj as well as Niraj Bajaj retire from the Board by rotation this year and being eligible, offer themselves for re-appointment. The information as required to be disclosed under clause 49 of the Listing Agreement in case of re-appointment of the directors is provided in the Notice of the ensuing annual general meeting.

There was no change in the Managing Director, CFO and Company Secretary, collectively the key managerial personnel, during the year under review.

Detailed information on the directors is provided in the Corporate Governance Report.

## Significant and material orders passed by the regulators or courts

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

## Adequacy of internal financial controls

Internal financial controls with reference to the financial statements were adequate and operating effectively.

## Corporate governance

Pursuant to clause 49 of the Listing Agreement with stock exchanges, a separate section titled 'Corporate Governance' has been included in this Annual Report, alongwith the reports on Management Discussion and Analysis and General Shareholder Information.

All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2014-15. A declaration to this effect signed by the Managing Director/CEO of the Company is contained in this Annual Report.

The Managing Director and CFO have certified to the Board with regard to the financial statements and other matters as required in clause 49 of the Listing Agreement and the said certificate is contained in this Annual Report.

Certificate from auditors of the Company regarding compliance of conditions of corporate governance is annexed to this Report.

## Business responsibility report

Securities and Exchange Board of India (SEBI), vide its circular dated 13 August 2012, has mandated inclusion of business responsibility reports (BRR) as part of the annual reports for the top 100 listed entities by market capitalisation. Since Bajaj Auto Ltd. is one of the top 100 listed entities, the Company, as in the previous years, has presented its BR Report for the financial year 2014-15, which is part of this Annual Report. As a green initiative, the BR Report has been hosted on the Company's website [www.bajajauto.com](http://www.bajajauto.com)

A physical copy of the BR Report will be made available to any shareholder on request.

## Auditors

### Statutory auditor

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, Dalal & Shah, Chartered Accountants (registration number: 102021W) were appointed by the shareholders at the 7th annual general meeting to hold office until the conclusion of the 10th annual general meeting, subject to ratification by shareholders at each annual general meeting.





A dynamic photograph of a motorcycle rider leaning into a turn on a track. The rider is wearing a white racing suit with orange and black accents, a white helmet, and black gloves. The motorcycle is white with orange and black graphics, featuring the 'KTM' logo on the fairing and 'RC 390' on the side. The background shows a blurred track barrier and a white fence, suggesting high speed. An orange jagged line graphic is positioned above the 'RC 390' text in the upper right.

**RC 390**

The KTM logo is displayed in a bold, black, sans-serif font on a solid orange rectangular background in the bottom right corner of the image.

**KTM**

The members are requested to ratify the appointment of Dalal & Shah, Chartered Accountants, (registration number: 102021W) as statutory auditors of the Company and to fix their remuneration for the year 2015-16.

The statutory audit report does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

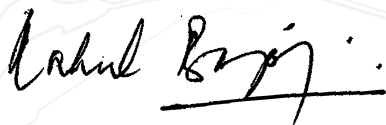
### **Secretarial auditor**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed, Shyamprasad D Limaye, (Membership No. 1587) Company Secretaries in Practice to undertake the secretarial audit of the Company. Secretarial Audit Report for the year 2014-15 given by Shyamprasad D Limaye in the prescribed form MR-3 is annexed to this Report. The Secretarial Audit Report for the year under review does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

### **Cost audit/auditor**

Pursuant to the provisions of section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the products manufactured/services rendered by the Company were not covered for maintenance of cost records and therefore, the Company discontinued the cost audit and consequently, the Company has not appointed cost auditor for the financial year 2014-15.

On behalf of the Board of Directors,



Rahul Bajaj  
Chairman

Pune: 21 May 2015



## Annual Report on CSR activities

### 1. Brief outline of Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes.

#### Introduction:

The Corporate Social Responsibility (CSR) activities of Bajaj Group are guided by the vision and philosophy of its Founding Father, late Shri Jamnalal Bajaj, who embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning.

Bajaj Group, thus, took the unprecedented step of using business to serve society over a century ago. Shri Jamnalal Bajaj strongly believed that 'common good was more important than individual gain'. His philosophy has stood the test of time as it has been successfully taken forward by the succeeding generations i.e. firstly by his sons, Shri Kamalnayan Bajaj and Shri Ramkrishna Bajaj and now spearheaded by his grandson Rahul Bajaj. This philanthropic approach has taken the Group to higher levels of success and respect.

Though the Group stands tall in the corporate world, with high ranking in terms of market capitalisation, turnover, profits, range of products and services and various other parameters, Bajaj Group believes that the true and full measure of growth, success and progress lies beyond Balance Sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people. Through its social investments, Bajaj Group addresses the needs of communities residing in the vicinity of its facilities, taking sustainable initiatives in the areas of health, education, environment conservation, infrastructure and community development and response to natural calamities.

For society, however, Bajaj is more than a corporate identity. It is a catalyst for social empowerment. It is the reason behind the smile that lights up a million faces. Its goodwill resonates in the two simple words that live in the collective consciousness of Indians - Hamara Bajaj.

#### CSR Policy:

A detailed CSR Policy was framed by the Company with approvals of the CSR Committee and Board taken on 14 May 2014. The Policy, inter alia, covers the following:

- Philosophy
- Scope
- List of CSR activities
- Modalities of execution of projects/programmes
- Implementation through CSR Cell
- Monitoring assessment of projects/programmes

CSR Policy gives an overview of the projects or programmes which are proposed to be undertaken by the Company in the coming years.

The CSR Policy is placed on website [www.bajajauto.com](http://www.bajajauto.com)

### 2. The composition of the CSR Committee

A Committee of the directors, titled 'Corporate Social Responsibility Committee', was constituted by the Board in its meeting held on 28 March 2014 with the following members:

Rahul Bajaj, Chairman  
Nanoo Pamnani  
Rajiv Bajaj



During the year under review, the Committee met six times on 13 June 2014, 5 August 2014, 15 September 2014, 9 October 2014, 30 December 2014 and 21 March 2015.

**3. Average net profit of the Company for last three financial years prior to 2014-15:**

₹ 4,316.49 crore.

**4. Prescribed CSR Expenditure** (2% of amount as in item No. 3): ₹ 86.33 crore

**5. Details of CSR spent during the financial year:**

<b>Particulars</b>	(₹ In Crore)
a. Total amount to be spent	86.33
b. Amount committed	119.25
c. Amount disbursed	42.91
d. Amount unspent (a-c)	43.42
e. Manner in which the amount spent/committed during the financial year: As provided in enclosed Table 1.	

**6. In case the Company fails to spend the 2% of the average net profit (INR) of the last Three financial years, the reasons for not spending the amount shall be stated in the Board report.**

(a) Taking into account the commitments made by the Company for the CSR projects/programmes which are in progress, and considering the project mode of CSR activity, where the project at times extends beyond the financial year there is no shortfall as such in the CSR expenditure as compared to the stipulated 2% of the average net profits of the last three financial years. In fact, the CSR spend plus the commitment is higher than the mandated amount for the Company.

(b) Further, in addition to what is stated above, Bajaj Group implements many CSR initiatives of substantial value through its Group Charitable Trusts operating at various locations in the country.

(c) There are also certain philanthropic/CSR activities/initiatives undertaken by the Company for the substantial well-being of the people in the community, which are not getting covered under the above CSR report due to the specified format under the applicable Rules.

(d) Major initiatives that continued and/or that were taken up anew by the Bajaj Group through such entities during the year under review are given in an annexure to this report. This annexure is hosted on the Company's website [www.bajajauto.com](http://www.bajajauto.com) and a physical copy of this annexure will be made available to any shareholder on request.

**7. Responsibility statement, of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee.**

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Rahul Bajaj  
Chairman

Rajiv Bajaj  
Managing Director

Nanoo Pamnani  
Independent Director

Pune: 21 May 2015

**Table 1: Manner in which the amount spent/committed during the financial year ended 31 March 2015**

Sr. No.	Name/Details of the Implementing Agency	CSR Project/Activity Identified	Sector in which the project is covered	Location of Project/ Programme (Local Area or State/ District)	Amount outlay/ Approved (₹ In Lakh)	Amount spent Direct/ overheads (₹ In Lakh)
1	College of Engineering, Pune	Upgradation of Mechanical Engineering building	Education	Pune	450.00	200.00
2	Bombay International School	To acquire 4 tenanted premises within the core school facility	Education	Mumbai	50.00	50.00
3	Pune Citizens Police Foundation, Pune	To expand the Pune Police Public School by building a floor for 8 classrooms	Education	Pune	20.00	10.00
4	Sri Aurobindo Society, Puduchery	To set up a Centre for Sustainable Rural Transformation & make a model for villages, government, NGOs etc.	Rural Development Projects	Puduchery	350.00	35.00
5	Vedanta Cultural Foundation, Mumbai	Work in the field of teaching and propagating Vedanta Philosophy	Protection of Culture	Mumbai	200.00	200.00
6	Anath Hindu Mahilashram, Pune	To construct a new building to provide the modern facilities for girl inmates	Homes & Hostels for women	Pune	100.00	25.00
7	Nayi Talim Samiti, Wardha	Improving quality of education in ZP schools in Wardha by training teachers and supplying education material.	Education	Wardha	9.70	9.70
8	The Society of Friends of Sassoon Hospitals (SOFOSH), Pune	Supplementing efforts of Hospitals through a range of patient welfare services, child care centres, etc.	Health care	Pune	25.00	25.00
9	Queen Mary's Technical Institute, Pune	Buildings/hostels/furniture etc. for armed forces veterans	Measures for benefit of armed forces veterans	Pune	10.00	10.00
10	RTM Nagpur University, Nagpur	Nagpur University building an Administrative Bldg	Education	Nagpur	1,000.00	50.00
11	Special Olympics Bharat, New Delhi	To bring intellectually disabled athletes into the main stream through sports	Paralympic Sports	New Delhi	10.00	9.70
12	Wildlife Conservation Trust, Mumbai	Forest and wildlife conservation, training, livelihood, etc.	Animal Welfare	Mumbai	10.00	10.00
13	Bharatiya Yuva Shakti Trust (BYST)	Fostering entrepreneurship and creating jobs for the vulnerable youth.	employment enhancing vocation skills & livelihood enhancement projects		600.00	25.00
14	St. Dominic Savio Boys' Home, Mumbai	Evening study classes for 300 poor children	Education	Mumbai	4.00	4.00
15	Prashanti Cancer Mission, Pune	Support to Cancer patients through digital mammography & diagnostic services	Healthcare	Pune	175.00	175.00
16	Ruby Hall Clinic, Pune	A 100-bedded new hospital at Hinjewadi, Pune	Healthcare	Pune	300.00	300.00
17	Indian School of Business (ISB), Hyderabad	Research, learning center, library, etc.	Education	Hyderabad	3,000.00	1,000.00





Anna Hazare at training programme



Inauguration of e-learning project



School room repairs



Kashal school-TAB distribution



Mahila melava



**Table 1: Manner in which the amount spent/committed during the financial year ended 31 March 2015 (Contd.)**

Sr. No.	Name/Details of the Implementing Agency	CSR Project/Activity Identified	Sector in which the project is covered	Location of Project/ Programme (Local Area or State/ District)	Amount outlay/ Approved (₹ In Lakh)	Amount spent Direct/ overheads (₹ In Lakh)
18	Vedbhavan, Pune	To impart knowledge about Vedas and teaching 4 Vedas and further this work	Education	Pune	10.00	10.00
19	PM's Relief Fund	To help in relief operations in flood-ravaged Jammu & Kashmir	Contribution to PM's National Relief Fund-Flood Relief	Jammu & Kashmir	2,000.00	2,000.00
20	Tara Trust India, Goa	Aids underprivileged children & women in Goa with Arts & Life Skills	Employment enhancing skills for children & women	Goa	10.00	10.00
21	CANINE, Pune	Control the population of stray dogs and sterilization of stray dogs	Animal welfare	Pune	8.00	8.00
22	Bhatkya Vimukta Jati Shikshan Sanstha, Pune	Residential Ashram school for down-trodden nomadic tribal students, residential school for deaf & dumb students as well as for mentally retarded children	Promoting education for children & differently abled	Pune	10.00	10.00
23	All India Nai Talim Samitee, Wardha	Renovation/upgradation of Samitee's various buildings	Promoting education	Wardha	30.00	10.00
24	Muljibhai Patel Urological Hospital, Nadiad, Gujarat	Research of Catalytic Iron for Heart Ailments	Health care	Nadiad, Gujarat	15.00	15.00
25	Cheshire Homes India, Delhi Unit	Taking care of disabled/ mentally challenged people, day care creche etc	Welfare of differently abled	Delhi	51.00	17.00
26	The Corbett Foundations, Mumbai	Health, environmental sustainability & vocational training	Health care Environmental Vocational Training	Mumbai	20.00	20.00
27	Lok Biradari Prakalp, Gadchiroli	Construction of quarters for volunteers working for tribals	Reducing social inequalities	Gadchiroli	50.00	10.00
28	Red Swastik Society, Aurangabad	Ambulance for under-privileged people	Preventive health care	Aurangabad	5.00	5.00
29	Nari Seva Samiti	To render skill development & livelihood enhancement	Skill development & livelihood enhancement		45.00	15.00
30	Janwani, Pune	Focus areas of environment, heritage, traffic, urban planning etc.	Environmental sustainability	Pune	50.00	-
31	Swami Vivekananda Youth Movement, Mysore district.	Running hospital for rural & tribal people, mobile health unit, etc.	Health care	Mysore district.	36.00	-
32	Dr. S.N. Subbarao Yuva Sakshamikaran Kendra, Ahmednagar	To help orphans find livelihood/education etc. after leaving orphanages	Enhancing vocation skills among children	Ahmednagar	10.00	-
33	Jamnalal Bajaj Institute of Management, Mumbai	New building for the Institute	Education	Mumbai	3,000.00	-
34	Sane Guruji Arogya Mandir, Nasik	Expansion of Arogya Mandir at Malegaon camp, Dist. Nasik	Healthcare	Nasik	50.00	-
35	Rotary Club of Nigdi, Pune	To create Happy Schools in select villages	Promoting education	Pune	50.00	-

**Table 1: Manner in which the amount spent/committed during the financial year ended 31 March 2015 (Contd.)**

Sr. No.	Name/Details of the Implementing Agency	CSR Project/Activity Identified	Sector in which the project is covered	Location of Project/ Programme (Local Area or State/ District)	Amount outlay/ Approved (₹ In Lakh)	Amount spent Direct/ overheads (₹ In Lakh)
36	Rotary Club of Poona North	To de-silt percolation lake in Bhandgaon, near Yavat, Taluka Daund	Making available safe drinking water	Pune	25.00	-
37	Centre of Science for Villages, Dattaour, Wardha	Construction of toilets in Sirkutni, a tribal village in Wardha district	Sanitation	Wardha	24.00	-
38	Umed Pariwar, Pune	Rehabilitation of mentally challenged people	Welfare of differently abled	Pune	30.00	-
39	Darpana Academy of Performing Arts	Programme for women empowerment	Women Empowerment		60.00	-
40	Bajaj YCMH ART Centre	Health care to AIDs patients	Health	Pune	22.17	22.17
					<b>11,924.87</b>	<b>4,290.57</b>

**Notes:**

- 1 Since 2014-15 is the first year of applicability of section 135 of the Companies Act, 2013, the figure for cumulative expenditure is not being given, as the same is not applicable.
- 2 All amounts mentioned above as spent relate to amounts spent through implementing agency, unless stated otherwise.
- 3 There is no expenditure on overheads in the above list.

## Extract of Annual Return (Form MGT-9)

### As on the financial year ended on 31 March 2015

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

#### I. Registration and other details:

Corporate identification number (CIN)	L65993PN2007PLC130076
Registration date	30 April 2007
Name of the Company	Bajaj Auto Ltd.
Category/sub-category of the Company	Public Company / Limited by shares
Address of the registered office and contact details	Bajaj Auto Ltd. Complex, Mumbai Pune Road, Akurdi, Pune-411 035. E-mail Id: - <a href="mailto:jsridhar@bajajauto.co.in">jsridhar@bajajauto.co.in</a> Tel. No: - (020) 66106063
Whether listed Company	Yes (BSE and NSE)
Name, address and contact details of the Registrar and Transfer Agent	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032.  Contact persons M S Madhusudhan Mohd. Mohsinuddin Tel No: (040) 6716 2222 Fax No: (040) 2300 1153 Toll Free No: 1800-345-4001 E-mail: <a href="mailto:mohsin.mohd@karvy.com">mohsin.mohd@karvy.com</a> Website: <a href="http://www.karvy.com">www.karvy.com</a>

#### II. Principal business activities of the Company

Sr. No.	Name and description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Manufacture of motorcycles, three-wheelers and parts thereof	3091	95%

#### III. Particulars of holding, subsidiary and associate companies

Sr. No	Name of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held as on 31 March 2015	Applicable section
1.	PT. Bajaj Auto Indonesia	Company incorporated in Indonesia	Subsidiary	99.25%	section 2(87)
2.	Bajaj Auto International Holdings BV	Company incorporated in Netherlands	Subsidiary	100.00%	section 2(87)



#### IV. Shareholding pattern (equity share capital breakup as percentage of total equity)

##### i) Category-wise shareholding:

Category of shareholders	No. of shares held at the beginning of the year as on 1 April 2014				No. of shares held at the end of the year as on 31 March 2015				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	12,613,090	-	12,613,090	4.36	12,613,090	-	12,613,090	4.36	-
b) Central government	-	-	-	-	-	-	-	-	-
c) State government (s)	-	-	-	-	-	-	-	-	-
d) Bodies corporate	132,120,042	-	132,120,042	45.66	129,878,592	-	129,878,592	44.88	(0.78)
e) Banks/Financial institution	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	<b>144,733,132</b>	<b>-</b>	<b>144,733,132</b>	<b>50.02</b>	<b>142,491,682</b>	<b>-</b>	<b>142,491,682</b>	<b>49.24</b>	<b>(0.78)</b>
(2) Foreign									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Others-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies corporate	-	-	-	-	-	-	-	-	-
d) Banks/Financial institution	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter(A)=(A)(1)+(A)(2)</b>	<b>144,733,132</b>	<b>-</b>	<b>144,733,132</b>	<b>50.02</b>	<b>142,491,682</b>	<b>-</b>	<b>142,491,682</b>	<b>49.24</b>	<b>(0.78)</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual funds	1,730,914	1,425	1,732,339	0.60	3,065,123	1,425	3,066,548	1.06	0.46
b) Banks/Financial institution	1,058,999	20,790	1,079,789	0.37	1,681,903	20,790	1,702,693	0.59	0.22
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government (s)	-	-	-	-	-	-	-	-	-
e) Venture capital funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	17,480,409	600	17,481,009	6.04	20,227,866	600	20,228,466	6.99	0.95
g) Foreign institutional investors	54,007,900	2,675	54,010,575	18.67	43,442,478	2,675	43,445,153	15.01	(3.65)
h) Foreign venture capital funds	-	-	-	-	-	-	-	-	-
i) Any others									
• Foreign portfolio investors	-	-	-	-	5,739,344	-	5,739,344	1.98	1.98
<b>Sub-total (B) (1):-</b>	<b>74,278,222</b>	<b>25,490</b>	<b>74,303,712</b>	<b>25.68</b>	<b>74,156,714</b>	<b>25,490</b>	<b>74,182,204</b>	<b>25.64</b>	<b>(0.04)</b>
(2) Non-Institutions									
a) Bodies corporate									
i) Indian	19,344,275	4,408,440	23,752,715	8.21	20,165,320	4,407,660	24,572,980	8.49	0.28
ii) Overseas	-	1,425	1,425	0.00	-	1,425	1,425	0.00	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	12,423,886	1,575,513	13,999,399	4.84	12,546,536	1,469,507	14,016,043	4.84	0.01

**i) Category-wise shareholding: (Contd.)**

Category of shareholders	No. of shares held at the beginning of the year as on 1 April 2014				No. of shares held at the end of the year as on 31 March 2015			% of total shares	% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total		
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	18,875,242	11,477,852	30,353,094	10.49	18,664,635	11,350,003	30,014,638	10.37	(0.12)
c) Any others									
• Non resident Indians	953,922	24,945	978,867	0.34	890,872	24,795	915,667	0.32	(0.02)
• Foreign nationals	1,633	-	1,633	0.00	-	-	-	-	(0.00)
• Clearing members	379,408	-	379,408	0.13	174,708	-	174,708	0.06	(0.07)
• Trusts	754,413	-	754,413	0.26	2,929,159	-	2,929,159	1.01	0.75
• Foreign bodies-DR	49,178	-	49,178	0.02	8,470	-	8,470	0.01	(0.01)
<b>Sub-total (B) (2):-</b>	<b>52,781,957</b>	<b>17,488,175</b>	<b>70,270,132</b>	<b>24.28</b>	<b>55,379,700</b>	<b>17,253,390</b>	<b>72,633,090</b>	<b>25.10</b>	<b>0.82</b>
<b>Total public shareholding (B) = (B) (1) + (B) (2)</b>	<b>127,060,179</b>	<b>17,513,665</b>	<b>144,573,844</b>	<b>49.96</b>	<b>129,536,414</b>	<b>17,278,880</b>	<b>146,815,294</b>	<b>50.74</b>	<b>0.78</b>
<b>C. Shares held by custodian for GDRs</b>	<b>60,044</b>	<b>-</b>	<b>60,044</b>	<b>0.02</b>	<b>60,044</b>	<b>-</b>	<b>60,044</b>	<b>0.02</b>	<b>-</b>
<b>Grand total (A+B+C)</b>	<b>271,853,355</b>	<b>17,513,665</b>	<b>289,367,020</b>	<b>100.00</b>	<b>272,088,140</b>	<b>17,278,880</b>	<b>289,367,020</b>	<b>100.00</b>	<b>-</b>

**ii) Shareholding of Promoters:**

Sr. No	Shareholder's name	Shareholding at the beginning of the year as on 1 April 2014			Shareholding at the end of the year as on 31 March 2015			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Anant Bajaj	149,614	0.05	-	149,614	0.05	-	-
2	Deepa Bajaj	21,150	0.01	-	21,150	0.01	-	-
3	Geetika Bajaj	600	0.00	-	600	0.00	-	-
4	Kiran Bajaj	2,050	0.00	-	2,050	0.00	-	-
5	Kriti Bajaj	70,000	0.02	-	70,000	0.02	-	-
6	Kumud Bajaj	969,868	0.34	-	969,868	0.34	-	-
7	Madhur Bajaj	1,432,232	0.49	-	1,432,232	0.49	-	-
8	Minal Bajaj	125,800	0.04	-	125,800	0.04	-	-
9	Neelima Bajaj Swamy	535,438	0.19	-	535,438	0.19	-	-
10	Nimisha Jaipuria	314,570	0.11	-	314,570	0.11	-	-
11	Niraj Bajaj	2,109,476	0.73	-	2,109,476	0.73	-	-
12	Niravnayan Bajaj	423,132	0.15	-	423,132	0.15	-	-
13	Rahul Kumar Bajaj	2,970,570	1.03	-	2,970,570	1.03	-	-
14	Rajivnayan Bajaj	726,100	0.25	-	726,100	0.25	-	-
15	Rishabhayan Bajaj	17,000	0.01	-	17,000	0.01	-	-
16	Sanjali Bajaj	18,200	0.01	-	18,200	0.01	-	-
17	Sanjivnayan Bajaj	800,448	0.28	-	800,448	0.28	-	-
18	Shefali Bajaj	20,000	0.01	-	20,000	0.01	-	-
19	Shekhar Bajaj	421,760	0.15	-	421,760	0.15	-	-
20	Siddhantnayan Bajaj	15,000	0.01	-	15,000	0.01	-	-
21	Suman Jain	1,047,008	0.36	-	1,047,008	0.36	-	-
22	Sunaina Kejriwal	423,074	0.15	-	423,074	0.15	-	-
23	Bachhraj & Company Pvt. Ltd.	3,727,756	1.29	-	3,711,756	1.28	-	0.01
24	Bachhraj Factories Pvt. Ltd.	1,945,174	0.67	-	1,961,174	0.68	-	(0.01)
25	Bajaj Finance Ltd.	150	0.00	-	150	0.00	-	-

## ii) Shareholding of Promoters: (Contd.)

Sr. No	Shareholder's name	Shareholding at the beginning of the year as on 1 April 2014			Shareholding at the end of the year as on 31 March 2015			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
26	Bajaj Holdings & Investment Ltd.	91,119,000	31.49	-	91,119,000	31.49	-	-
27	Bajaj Sevashram Pvt. Ltd.	4,462,720	1.54	-	4,462,720	1.54	-	-
28	Baroda Industries Pvt. Ltd.	1,670,802	0.58	-	1,670,802	0.58	-	-
29	Hercules Hoists Ltd.	182,590	0.06	-	182,590	0.06	-	-
30	The Hindustan Housing Company Ltd.	14,400	0.00	-	14,400	0.00	-	-
31	Jamnala Sons Pvt. Ltd.	25,844,400	8.93	-	25,844,400	8.93	-	-
32	Kamalnayan Investment & Trading Pvt. Ltd.	132,200	0.05	-	132,200	0.05	-	-
33	Madhur Securities Pvt. Ltd.	79,400	0.03	-	79,400	0.03	-	-
34	Niraj Holdings Pvt. Ltd.	19,600	0.01	-	19,600	0.01	-	-
35	Rahul Securities Pvt. Ltd.	270,600	0.09	-	270,600	0.09	-	-
36	Rupa Equities Pvt. Ltd.	286,800	0.10	-	286,800	0.10	-	-
37	Sanraj Nayan Investments Pvt. Ltd.	60,000	0.02	-	60,000	0.02	-	-
38	Shekhar Holdings Pvt. Ltd.	63,000	0.02	-	63,000	0.02	-	-
39	BHIL Employees' Welfare Fund	2,144,250	0.74	-	-	-	-	0.74
40	BEL Employees' Welfare Fund	97,200	0.03	-	-	-	-	0.03
	<b>Total</b>	<b>144,733,132</b>	<b>50.02</b>	<b>-</b>	<b>142,491,682</b>	<b>49.24</b>	<b>-</b>	<b>0.78</b>

Note: Bajaj Electricals Ltd. (BEL) Employees' welfare Funds and BHIL Employees' welfare Funds (erstwhile Bajaj Auto Employees' Welfare Funds) hold 97,200 (0.03%) shares and 2,144,250 (0.74%) shares respectively in Bajaj Auto Ltd. These holdings were classified as part of promoters' shareholdings until the quarter ended 31 December 2014; however, subsequent to the coming into effect of the SEBI (Share based Employee Benefits) Regulations, 2014, such holdings are reclassified as 'public shareholding' with effect from the quarter ended 31 March 2015.

## iii) Change in Promoters' shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year 1 April 2014	144,733,132	50.02		
	Date-wise increase/(decrease)				
<b>1</b>	<b>Bachhraj &amp; Company Pvt. Ltd.</b>				
	22-08-2014 - Sale	(16,000)	(0.01)	144,717,132	50.01
<b>2</b>	<b>Bachhraj Factories Pvt. Ltd.</b>				
	29-08-2014 - Purchase	16,000	0.01	144,733,132	50.02
<b>3</b>	<b>Madhur Bajaj HUF</b>				
	20-03-2015 - Transfer consequent to partition of HUF	(63,840)	(0.02)	144,669,292	50.00



**iii) Change in Promoters' shareholding (Contd.)**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>4</b>	<b>Madhur Bajaj</b>				
	20-03-2015 - Acquisition consequent to partition of HUF	63,840	0.02	144,733,132	50.02
<b>5</b>	<b>BHIL Employees' Welfare Funds</b> (erstwhile Bajaj Auto Employees' Welfare Fund)				
	31-03-2015 - Reclassification	(2,144,250)	(0.74)	142,588,882	49.28
<b>6</b>	<b>BEL Employees' Welfare Funds</b>				
	31-03-2015 - Reclassification	(97,200)	(0.03)	142,491,682	49.24
	At the end of the year 31 March 2015	142,491,682	49.24		

**iv) Shareholding pattern of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs)**

Sr. No.	Name of shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>Life Insurance Corporation of India</b>				
	At the beginning of the year 1 April 2014	10,824,408	3.74		
	Date-wise increase/(decrease)				
	25-04-2014 - Purchase	3,773	0.00	10,828,181	3.74
	02-05-2014 - Purchase	269,335	0.09	11,097,516	3.84
	09-05-2014 - Purchase	263,035	0.09	11,360,551	3.93
	16-05-2014 - Purchase	191,787	0.07	11,552,338	3.99
	23-05-2014 - Purchase	6,075	0.00	11,558,413	3.99
	30-05-2014 - Purchase	116,650	0.04	11,675,063	4.03
	06-06-2014 - Purchase	282,244	0.10	11,957,307	4.13
	18-07-2014 - Purchase	419,691	0.15	12,376,998	4.28
	25-07-2014 - Purchase	400,725	0.14	12,777,723	4.42
	01-08-2014 - Purchase	326,167	0.11	13,103,890	4.53
	08-08-2014 - Purchase	259,431	0.09	13,363,321	4.62

**iv) Shareholding pattern of top ten shareholders  
(other than directors, promoters and holders of GDRs and ADRs) (Contd.)**

Sr. No.	Name of shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	07-11-2014 - Sale	(65,357)	(0.02)	13,297,964	4.60
	14-11-2014 - Sale	(243,264)	(0.08)	13,054,700	4.51
	21-11-2014 - Sale	(584,566)	(0.20)	12,470,134	4.31
	28-11-2014 - Sale	(305,928)	(0.11)	12,164,206	4.20
	05-12-2014 - Sale	(125,000)	(0.04)	12,039,206	4.16
	27-02-2015 - Purchase	421,270	0.15	12,460,476	4.31
	06-03-2015 - Purchase	344,502	0.12	12,804,978	4.43
	13-03-2015 - Purchase	182,159	0.06	12,987,137	4.49
	20-03-2015 - Purchase	197,000	0.07	13,184,137	4.56
	27-03-2015 - Purchase	639,835	0.22	13,823,972	4.78
	27-03-2015 - Purchase	269,205	0.09	14,093,177	4.87
	At the end of the year 31 March 2015	14,093,177	4.87		
<b>2</b>	<b>Jaya Hind Investments Pvt. Ltd.</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	10,242,928	3.54	-	-
<b>3</b>	<b>Maharashtra Scooters Ltd.</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	6,774,072	2.34	-	-
<b>4</b>	<b>Government Pension Fund Global</b>				
	At the beginning of the year 1 April 2014	3,152,473	1.09		
	Date-wise increase/(decrease)				
	12-12-2014 - Purchase	277,780	0.10	3,430,253	1.19
	19-12-2014 - Purchase	53,086	0.02	3,483,339	1.20
	16-01-2015 - Purchase	42,386	0.01	3,525,725	1.22
	23-01-2015 - Purchase	259,968	0.09	3,785,693	1.31
	30-01-2015 - Purchase	90,418	0.03	3,876,111	1.34
	06-02-2015 - Purchase	109,169	0.04	3,985,280	1.38
	At the end of the year 31 March 2015	3,985,280	1.38		

**iv) Shareholding pattern of top ten shareholders  
(other than directors, promoters and holders of GDRs and ADRs) (Contd.)**

Sr. No.	Name of shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>5</b>	<b>Sikkim Jansewa Pratisthan Pvt. Ltd.</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	3,659,916	1.26	-	-
<b>6</b>	<b>Lazard Asset Management LLC A/C Lazard Emerging MA</b>				
	At the beginning of the year 1 April 2014	-	-		
	Date-wise increase/(decrease)				
	05-09-2014 - Purchase	760,376	0.26	760,376	0.26
	12-09-2014 - Purchase	5	0.00	760,381	0.26
	19-09-2014 - Purchase	22,103	0.01	782,484	0.27
	30-09-2014 - Purchase	157,195	0.05	939,679	0.32
	03-10-2014 - Purchase	11,320	0.00	950,999	0.33
	10-10-2014 - Purchase	122,925	0.04	1,073,924	0.37
	24-10-2014 - Purchase	121,481	0.04	1,195,405	0.41
	31-10-2014 - Purchase	5	0.00	1,195,410	0.41
	14-11-2014 - Purchase	3	0.00	1,195,413	0.41
	21-11-2014 - Purchase	4,652	0.00	1,200,065	0.41
	05-12-2014 - Purchase	30,890	0.01	1,230,955	0.43
	12-12-2014 - Purchase	12,835	0.00	1,243,790	0.43
	19-12-2014 - Purchase	192,122	0.07	1,435,912	0.50
	31-12-2014 - Purchase	40,473	0.01	1,476,385	0.51
	02-01-2015 - Purchase	8,818	0.00	1,485,203	0.51
	09-01-2015 - Purchase	14,501	0.01	1,499,704	0.52
	16-01-2015 - Purchase	1,325,087	0.46	2,824,791	0.98
	At the end of the year 31 March 2015	2,824,791	0.98		
<b>7</b>	<b>Niraj Bajaj</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	2,184,150	0.75	-	-



## iv) Shareholding pattern of top ten shareholders

(other than directors, promoters and holders of GDRs and ADRs) (Contd.)

Sr. No.	Name of shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>8</b>	<b>Stichting Pensioenfonds ABP</b>				
	At the beginning of the year 1 April 2014	1,909,417	0.66		
	Date-wise increase/(decrease)				
	04-04-2014 - Purchase	71,774	0.02	1,981,191	0.68
	23-05-2014 - Sale	(100,288)	(0.03)	1,880,903	0.65
	13-06-2014 - Sale	(36,833)	(0.01)	1,844,070	0.64
	01-08-2014 - Sale	(10,024)	(0.00)	1,834,046	0.63
	30-09-2014 - Sale	(62,870)	(0.02)	1,771,176	0.61
	03-10-2014 - Sale	(15,656)	(0.01)	1,755,520	0.61
	10-10-2014 - Sale	(24,517)	(0.01)	1,731,003	0.60
	07-11-2014 - Sale	(85,934)	(0.03)	1,645,069	0.57
	21-11-2014 - Purchase	13,433	0.00	1,658,502	0.57
	28-11-2014 - Sale	(174,817)	(0.06)	1,483,685	0.51
	12-12-2014 - Sale	(25,621)	(0.01)	1,458,064	0.50
	27-03-2015 - Sale	(13,433)	(0.00)	1,444,631	0.50
	At the end of the year 31 March 2015	1,444,631	0.50		
<b>9</b>	<b>Future Fund Board of Guardians Managed by Mondrian</b>				
	At the beginning of the year 1 April 2014	-	-		
	Date-wise increase/(decrease)				
	21-11-2014 - Purchase	284,528	0.10	284,528	0.10
	28-11-2014 - Purchase	112,737	0.04	397,265	0.14
	05-12-2014 - Purchase	64,780	0.02	462,045	0.16
	12-12-2014 - Purchase	98,813	0.03	560,858	0.19
	09-01-2015 - Purchase	48,415	0.02	609,273	0.21
	16-01-2015 - Purchase	126,457	0.04	735,730	0.25
	23-01-2015 - Purchase	175,137	0.06	910,867	0.31
	30-01-2015 - Purchase	174,528	0.06	1,085,395	0.38
	06-02-2015 - Purchase	63,228	0.02	1,148,623	0.40
	13-02-2015 - Purchase	12,412	0.00	1,161,035	0.40
	20-02-2015 - Purchase	23,843	0.01	1,184,878	0.41
	20-03-2015 - Purchase	168,656	0.06	1,353,534	0.47
	27-03-2015 - Purchase	6,344	0.00	1,359,878	0.47
	At the end of the year 31 March 2015	1,359,878	0.47		

**iv) Shareholding pattern of top ten shareholders  
(other than directors, promoters and holders of GDRs and ADRs) (Contd.)**

Sr. No.	Name of shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>10</b>	<b>Life Insurance Corporation of India P&amp;GS Fund</b>				
	At the beginning of the year 1 April 2014	435,279	0.15		
	Date-wise increase/(decrease)				
	25-07-2014 - Purchase	94,114	0.03	529,393	0.18
	01-08-2014 - Purchase	125,557	0.04	654,950	0.23
	08-08-2014 - Purchase	174,053	0.06	829,003	0.29
	14-11-2014 - Sale	(103,598)	(0.04)	725,405	0.25
	21-11-2014 - Sale	(147,688)	(0.05)	577,717	0.20
	28-11-2014 - Sale	(148,000)	(0.05)	429,717	0.15
	05-12-2014 - Sale	(714)	(0.00)	429,003	0.15
	27-02-2015 - Purchase	130,000	0.04	559,003	0.19
	06-03-2015 - Purchase	178,226	0.06	737,229	0.25
	13-03-2015 - Purchase	73,278	0.03	810,507	0.28
	20-03-2015 - Purchase	50,000	0.02	860,507	0.30
	27-03-2015 - Purchase	325,514	0.11	1,186,021	0.41
	27-03-2015 - Purchase	152,526	0.05	1,338,547	0.46
	At the end of the year 31 March 2015	1,338,547	0.46		

## v) Shareholding of directors and key managerial personnel:

Sr.No	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
<b>1</b>	<b>Rahul Bajaj</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	2,970,570	1.03	-	-
<b>2</b>	<b>Madhur Bajaj</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	1,432,232	0.49	-	-
<b>3</b>	<b>Rajiv Bajaj</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	726,100	0.25	-	-
<b>4</b>	<b>Sanjiv Bajaj</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	800,448	0.28	-	-
<b>5</b>	<b>D S Mehta</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	9,980	0.00	-	-
<b>6</b>	<b>Shekhar Bajaj</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	421,760	0.15	-	-
<b>7</b>	<b>Manish Kejriwal</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	200	0.00	-	-
<b>8</b>	<b>Niraj Bajaj</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	2,109,476	0.73	-	-
<b>9</b>	<b>Kevin D'sa (CFO)</b>				
	At the beginning and at the end of the year-No change for the year ended 31 March 2015	3,620	0.00	-	-

Note: (1) Shareholding of all the other Directors- Nil.

(2) J Sridhar (Company Secretary) does not hold any shares in the Company in his name.



## V. Indebtedness

Indebtedness of the Company including outstanding/accrued but not due for payment.

(In ₹)

Sr. No.	Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
A	Indebtedness at the beginning of the financial year 1 April 2014				
i	Principal amount	-	591,959,351	-	591,959,351
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	<b>591,959,351</b>	-	<b>591,959,351</b>
B	Change in indebtedness during the financial year				
*	Addition	-	533,986,464	-	533,986,464
*	Reduction	-	-	-	-
	<b>Net Change</b>	-	<b>533,986,464</b>	-	<b>533,986,464</b>
C	Indebtedness at the end of the financial year 31 March 2015				
i	Principal amount	-	1,125,945,815	-	1,125,945,815
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	<b>1,125,945,815</b>	-	<b>1,125,945,815</b>

## VI. Remuneration of the directors and key managerial personnel

### A. Remuneration to managing director (MD), whole-time directors (WTD) and/or manager

(In ₹)

Sr. No.	Particulars of remuneration	Rajiv Bajaj (MD)	Rahul Bajaj (Chairman)	Madhur Bajaj (Vice Chairman)	Total amount
1	Gross salary				
	a. Salary as per provisions contained under section 17 (1) of the Income-tax Act, 1961	44,043,333	23,437,500	17,812,500	85,293,333
	b. Value of perquisites under section 17 (2) of the Income-tax Act, 1961	30,702,003	16,372,045	10,744,455	57,818,503
	c. Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others	121,680,000	67,500,000	51,300,000	240,480,000
5	Others - Contribution to provident fund etc.	8,521,176	4,787,545	3,662,219	16,970,940
	<b>Total (A)</b>	<b>204,946,512</b>	<b>112,097,090</b>	<b>83,519,174</b>	<b>400,562,776</b>
	<b>Ceiling as per the Act</b>				<b>4,176,100,000</b>

**Notes:** Salary and perquisites include all elements of remuneration i.e. salary, allowances and benefits. No bonus, pension and performance linked incentive is paid to any of the directors. The Company has not issued any stock options to any of the directors. The term of Managing Director does not exceed five years.

Appointment of Managing Director is governed by a service contract for a period of 5 years and notice period is of 90 days and is in compliance with the applicable provisions of the Companies Act, 2013.

### B. Remuneration to other directors

(In ₹)

Sr. No.	Name	Fee for attending board/ committee meetings	Commission	Others	Total
<b>1</b>	<b>Independent Directors</b>				
1	D S Mehta	800,000	800,000	-	1,600,000
2	Kantikumar Podar	500,000	500,000	-	1,000,000
3	D J Balaji Rao	1,500,000	1,500,000	-	3,000,000
4	J N Godrej	300,000	300,000	-	600,000
5	S H Khan	1,500,000	1,500,000	-	3,000,000
6	Ms. Suman Kirloskar	600,000	600,000	-	1,200,000
7	Naresh Chandra	1,500,000	1,500,000	-	3,000,000
8	Nanoo Pamnani	1,300,000	3,300,000	-	4,600,000
9	P Murari	300,000	300,000	-	600,000
	<b>Total (B) (1)</b>	<b>8,300,000</b>	<b>10,300,000</b>	<b>-</b>	<b>18,600,000</b>

**B. Remuneration to other directors** (Contd.)

(In ₹)

Sr. No.	Name	Fee for attending board/ committee meetings	Commission	Others	Total
<b>2</b>	<b>Other Non-executive Directors</b>				
1	Sanjiv Bajaj	800,000	800,000	–	1,600,000
2	Shekhar Bajaj	400,000	400,000	–	800,000
3	Manish Kejriwal	800,000	800,000	–	1,600,000
4	Niraj Bajaj	800,000	800,000	–	1,600,000
	<b>Total (B) (2)</b>	<b>2,800,000</b>	<b>2,800,000</b>	<b>–</b>	<b>5,600,000</b>
	<b>Total (B) (1) + (B) (2)</b>	<b>11,100,000</b>	<b>13,100,000</b>	<b>–</b>	<b>24,200,000</b>
	<b>Overall Ceiling as per the Act</b>				<b>4,593,700,000</b>

**Note:** Overall ceiling as per Act is not applicable to sitting fees paid to non-executive directors.

**C. Remuneration to key managerial personnel other than MD/WTD/Manager**

(In ₹)

Sr. No.	Particulars of remuneration	J Sridhar (CS)	Kevin D'sa (CFO)
1	Gross salary		
	a. Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	12,201,958	22,045,868
	b. Value of perquisites under section 17 (2) of the Income-tax Act, 1961	364,499	996,113
	c. Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961	–	–
2	Stock options	–	–
3	Sweat equity	–	–
4	Commission		
	- as % of profit	–	–
	- others	–	–
5	Others - Contribution to provident fund etc.	699,139	1,226,166
	<b>Total</b>	<b>13,265,596</b>	<b>24,268,147</b>

**VII. Penalties/punishment/compounding of offences:**

During the year 2014-15, there were no penalties/punishment/compounding of offences under Companies Act, 2013.









## Secretarial Audit Report (Form MR-3)

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31 March 2015

To the Members

**Bajaj Auto Ltd.**

L65993PN2007PLC130076

Bajaj Auto Ltd. Complex,  
Mumbai-Pune Road,  
Akurdi, Pune-411035.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bajaj Auto Ltd., (hereinafter called as 'The Company'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2015 complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of foreign direct investment, overseas direct investment and external commercial borrowings;
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Motor Vehicle Act, 1988 to the extent of product certification before production and from time to time primarily in respect of vehicles manufactured by the Company.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors including one woman director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, alongwith agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there was no other event/action having major bearing on Company's affairs.

Pune: 21 May 2015

Shyamprasad D Limaye  
FCS No. 1587 C P No.: 572

## Auditors' certificate regarding compliance of conditions of Corporate Governance

To the Members of **Bajaj Auto Ltd.**

We have examined the compliance of conditions of Corporate Governance by Bajaj Auto Limited, for the year ended 31 March 2015, as stipulated in clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

Russell I Parera  
Partner  
Membership Number: 42190

Pune: 21 May 2015

## Declaration by Chief Executive Officer (CEO)

I, Rajiv Bajaj, Managing Director of Bajaj Auto Ltd. hereby declare that all the Board members and Senior Management personnel have affirmed for the year ended 31 March 2015 compliance with the Code of Conduct as laid down by the Company.

Rajiv Bajaj  
Managing Director

Pune: 21 May 2015

## Certificate by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

We, Rajiv Bajaj, Managing Director and Kevin D'Sa, President (Finance) of Bajaj Auto Ltd., certify to the Board:

1. That we have reviewed the financial statements and the cash flow statements for the year ended 31 March 2015 and that to the best of our knowledge and belief;
  - these statements do not contain any materially untrue statement nor omit any material fact or contain statements that might be misleading, and
  - these statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. That we accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies; and
4. That we have informed the auditors and the Audit Committee of:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Rajiv Bajaj  
Managing Director

Kevin D'sa  
President (Finance)

Pune: 21 May 2015







# **Standalone Financial Statements**

## **Independent Auditors' Report on the Standalone Financial Statements**

To the Members of **Bajaj Auto Ltd.**

1. We have audited the accompanying standalone financial statements of Bajaj Auto Ltd. ('the Company'), which comprise the Balance Sheet as at 31 March 2015, 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 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other Accounting Standard referred to in section 133 of the Act read with rule 7 of 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 31 March 2015, and its profit and its cash flows for the year ended on that date.



## Independent Auditors' Report on the Standalone Financial Statements (Contd.)

### Report on other legal and regulatory requirements

9. As required by 'the Companies (Auditors' Report) Order, 2015', 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 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 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other Accounting Standard referred to in section 133 of the Act read with rule 7 of Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of section 164 (2) of the Act.
  - (f) 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 31 March 2015, on its financial position in its standalone financial statements;
    - ii. The Company has made provision as at 31 March 2015, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2015.

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

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015

## Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bajaj Auto Ltd. on the **standalone financial statements** as of and for the year ended 31 March 2015

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 have been noticed on such verification.
2. (a) The inventory excluding stocks with third parties has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
4. 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 of inventory and 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, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. 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.
6. 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.
7. (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, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess 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, there are no dues of wealth-tax, cess which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax as at 31 March 2015, which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Excise Duty	Additional demand received	1.46	Various years	Commissioner Appeals
	Additional demand received	24.66	Various years	CEGAT
	Additional demand received	1.79	Various years	High Court
	Additional demand received	6.13	Financial year 1983-84	Supreme Court
Sales Tax	Additional demand received on the basis of assessment order	91.04	Various years	Joint Commissioner of Sales Tax

## Annexure to Independent Auditors' Report (Contd.)

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Sales Tax	Additional demand received on the basis of assessment order	0.10	Financial year 2010-11	Additional Commissioner of Sales Tax - Appeals
	Additional demand received on the basis of assessment order	33.20	Financial year 2001-02 to 2004-05, 2008-09 and 2009-10	
Income Tax	Department appeal against CIT(A) order	12.19	Financial year 2007-08	ITAT
	Additional demand received on the basis of assessment order	407.31	Financial year 2011-12	CIT(A)
Service Tax	Other matters	3.78	For the year 1997-2000	High Court
	Denial of credit	2.38	Various years 2004 to 2008	CESAT
Customs Duty	Recovery of duty by treating the vehicles as not fuel efficient	3.85	Financial year 1984-86	High Court

- c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the Rules made thereunder.
8. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
  9. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the Balance Sheet date, the provisions of clause 3(ix) of the Order are not applicable to the Company.
  10. 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. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the Company.
  11. The Company has not raised any term loans. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the Company.
  12. 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 on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

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

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015



## Balance Sheet

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2015	2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	289.37	289.37
Reserves and surplus	3	10,402.78	9,318.65
		<b>10,692.15</b>	<b>9,608.02</b>
<b>Non-current liabilities</b>			
Long-term borrowings	4	111.77	57.74
Deferred tax liabilities (net)	5	141.58	143.18
Other long-term liabilities	6	57.59	87.43
Long-term provisions	7	82.44	120.99
		<b>393.38</b>	<b>409.34</b>
<b>Current liabilities</b>			
Trade payables	8	1,799.75	2,111.40
Other current liabilities	8	767.47	766.14
Short-term provisions	7	1,909.57	1,852.70
		<b>4,476.79</b>	<b>4,730.24</b>
<b>Total</b>		<b>15,562.32</b>	<b>14,747.60</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	9	1,917.24	2,006.04
Intangible assets	9	-	-
Capital work-in-progress		101.72	32.55
Intangible assets under development		153.22	111.51
		<b>2,172.18</b>	<b>2,150.10</b>
Non-current investments	10	3,352.76	6,259.93
Long-term loans and advances	11	511.07	719.92
Other non-current assets	12	0.04	1.02
		<b>6,036.05</b>	<b>9,130.97</b>
<b>Current assets</b>			
Current investments	10	5,800.56	2,289.70
Inventories	13	814.15	639.72
Trade receivables	14	716.96	796.21
Cash and bank balances	15	586.15	495.48
Short-term loans and advances	11	1,261.61	978.45
Other current assets	12	346.84	417.07
		<b>9,526.27</b>	<b>5,616.63</b>
<b>Total</b>		<b>15,562.32</b>	<b>14,747.60</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 & Shah  
Firm Registration Number: 102021W  
Chartered Accountants

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015

Kevin D'sa  
Chief Financial Officer

J Sridhar  
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj  
Chairman

Rajiv Bajaj  
Managing Director

Nanoo Pamnani  
Chairman - Audit Committee

## Statement of Profit and Loss

Particulars	Note No.	For the year ended 31 March	
		2015	2014
Sales		22,013.21	20,727.04
Less: Excise duty		909.28	1,009.40
Net sales		21,103.93	19,717.64
Other operating revenue		508.08	431.87
Revenue from operations (net)	16	21,612.01	20,149.51
Other income	17	582.42	706.41
<b>Total revenue</b>		<b>22,194.43</b>	<b>20,855.92</b>
<b>Expenses:</b>			
Cost of raw material and components consumed	18	13,752.79	12,936.47
Purchases of traded goods	19	1,154.57	959.10
(Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	20	(57.56)	(18.90)
Employee benefits expense	21	897.30	726.58
Finance costs	22	6.49	0.49
Depreciation and amortisation	23	267.40	179.61
Other expenses	24	1,808.41	1,505.42
Expenses, included in above items, capitalised		(60.05)	(64.90)
<b>Total expenses</b>		<b>17,769.35</b>	<b>16,223.87</b>
<b>Profit before exceptional items and tax</b>		<b>4,425.08</b>	<b>4,632.05</b>
Exceptional items	25	340.29	—
<b>Profit before tax</b>		<b>4,084.79</b>	<b>4,632.05</b>
Tax expense			
Current tax		1,258.00	1,362.02
Deferred tax		13.05	28.08
Total tax expense		1,271.05	1,390.10
<b>Profit after tax</b>		<b>2,813.74</b>	<b>3,241.95</b>
Tax (debits)/credits pertaining to earlier years		—	1.37
<b>Profit for the year</b>		<b>2,813.74</b>	<b>3,243.32</b>
Basic and diluted Earnings per share (In ₹)	27	97.2	112.1
(Nominal value per share ₹ 10)			

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 & Shah

Firm Registration Number: 102021W  
Chartered Accountants

Russell I Parera  
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Managing Director

Nanoo Pamnani  
Chairman - Audit Committee

## Cash Flow Statement

(₹ In Crore)

For the year ended 31 March

Particulars	2015	2014
<b>I. Operating activities</b>		
Profit before tax	4,084.79	4,632.05
Adjustments:		
Add:		
i) Depreciation and amortisation	267.40	179.61
ii) Provision for diminution in value of investment in the Company's subsidiary, PT. Bajaj Auto Indonesia	-	63.78
iii) Valuation (gains)/losses of derivative hedging instruments	50.22	76.81
iv) Loss on assets sold, demolished, discarded and scrapped	15.16	7.56
v) Provision for doubtful debts and advances	3.82	1.18
vi) Interest expense	6.49	0.49
	343.09	329.43
Less:		
i) Investment income included in above:		
Interest on long-term and current investments	125.28	214.90
Interest on fixed deposits	-	0.02
Profit on sale of investments, net	192.50	54.84
Surplus/(loss) on redemption of securities, net	0.19	-
Dividend on long-term investments	-	27.08
Amortisation of premium/discount on acquisition of fixed income securities	58.99	126.28
	376.96	423.12
ii) Provision for doubtful debts and advances written back	0.88	0.60
iii) Surplus on sale of assets	3.54	2.25
iv) Surplus on pre-payment of sales tax deferral liability/loan	-	79.74
	(381.38)	(505.71)
	4,046.50	4,455.77
Change in assets and liabilities		
i) Inventories	(174.43)	(3.44)
ii) Trade receivables	76.37	(28.31)
iii) Loans and advances and other assets	(150.88)	105.73
iv) Liabilities and provisions	(333.58)	357.87
	(582.52)	431.85
Annuity payments (net) to VRS optees	(31.26)	(28.00)
Net cash from operating activities before income tax	3,432.72	4,859.62
Income tax paid	(1,285.40)	(1,313.91)
<b>Net cash from operating activities</b>	<b>2,147.32</b>	<b>3,545.71</b>
Carried forward	2,147.32	3,545.71



**Cash Flow Statement (Contd.)**

(₹ In Crore)

For the year ended 31 March

Particulars	2015	2014
Brought forward	2,147.32	3,545.71
<b>II. Investing activities</b>		
i) Investment in subsidiaries, associates, etc.	-	(67.75)
ii) Sale of other current and long-term investments	4,500.58	5,469.37
iii) Purchase of other current and long-term investments	(4,919.11)	(7,425.87)
iv) (Purchase)/sale of money market mutual funds, etc., net	63.95	21.06
v) (Increase)/decrease in other bank balances	(1.88)	(0.63)
vi) Capital expenditure	(269.65)	(220.05)
vii) Sales proceeds of assets/adjustment to gross block	16.16	6.63
viii) Capital expenditure on development of technical know-how	(41.71)	(41.25)
	(651.66)	(2,258.49)
ix) Investment income		
Interest on long-term and current investments	125.28	214.90
Interest on fixed deposits and others	-	0.02
Dividend on long-term investments	-	27.08
	125.28	242.00
(Increase)/decrease in investment/interest receivable	112.03	(125.00)
	237.31	117.00
<b>Net cash from investing activities</b>	<b>(414.35)</b>	<b>(2,141.49)</b>
Carried forward	1,732.97	1,404.22

Cash Flow Statement (Contd.)

(₹ In Crore)

Particulars	For the year ended 31 March	
	2015	2014
Brought forward	1,732.97	1,404.22
<b>III. Financing activities</b>		
i) Interest expense	(6.49)	(0.49)
ii) Deferral/(repayment) of sales tax deferral liability/loan	53.16	58.60
iii) Pre-payment of sales tax deferral liability/loan	-	(8.11)
iv) Dividend paid	(1,444.96)	(1,301.52)
v) Corporate dividend tax paid	(245.89)	(216.70)
<b>Net cash from financing activities</b>	<b>(1,644.18)</b>	<b>(1,468.22)</b>
<b>Net change in cash and cash equivalents</b>	<b>88.79</b>	<b>(64.00)</b>
Cash and cash equivalents as at 1 April 2014 [Opening balance]	486.28	550.28
Cash and cash equivalents as at 31 March 2015 [Closing balance]	575.07	486.28
	-	-

In terms of our report of even date  
For Dalal & Shah  
Firm Registration Number: 102021W  
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Managing Director

Nanoo Pamnani  
Chairman - Audit Committee

Notes to financial statements for the year ended 31 March 2015

## **1 Summary of significant accounting policies followed by the Company**

### **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] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

### **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) Sales**

- i) Domestic sales are accounted for on dispatch from the point of sale i.e. when the risks are transferred to the buyer.
- ii) Export sales are recognised on the date of the mate's receipt/shipped on board and initially recorded at the relevant exchange rates prevailing on the date of the transaction.

#### **b) Export incentives**

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

#### **c) Other 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.

#### **d) Investment income**

- (1) Interest income is accrued over the period of the investment and net of amortisation of premium/discount with respect to fixed income securities, thereby recognising the implicit yield to maturity, with reference to coupon dates, where applicable. However, income is accrued only where interest is serviced regularly and is not in arrears, as per the guidelines framed by the Management.
- (2) Dividend is accrued in the year in which it is declared whereby a right to receive is established.
- (3) Profit/loss on sale of investments is recognised on the contract date.



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**1 Summary of significant accounting policies followed by the Company (Contd.)**

**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 amortisation. 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 categorised as investment property under Investments and not as Fixed assets.

**B. Depreciation and amortisation**

**(a) Leasehold land**

Premium on leasehold land is amortised 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. Assets which are depreciated over useful life/residual value different than those indicated by Schedule II are as under:

<b>Asset class</b>	<b>As per Schedule II</b>	<b>Useful life</b>
Aircraft	20 years	10 years
PDC Dies	8 years	3 years

**Asset class having residual value at ₹ 1**

Computers and IT Equipment
Dies and jigs
Electric installations
Furniture
Office equipment
Electric fittings

- iii. Depreciation on additions is being provided on pro rata basis from the month of such additions.
- iv. 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.

**C. Intangible assets**

**a) Technical know-how acquired**

Technical know-how acquired is stated at acquisition cost (including income-tax and R&D cess but net of accumulated amortisation). Technical know-how is amortised equally over a period of estimated useful life i.e. six years.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

## **1 Summary of significant accounting policies followed by the Company (Contd.)**

### **b) Technical know-how developed by the Company**

- i) Expenditure incurred on know-how developed by the Company, post research stage, is recognised as an intangible asset, if and only if the future economic benefits attributable are probable to flow to the Company and the costs can be measured reliably.
- ii) The cost of technical know-how developed is amortised equally over its estimated life i.e. generally three years from the date of commercial production.

### **D. 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) Fixed income securities are carried at cost, less amortisation of premium/discount, as the case may be, and provision for diminution, if any, as considered necessary.
- b) Investments other than fixed income securities intended to be held for a long-term are valued at cost of acquisition, less provision for diminution as considered necessary.
- c) Investments with maturity of less than 3 months from the date of acquisition are classified as cash and cash equivalents.
- d) Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments. However, current investments, representing fixed income securities with a maturity less than 1 year and investment not intended to be held for a period more than 1 year, are stated at lower of cost or fair value.
- e) The Management has laid out guidelines for the purpose of assessing likely impairments in investments and for making provisions based on given criteria. Appropriate provisions are accordingly made, which in the opinion of the Management are considered adequate.
- f) Investment property representing immoveable property intended to be leased out and not intended to be used by the Company are carried at cost, less depreciation computed in the manner prescribed for Fixed assets.

### **5) Inventories**

Cost of inventories have been computed to include all costs of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

- a) Finished stocks of vehicles, auto spare parts and work-in-progress are valued at cost or net realisable value whichever is lower. Cost of finished stocks of vehicles lying in the factory premises, branches, depots are valued inclusive of excise duty.
- b) Stores, packing material and tools are valued at cost arrived at on weighted average basis or net realisable value, whichever is lower.
- c) Raw materials and components are valued at cost arrived at on weighted average basis or lower of cost and net realisable value, as circumstances demand. However, obsolete and slow moving items are valued at cost or estimated realisable value whichever is lower.
- d) Inventory of machinery spares and maintenance materials not being material are expensed in the year of purchase. However, machinery spares forming key components specific to a machinery and held as insurance spares are capitalised alongwith the cost of the asset.
- e) Goods in transit are stated at actual cost incurred upto the date of Balance Sheet.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

## **1 Summary of significant accounting policies followed by the Company (Contd.)**

### **6) Foreign currency transactions**

- a) On initial recognition, all foreign currency transactions are recorded at foreign exchange rate on the date of transaction.
- b) Monetary items of current assets and liabilities in foreign currency outstanding at the close of financial year are revalued at the appropriate exchange rates prevailing at the close of the year.
- c) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates, in case of monetary current assets and liabilities in foreign currency, are recognised in the Statement of Profit and Loss in the manner detailed in note 38 to financial statements.
- d) Fixed assets purchased at liaison offices in foreign exchange are recorded at their historical cost computed with reference to the average rate of foreign exchange remitted to the liaison office.
- e) Foreign exchange contracts/derivatives:

- i) Cash flow hedges -

Changes in the fair value of a derivative hedging instrument that qualify for hedge accounting as per the principles of hedge accounting and designated as a cash flow hedge are recognised as Hedge reserve and presented within Reserves and surplus, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognised in Hedge reserve, remains there until the forecast transaction occurs.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time is recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in Hedge reserve is immediately transferred to the Statement of Profit and Loss.

- ii) Profits and losses arising from either cancellation or utilisation of contracts are recognised in the Statement of Profit and Loss as detailed in note 38 to financial statements.

### **7) Research and Development expenditure**

Research and Development expenditure is charged to revenue under the natural heads of account in the year in which it is incurred. Payments for R&D work by contracted agency are being expensed out upto the stage of completion. However, expenditure incurred at development phase, where it is reasonably certain that outcome of research will be commercially exploited to yield economic benefits to the Company, is considered as an Intangible asset and accounted in the manner specified in clause 3 C b) above.

### **8) Employee benefits**

#### **a) Privilege leave entitlements**

Privilege leave entitlements are recognised as a liability, in the calendar year of rendering of service, as per the rules of the Company. As accumulated leave can be availed and/or encashed at any time during the tenure of employment the liability is recognised at the actuarially determined value by an appointed actuary.

#### **b) Gratuity**

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policy and Debt fund of the Life Insurance Corporation of India (LIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC). However, any deficit in plan assets managed by LIC and BALIC as compared to the actuarial liability is recognised as a liability.

#### **c) Superannuation**

Defined contribution to superannuation fund is being made as per the scheme of the Company.



Notes to financial statements for the year ended 31 March 2015 (Contd.)

## **1 Summary of significant accounting policies followed by the Company (Contd.)**

**d) Provident fund contributions** are made to Company's Provident Fund Trust. Deficits, if any, of the fund as compared to actuarial liability is to be additionally contributed by the Company and hence recognised as a liability.

**e) Defined contribution to Employees Pension Scheme 1995** is made to Government Provident Fund Authority.

### **9) 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. Excess/short provisions and interest thereon are recognised only on completion of assessment or where adjustments made by the Assessing Officer are disputed, on receiving the 'Order Giving Effect' to the tax determined by the CIT (Appeals) and thereafter on final settlement of further disputes.

b) Deferred tax resulting from timing difference between book profits and taxable profits are accounted for to the extent deferred tax assets and 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.

### **10) 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 such as product warranty costs. 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.

### **11) Operating leases**

#### **As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease.

#### **As a lessor**

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

### **12) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**2 Share capital**

(₹ In Crore)

Particulars	As at 31 March	
	2015	2014
<b>Authorised:</b>		
300,000,000 equity shares of ₹ 10 each	300.00	300.00
<b>Issued, subscribed and fully paid-up shares:</b>		
289,367,020 equity shares of ₹ 10 each	289.37	289.37
	289.37	289.37

**a. Of the above**

- i. 144,683,510 equity shares were allotted as fully paid bonus shares by capitalisation of General reserve by the Company on 13 September 2010.
- ii. 101,183,510 equity shares were allotted as fully paid up pursuant to the scheme of arrangement for demerger of erstwhile Bajaj Auto Ltd. (now Bajaj Holdings & Investment Ltd.) by the Company on 3 April 2008.
- iii. 1,805,071 equity shares thereof (excluding 1,805,071 equity shares allotted as bonus shares thereon) are deemed to be issued by way of Euro Equity Issue represented by Global Depository Receipts (GDR) evidencing Global Depository Shares outstanding on the record date. Outstanding GDRs at the close of the year were 60,044 (60,044)

**b. Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 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**

	As at 31 March 2015		As at 31 March 2014	
	Nos.	% Holding	Nos.	% Holding
<b>Equity shares of ₹ 10 each fully paid</b>				
Bajaj Holdings & Investment Ltd.	91,119,000	31.49%	91,119,000	31.49%
Jamnala Sons Pvt. Ltd.	25,844,400	8.93%	25,844,400	8.93%
Life Insurance Corporation of India	16,967,330	5.86%	13,231,448	4.57%

Notes to financial statements for the year ended 31 March 2015 (Contd.)

### 3 Reserves and surplus

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
<b>General reserve</b>		
Balance as at the beginning of the year	3,015.60	2,690.60
Add: Transferred from surplus in Statement of Profit and Loss	282.00	325.00
Closing balance	3,297.60	3,015.60
<b>Hedge reserve</b> [See note 26]	185.24	152.60
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as at the beginning of the year	6,150.45	4,920.26
Less: Transitional adjustments to carrying value of tangible assets whose revised useful life has expired, net of deferred tax aggregating ₹ 14.65 crore [See note 9]	27.68	-
Profit for the year	2,813.74	3,243.32
Less: Appropriations		
Transfer to General reserve	282.00	325.00
Proposed dividend	1,446.84	1,446.84
Tax on proposed dividend	287.73	245.89
Provision for Corporate Dividend Tax for previous year written back under section 115(O) of Income Tax Act, 1961	-	(4.60)
Total appropriations	2,016.57	2,013.13
Balance in the Statement of Profit and Loss	6,919.94	6,150.45
	10,402.78	9,318.65



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**4 Long-term borrowings**

(₹ In Crore)

Particulars	Non-current portion		Current portion	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Unsecured</b>				
Sales tax deferral liability/loan, an incentive under Package Scheme of Incentives 1983 and 1993 - interest free, partially prepaid	111.77	57.74	0.58	1.45
	111.77	57.74	0.58	1.45
Amount disclosed under the head 'other current liabilities' [See note 8]	-	-	(0.58)	(1.45)
	111.77	57.74	-	-

**Terms of repayment:**

Sales tax deferral liability/loan is repayable, free of interest, over predefined equal annual instalments (6/7) after the expiry of a specified period (12/18 years) from the initial date of deferral of liability, as per respective schemes of incentive.

**Repayment schedule**

Repayable to IDBI				
May 14	-	-	-	1.45
May 15	-	0.58	0.58	-
Repayable to Sales tax department				
May 32	8.17	8.17	-	-
May 33	15.97	8.17	-	-
May 34	15.97	8.17	-	-
May 35	15.97	8.17	-	-
May 36	15.97	8.16	-	-
May 37	15.97	8.16	-	-
May 38	15.96	8.16	-	-
May 39	7.79	-	-	-
	111.77	57.74	0.58	1.45

Notes to financial statements for the year ended 31 March 2015 (Contd.)

## 5 Deferred tax liabilities (net)

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
<b>Deferred tax liability</b>		
On account of timing difference in		
Depreciation	291.45	287.36
Adjustment of carrying value of tangible assets against retained earnings	(14.65)	–
Amortisation of discount on acquisition of fixed income securities	1.97	2.21
<b>Gross deferred tax liability</b>	<b>278.77</b>	<b>289.57</b>
<b>Deferred tax asset</b>		
On account of timing difference in		
Voluntary Retirement Scheme costs	25.50	33.33
Inventory valuation (section 145A of the Income Tax Act, 1961)	37.35	32.18
Provision for bad and doubtful debts, DEPB, ICDs etc.	3.09	2.94
Provision for privilege leave etc.	27.54	20.58
Taxes, duties, others etc.	16.63	16.33
Amortisation of premium/discount on acquisition of fixed income securities	–	1.30
Adjustments on account of gratuity provisions	26.86	39.50
Transitional provision for diminution in value of investments	0.22	0.23
<b>Gross deferred tax asset</b>	<b>137.19</b>	<b>146.39</b>
	<b>141.58</b>	<b>143.18</b>

## 6 Other long-term liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Annuity payable to VRS optees	57.59	87.43
	57.59	87.43

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**7 Provisions**

Particulars	(₹ In Crore)			
	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Provision for employee benefits</b> [See note 34]				
Provision for gratuity	77.61	116.21	-	-
Provision for compensated absences	-	-	79.56	60.54
Provision for welfare scheme	4.83	4.78	0.38	0.38
	82.44	120.99	79.94	60.92
<b>Other provisions</b>				
Provision for warranties	-	-	23.16	27.30
Provision for tax (net of tax paid in advance)	-	-	71.90	71.75
Proposed dividend*	-	-	1,446.84	1,446.84
Tax on proposed dividend	-	-	287.73	245.89
	-	-	1,829.63	1,791.78
	82.44	120.99	1,909.57	1,852.70

**Provision for warranties**

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
At the beginning of the year	27.30	32.52
Arising during the year	16.18	12.40
Utilised during the year	20.32	17.62
<b>At the end of the year</b>	<b>23.16</b>	<b>27.30</b>

\* Dividend per equity share proposed and recognised as distribution to equity shareholders, for the year ended 31 March 2015 and 2014 amounts to ₹ 50 for both the years.



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**8 Current liabilities**

Particulars	As at 31 March	
	2015	2014
<b>Trade payables</b>		
Dues to micro and small enterprises*	12.83	10.89
Other than dues to micro and small enterprises	1,786.92	2,100.51
	1,799.75	2,111.40
<b>Other current liabilities</b>		
Current maturities of long-term borrowings [See note 4]	0.58	1.45
Annuity payable to VRS optees	29.95	31.37
Advance received from customers	439.57	449.11
Investor Education Protection Fund (previous year ₹ 480)	—	—
Security deposits	17.28	19.32
Unclaimed dividend	11.08	9.20
Book overdraft	0.25	—
Directors' remuneration and commission payable	25.36	23.66
Employee benefits payable	23.62	43.35
Taxes and duties payable	72.62	64.69
Other payables	147.16	123.99
	767.47	766.14
	2,567.22	2,877.54

\* Considering the Company has been extended credit period upto 45 days by its vendors and payments being released on a timely basis, there is no liability towards interest on delayed payments under 'The Micro, Small and Medium Enterprises Development Act 2006' during the year. There is also no amount of outstanding interest in this regard, brought forward from previous years. The above information is on basis of intimation received, on requests made by the Company, with regards to vendors registration under the said Act.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**9 Fixed assets (tangible and intangible assets)**

(₹ In Crore)

Particulars	Gross block (a)			As at 31 Mar 15	Depreciation				Net block		
	As at 31 Mar 14	Additions	Deductions/ adjustments		As at 31 Mar 14	Adjustments (f)	Deductions	For the year (d) (f)	As at 31 Mar 15	As at 31 Mar 15	As at 31 Mar 14
<b>Tangible assets</b>											
Land freehold	20.22	-	0.04	20.18	-	-	-	-	-	20.18	20.22
Land leasehold	55.65	-	0.66	54.99	-	-	-	-	-	54.99	55.65
Buildings (b) (c) (e)	686.30	65.56	0.14	751.72	173.42	15.47	0.02	22.36	211.23	540.49	512.88
Waterpumps, reservoirs and mains	13.89	0.45	-	14.34	7.32	0.08	-	0.89	8.29	6.05	6.57
Plant and machinery	1,635.82	47.64	180.57	1,502.89	1,108.37	5.68	163.58	76.28	1,026.75	476.14	527.45
Computers and IT Equipment	58.94	11.32	2.63	67.63	38.38	3.71	2.51	9.82	49.40	18.23	20.56
Dies and jigs	535.01	68.70	13.23	590.48	369.54	0.68	10.86	42.74	402.10	188.38	165.47
Electric installations	70.68	1.96	-	72.64	34.32	6.97	-	8.89	50.18	22.46	36.36
Factory equipments	281.57	28.21	15.67	294.11	110.79	0.89	12.88	19.62	118.42	175.69	170.78
Furniture	28.03	4.22	0.19	32.06	13.59	0.46	0.09	5.01	18.97	13.09	14.44
Office equipment	41.13	1.48	0.04	42.57	12.68	6.98	0.02	7.64	27.28	15.29	28.45
Electric fittings	22.09	1.06	0.11	23.04	9.10	1.28	0.02	2.97	13.33	9.71	12.99
Vehicles and aircraft	627.71	15.54	8.99	634.26	193.49	0.13	3.85	67.95	257.72	376.54	434.22
<b>Total tangible assets</b>	<b>4,077.04</b>	<b>246.14</b>	<b>222.27</b>	<b>4,100.91</b>	<b>2,071.00</b>	<b>42.33</b>	<b>193.83</b>	<b>264.17</b>	<b>2,183.67</b>	<b>1,917.24</b>	2,006.04
Previous year total	3,828.85	391.78	143.59	4,077.04	2,024.42	-	130.99	177.57	2,071.00	2,006.04	
<b>Intangible assets</b>											
Technical know-how	-	-	-	-	-	-	-	-	-	-	-
<b>Total Intangible assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Previous year total	-	-	-	-	-	-	-	-	-	-	-

- (a) At cost, except leasehold land and technical know-how which is at cost, less amounts written off.
- (b) Includes premises on ownership basis in Co-operative Society ₹ 9.06 crore and cost of shares therein ₹ 2,000
- (c) Includes premises purchased, pending registration amounting to ₹ 15.3 crore.
- (d) Refer note 1 clause 3) A. and B. of summary of significant accounting policies.
- (e) Excludes premises classified as Investment property which has been given on lease, and accordingly the depreciation for the year thereon amounting to ₹ 2.57 crore (previous year ₹ 1.38 crore) has been reduced from the same under Investments in note 10.
- (f) Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1 April 2014, the Company has re-worked depreciation with reference to the estimated economic lives of fixed assets in the manner prescribed by Schedule II to the Act as against past practice of providing at the minimum of rates prescribed in Schedule XIV of the Companies Act, 1956. In case of any asset whose useful life has completed at the beginning of the year, the carrying value, net of residual value, as at 1 April 2014 has been adjusted to the retained earnings and in other cases the carrying value has been depreciated over the remaining of the revised life of the assets and recognised in the Statement of Profit and Loss. Depreciation Adjustments as disclosed above includes ₹ 42.33 crore adjusted against retained earnings. As a result of this change, the charge of depreciation in Statement of Profit and Loss is higher by ₹ 59.96 crore.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**10 Investments**

(₹ In Crore)

Particulars	Non-current portion		Current portion	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>(A) Long-term Investments:</b>				
<b>In Investment Property:</b>				
<b>Unquoted:</b>				
Cost of premises given on operating lease	67.98	67.88	-	-
Add: Additions during the year	-	0.10	-	-
Less: Accumulated depreciation	6.46	3.89	-	-
	61.52	64.09	-	-
<b>In Government and Trust Securities:</b>				
<b>Quoted:</b>				
11.83% Government of India Stock 2014 of face value of ₹ 3,500,000 (net of provision for diminution amounting to ₹ Nil - previous year ₹ 0.04 crore)	-	-	-	0.47
Less: Amortisation of premium/(discount) on acquisition	-	-	-	0.12
	-	-	-	0.35
<b>Unquoted:</b>				
6 Years National Saving Certificates of the face value of ₹ 98,500	0.01	0.01	-	-
<b>In Fully Paid Equity Shares:</b>				
<b>Trade:</b>				
<b>In Subsidiary Company:</b>				
<b>Unquoted:</b>				
1,980,000 Shares of Euro 100 each in Bajaj Auto International Holding B V Amsterdam, Netherlands	1,218.72	1,218.72	-	-
411,875 Shares of US \$ 100 each in PT. Bajaj Auto Indonesia	205.57	205.57	-	-
Less: Provision for diminution in the value of investment	201.57	201.57	-	-
	4.00	4.00	-	-
	1,222.72	1,222.72	-	-
<b>In Bonds and Debentures:</b>				
<b>Fully paid:</b>				
<b>Others:</b>				
<b>Quoted:</b>				
150 8.75% Axis Bank Ltd. of ₹ 1,000,000 each	-	15.77	15.77	-
200 8.85% Corporation Bank of ₹ 1,000,000 each	21.63	21.63	-	-
Carried over	21.63	37.40	15.77	-
Carried over	1,284.25	1,286.82	-	0.35



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**10 Investments** (Contd.)

		(₹ In Crore)			
Particulars		Non-current portion		Current portion	
		As at 31 March		As at 31 March	
		2015	2014	2015	2014
	Brought over	1,284.25	1,286.82	-	0.35
<b>In Bonds and Debentures: (Contd.)</b>					
<b>Fully paid: (Contd.)</b>					
<b>Others: (Contd.)</b>					
<b>Quoted: (Contd.)</b>					
	Brought over	21.63	37.40	15.77	-
748	9.00% Canara Bank of ₹ 1,000,000 each	81.16	81.16	-	-
500	8.25% HDFC Bank Ltd. of ₹ 1,000,000 each	-	52.01	52.01	-
	- (250) 8.40% Housing Development Finance Corporation Ltd. of ₹ 1,000,000 each	-	-	-	25.00
350	9.75% Housing Development Finance Corporation Ltd. of ₹ 1,000,000 each	-	36.77	36.77	-
3,000	6.70% Indian Railway Finance Corporation Ltd. - Tax Free of ₹ 100,000 each	30.00	30.00	-	-
250	10.70% Indian Oil Corporation Ltd. of ₹ 1,000,000 each	30.25	30.25	-	-
	- (50) 9% Indian Railway Finance Corporation Ltd. - Tax Free- of ₹ 1,000,000 each	-	-	-	5.00
30,000	7% Industrial Development Bank of India Ltd. of ₹ 5,000 each (net of provision for diminution amounting to ₹ 1.95 crore - previous year ₹ 1.95 crore)	13.47	13.47	-	-
19,632	(-) Zero Coupon National Bank for Agriculture and Rural Development of ₹ 20,000 each	28.95	-	-	-
	- (150) 10.05% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	-	-	-	16.49
	- (3,200) 8.40% ONGC Videsh Ltd. of ₹ 1,000,000 each	-	-	-	333.88
	- (500) 8.45% Power Finance Corporation Ltd. of ₹ 1,000,000 each	-	-	-	52.68
	- (100) 8.50% Power Finance Corporation Ltd. of ₹ 1,000,000 each	-	-	-	10.61
	- (150) 8.90% Power Finance Corporation Ltd. of ₹ 1,000,000 each	-	-	-	15.86
500	(1,450) 8.95% Power Finance Corporation Ltd. of ₹ 1,000,000 each	51.70	51.70	-	99.79
100	11.25% Power Finance Corporation Ltd. of ₹ 1,000,000 each	12.29	12.29	-	-
100	7.39% Power Grid Corporation of India Ltd. of ₹ 1,000,000 each	-	10.23	10.23	-
1,160	(1,240) 8.84% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	99.51	152.03	52.52	10.44
480	8.90% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	-	63.36	63.36	-
	Carried over	368.96	570.67	230.66	569.75
	Carried over	1,284.25	1,286.82	-	0.35

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**10 Investments** (Contd.)

Particulars	(₹ In Crore)			
	Non-current portion		Current portion	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	1,284.25	1,286.82	–	0.35
<b>In Bonds and Debentures: (Contd.)</b>				
<b>Fully paid: (Contd.)</b>				
<b>Others: (Contd.)</b>				
<b>Quoted: (Contd.)</b>				
Brought over	368.96	570.67	230.66	569.75
80 (120) 9.33% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	10.99	10.99	–	5.47
– (40) 9.47% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	–	–	–	5.23
147 9.35% Punjab National Bank of ₹ 1,000,000 each	16.04	16.04	–	–
58,520 Zero Percent Rural Electrification Corporation Ltd. of ₹ 30,000 each	78.87	78.87	–	–
– (250) 8.45% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	–	–	–	26.11
150 9.90% Tata Sons Ltd. of ₹ 1,000,000 each	–	15.83	15.83	–
50 8.80% Ultra Tech Cement Ltd. of ₹ 1,000,000 each	–	5.25	5.25	–
	474.86	697.65	251.74	606.56
Less: Amortisation of premium/(discount) on acquisition	(21.93)	(8.46)	9.62	19.65
	496.79	706.11	242.12	586.91
<b>In Mutual Fund Units:</b>				
<b>Unquoted:</b>				
215,000,000 Units of Axis Fixed Term Plan Direct Growth (Series 43/47/49/52/55/59/60)	–	215.00	215.00	–
704,000,000 (716,000,000) Units of Birla Sun Life Fixed Term Plan Growth (Series GA/GB/GF/IY/JR/JX/KA/KE/KH/KJ/KO/KP/KR/KT/KW/KX/LV/MA/MD/MK)	138.00	566.00	566.00	150.00
90,000,000 (325,000,000) Units of DSP Blackrock Fixed Maturity Plan Direct Growth (Series 36/37/88/89/91/93/151/152)	–	90.00	90.00	235.00
440,000,000 (369,000,000) Units of DWS Fixed Maturity Direct Plan Growth (Series 23/30/33/37/45/47/49/52/53/54/57/63/82/87)	121.00	319.00	319.00	50.00
691,000,000 (620,000,000) Units of HDFC Fixed Maturity Plan (Series 24/29/31/32)	161.00	530.00	530.00	90.00
912,000,000 (716,000,000) Units of ICICI - Prudential Fixed Maturity Plan (Series 65 [Plan C/D/J], 66[A/C], 67[E], 68[L], 69[B/D], 70[S], 71[B/D/H/L], 72[B/E/J/L/S], 73[G], 75[F/H/J/N/O/P/R/T], 76[D/F/G/T/U/V])	486.00	426.00	426.00	290.00
Carried over	906.00	2,146.00	2,146.00	815.00
Carried over	1,781.04	1,992.93	242.12	587.26

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**10 Investments** (Contd.)

		(₹ In Crore)			
Particulars		Non-current portion		Current portion	
		As at 31 March		As at 31 March	
		2015	2014	2015	2014
	Brought over	1,781.04	1,992.93	242.12	587.26
<b>In Mutual Fund Units: (Contd.)</b>					
<b>Unquoted: (Contd.)</b>					
	Brought over	906.00	2,146.00	2,146.00	815.00
357,933,563	(412,000,000) Units of IDFC Fixed Term Plan Growth (Series -2/9/21/26/29/39/48/51/57/60/64/66/70/72/74/75/77/78/79/86/88)	5.93	337.00	352.00	75.00
86,000,000	Units of JP Morgan India Fixed Maturity Plan Direct Growth (Series 30/33)	-	86.00	86.00	-
445,000,000	(460,000,000) Units of Kotak Fixed Maturity Plan Growth (Series 95/97/98/132/133/141/142/145/146/150/151/152/160/163/171)	100.00	370.00	345.00	90.00
185,000,000	Units of L&T Fixed Maturity Plan Direct Growth (Series 9[Plan E/J], 10[B/H/M/Q/S/T])	-	185.00	185.00	-
699,431,721	(718,000,000) Units of Reliance Fixed Horizon Fund Growth (Plan XXII [Series 21/26/29/33/37/38/39], XXIII [1/2/9/10], XXIV [6/22], XXV [1/6/11/13/16/17/19/21/22/27/28/30], XXVII [4/6/7/8/11], XXVIII [2/4])	208.00	448.00	491.43	270.00
208,000,000	(110,000,000) Units of Religare Invesco Fixed Maturity Plan Direct Growth (Series 22[Plan F/L], 23[B/G], 24[D/F], 25[A/F])	118.00	90.00	90.00	20.00
400,788,718	(365,000,000) Units of SBI Debt Fund Direct Plan Growth (Series 1/13/54/A1/A2/A3/A5/A9/A10/B2/B3/B6)	85.79	315.00	315.00	50.00
90,000,000	(120,000,000) Units of Sundaram Fixed Term Plan Direct Growth (Series ER/EX/FD/FF/FJ/GU)	20.00	70.00	70.00	50.00
159,000,000	(184,000,000) Units of Tata Fixed Maturity Plan Growth (Series 42[Plan G], 46[K/M/N/Q/R/T])	-	159.00	159.00	25.00
189,000,000	(119,000,000) Units of UTI Fixed Maturity Plan Growth (Series XIII-IV/XIV-VIII/XVII-VII/XVII-XIV/XX-VIII/XX-X)	128.00	61.00	61.00	58.00
		1,571.72	4,267.00	4,300.43	1,453.00
<b>Total (A)</b>		<b>3,352.76</b>	<b>6,259.93</b>	<b>4,542.55</b>	<b>2,040.26</b>
<b>(B) Current Investments:</b>					
<b>In Commercial Paper:</b>					
<b>Unquoted:</b>					
1,000	(-) Commercial Paper of ₹ 500,000 each of Small Industries Development Bank of India 364D - 24-03-2016	-	-	46.06	-
	Less: Amortisation of premium/(discount) on acquisition	-	-	(0.05)	-
		-	-	46.11	-
	Carried over	-	-	46.11	-



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**10 Investments (Contd.)**

Particulars	(₹ In Crore)			
	Non-current portion		Current portion	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	-	-	46.11	-
<b>In Certificate of Deposit:</b>				
<b>Unquoted:</b>				
- (5,000) Certificate of Deposit of ₹ 100,000 each of Bank of India- 06-03-2015	-	-	-	46.01
5,000 (-) Certificate of Deposit of ₹ 100,000 each of Bank of India- 04-03-2016	-	-	46.33	-
- (5,000) Certificate of Deposit of ₹ 100,000 each of Canara Bank- 27-02-2015	-	-	-	46.07
7,500 (-) Certificate of Deposit of ₹ 100,000 each of Canara Bank - 01-03-2016	-	-	69.63	-
7,500 (-) Certificate of Deposit of ₹ 100,000 each of Canara Bank - 09-03-2016	-	-	69.58	-
10,000 (-) Certificate of Deposit of ₹ 100,000 each of Canara Bank - 23-03-2016	-	-	92.32	-
- (10,000) Certificate of Deposit of ₹ 100,000 each of Oriental Bank of Commerce- 22-05-2014	-	-	-	92.49
- (2,500) Certificate of Deposit of ₹ 100,000 each of State Bank of Patiala 20-12-2014	-	-	-	23.37
5,000 (-) Certificate of Deposit of ₹ 100,000 each of State Bank of Patiala - 23-03-2016	-	-	46.14	-
5,000 (-) Certificate of Deposit of ₹ 100,000 each of Union Bank of India - 18-03-2016	-	-	46.20	-
	-	-	370.20	207.94
Less: Amortisation of premium/(discount) on acquisition	-	-	(0.23)	(6.50)
	-	-	370.43	214.44
<b>In Bonds and Debentures:</b>				
<b>Fully paid:</b>				
<b>Others:</b>				
<b>Quoted:</b>				
100 (-) 9.85% HDB Financial Services Ltd. of ₹ 500,000 each	-	-	5.01	-
20 (-) 7.75% HDFC Bank Ltd. of ₹ 1,000,000 each	-	-	1.99	-
800 (-) Zero Percent Housing Development Finance Corporation Ltd. of ₹ 1,000,000 each	-	-	81.92	-
750 (-) 9.60% Housing Development Finance Corporation Ltd. of ₹ 1,000,000 each	-	-	75.12	-
200 (-) 9.85% Housing Development Finance Corporation Ltd. of ₹ 1,000,000 each	-	-	20.03	-
750 (-) 9.02% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	-	74.85	-
Carried over	-	-	258.92	-
Carried over	-	-	416.54	214.44

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**10 Investments** (Contd.)

Particulars	(₹ In Crore)			
	Non-current portion		Current portion	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	-	-	416.54	214.44
<b>In Bonds and Debentures: (Contd.)</b>				
<b>Fully paid: (Contd.)</b>				
<b>Others: (Contd.)</b>				
<b>Quoted: (Contd.)</b>				
Brought over	-	-	258.92	-
700 (-) 9.60% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	-	70.11	-
450 (-) 9.90% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	-	45.04	-
100 (-) 9.99% Sundaram Finance Ltd. of ₹ 1,000,000 each	-	-	10.00	-
100 (-) 9.83% Tata Capital Financial Services Ltd. of ₹ 1,000,000 each	-	-	10.01	-
750 (-) 9.98% Tata Sons Ltd. of ₹ 1,000,000 each	-	-	75.07	-
	-	-	469.15	-
Less: Amortisation of premium/(discount) on acquisition	-	-	(3.87)	-
	-	-	473.02	-
<b>In Mutual Fund Units:</b>				
<b>Unquoted:</b>				
15,000,000 (-) Units of Axis Fixed Term Plan Growth (Series 55)	-	-	16.39	-
17,984,075 (-) Units of DWS Premier Bond Fund Direct Plan -Growth	-	-	40.00	-
15,000,000 (-) Units of DWS Fixed Maturity Plan Growth (Series 52)	-	-	16.37	-
43,250,000 (-) Units of HDFC Fixed Maturity Plan Growth (Series 29)	-	-	47.35	-
37,226,201 (-) Units of ICICI Prudential Blended Plan B Direct Plan Growth Option	-	-	75.00	-
26,500,000 (-) Units of ICICI Prudential Fixed Maturity Plan (Series 72 [Plan L/S])	-	-	28.99	-
6,300,000 (-) Units of IDFC Fixed Term Plan Growth (Series 70)	-	-	6.90	-
10,000,000 (-) Units of Kotak Fixed Maturity Plan Growth (Series 145)	-	-	10.87	-
42,062,168 (-) Units of Reliance Floating Rate Fund Short-term Plan Direct Growth Plan	-	-	90.00	-
5,500,000 (-) Units of Reliance Fixed Horizon Fund Growth (XXV) (Series 21)	-	-	6.01	-
54,599 (173,706.701) Units of SBI Premier Liquid Fund Direct Plan - Growth	-	-	12.00	35.00
Carried over	-	-	349.88	35.00
Carried over	-	-	889.56	214.44

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**10 Investments** (Contd.)

Particulars	(₹ In Crore)			
	Non-current portion		Current portion	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	-	-	889.56	214.44
<b>In Mutual Fund Units: (Contd.)</b>				
<b>Unquoted: (Contd.)</b>				
Brought over	-	-	349.88	35.00
17,000,000 (-) Units of TATA Fixed Maturity Plan Growth (Series 46[Plan M/Q])	-	-	18.57	-
	-	-	368.45	35.00
<b>Total (B)</b>	-	-	1,258.01	249.44
<b>Total (A+B)</b>	3,352.76	6,259.93	5,800.56	2,289.70
Aggregate provision for diminution in value of investments	203.52	203.52	-	0.04

Particulars	(₹ In Crore)			
	Book value		Market value	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Quoted	1,211.93	1,293.37	1,214.41	1,277.50
Unquoted	7,941.39	7,256.26		
Total	9,153.32	8,549.63		

**Notes to Investments**

1. National Saving Certificate of face value of ₹ 8,500 deposited with Government Departments.
2. Quoted investments for which quotations are not available, if any, 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.
3. 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 a temporary nature. On an assessment of the non-performing investments (quoted and unquoted) as per the guidelines adopted by the Management, no provision has been determined during the year ended 31 March 2015.
4. Refer note 1 clause 4 for accounting policy and valuation principles for investments.



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**11 Loans and advances**

(Unsecured, good, unless stated otherwise)

(₹ In Crore)

Particulars	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Capital advances</b>	93.32	138.98	-	-
<b>Security deposits</b>	27.05	26.46	-	-
<b>Loan and advances to related parties</b> [See note 36]	-	-	7.14	2.06
<b>Advances recoverable in cash or kind</b>				
Unsecured considered good	26.64	18.28	75.39	151.48
Doubtful	4.67	4.61	-	-
	31.31	22.89	75.39	151.48
Provision for doubtful advances	4.67	4.61	-	-
	26.64	18.28	75.39	151.48
<b>Other loans and advances</b>				
VAT refund receivable	67.19	260.94	850.59	564.98
Excise duty rebate receivable on export	-	-	311.23	216.78
Advance income tax (net of provision for tax)	277.81	250.26	-	-
Balances with Central Excise Department	19.06	25.00	17.26	43.15
	364.06	536.20	1,179.08	824.91
	511.07	719.92	1,261.61	978.45

Security deposits include a sum of ₹ 9.92 crore (previous year ₹ 9.92 crore) against use of premises on a Leave License basis, placed with directors and their relatives, jointly and severally.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**12 Other assets**  
(Unsecured, good, unless stated otherwise)

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Non-current bank balances [See note 15]	0.02	1.02	-	-
	0.02	1.02	-	-
<b>Others</b>				
Investments redemption proceeds receivable	-	-	-	125.00
Interest receivable on investments	-	-	26.49	13.52
Interest receivable on loans, deposits etc.	-	-	0.42	0.39
Export incentives receivable				
Unsecured considered good				
(Non-current previous year ₹ 28,682)	0.02		263.79	204.45
Doubtful	5.73	5.74	-	-
	5.75	5.74	263.79	204.45
Provision for doubtful export incentives	5.73	5.74	-	-
	0.02	-	263.79	204.45
Valuation gains on derivative hedging instruments [See note 26]	-	-	56.14	73.71
	0.02	-	346.84	417.07
	0.04	1.02	346.84	417.07

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**13 Inventories\***

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Raw materials and components [includes in transit ₹ 78.15 crore (previous year: ₹ 19.75 crore)]	303.36	188.79
Work-in-progress	28.65	24.96
Finished goods		
Vehicles (manufactured)	310.85	279.12
Vehicles (traded)	0.87	1.53
Auto spare parts (manufactured)	18.37	15.02
Auto spare parts (traded)	131.66	112.21
Stores, spares and packing material	17.47	13.07
Loose tools	2.92	5.02
	<b>814.15</b>	<b>639.72</b>

\* Refer note 1 clause 5 for accounting policy on valuation of inventories.

**Details of Inventory**

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
<b>Raw materials and components</b>		
Ferrous metal	3.63	5.30
Non-ferrous metal	2.26	4.78
Components	259.12	145.51
Tyres and tubes	34.18	30.57
Others	4.17	2.63
	<b>303.36</b>	<b>188.79</b>
<b>Work-in-progress</b>		
Vehicles	-	-
Factory made components	28.65	24.96
	<b>28.65</b>	<b>24.96</b>
<b>Finished goods</b>		
Vehicles (manufactured)	310.85	279.12
Vehicles (traded)	0.87	1.53
Auto spare parts (manufactured)	18.37	15.02
Auto spare parts (traded)	131.66	112.21
	<b>461.75</b>	<b>407.88</b>



Notes to financial statements for the year ended 31 March 2015 (Contd.)

#### 14 Trade receivables

(Unsecured, considered good, unless stated otherwise)

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>				
Good	-	-	0.19	-
Doubtful	4.26	1.38	-	-
	4.26	1.38	0.19	-
Provision for doubtful receivable	4.26	1.38	-	-
	-	-	0.19	-
<b>Others, good</b>	-	-	716.77	796.21
	-	-	716.96	796.21

#### 15 Cash and bank balances

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Cash and cash equivalents</b>				
<b>Balances with banks</b>				
In current accounts	-	-	574.95	414.72
<b>Cash on hand</b>	-	-	0.12	0.08
<b>Cash equivalents</b>				
Cheques/drafts on hand	-	-	-	71.48
	-	-	575.07	486.28
<b>Other bank balances</b>				
Unclaimed dividend accounts	-	-	11.08	9.20
Deposits with residual maturity for more than 12 months	0.02	0.02	-	-
Margin money deposit	-	1.00	-	-
	0.02	1.02	11.08	9.20
Amount disclosed under non-current assets [See note 12]	(0.02)	(1.02)	-	-
	-	-	586.15	495.48

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**16 Revenue from operations**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
<b>Revenue from operations</b>		
<b>Sale of products</b>	22,013.21	20,727.04
Less: Excise duty on sale of products	909.28	1,009.40
<b>Net sales</b>	<b>21,103.93</b>	<b>19,717.64</b>
<b>Other operating revenue</b>		
Scrap sales	56.09	54.82
Export incentives	409.42	335.94
Royalty	42.29	40.59
Technical know-how fees	0.28	0.52
	<b>508.08</b>	<b>431.87</b>
	<b>21,612.01</b>	<b>20,149.51</b>

**Details of products sold**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
<b>Sale of products</b>		
Vehicles (manufactured)	19,727.64	18,800.53
Vehicles (traded)	33.80	24.57
Auto spare parts (manufactured)	295.01	241.97
Auto spare parts (traded)	1,956.76	1,659.97
	<b>22,013.21</b>	<b>20,727.04</b>

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**17 Other income**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
<b>Investment income:</b>		
Interest income on		
Bank deposits	–	0.02
Long-term investments	103.53	214.90
Current investments	21.75	–
Amortisation of (premium)/discount on acquisition of fixed income securities on		
Long-term investments	(2.94)	(32.96)
Current investments	61.93	159.24
	184.27	341.20
Dividend income on		
Long-term investments in subsidiaries	–	27.08
Profit on sale of investments, net*	192.50	54.84
Surplus on redemption of securities, net*	0.19	–
	376.96	423.12
<b>Others:</b>		
Interest - others	48.18	57.97
Rent	20.90	18.79
Insurance claims	0.46	0.26
Miscellaneous receipts	71.55	68.63
Surplus on sale of assets	3.54	2.25
Sundry credit balances appropriated	0.80	1.46
Provision for doubtful debts and advances written back	0.88	0.60
Less: Write backs on account of amounts written off during the year, as per contra	0.78	–
	0.10	0.60
Provision no longer required	50.29	38.74
Gains on exchange fluctuations	9.64	14.85
Gain on repayment of sales tax deferral liability/loan	–	79.74
	205.46	283.29
	582.42	706.41

\* Including on current investments ₹ 42.59 crore (previous year ₹ 42.37 crore)



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**18 Cost of raw material and components consumed**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Ferrous metal	88.16	98.92
Non-ferrous metal	0.36	0.32
Components	13,009.61	12,177.58
Tyres and tubes	593.93	601.03
Others	60.73	58.62
	<b>13,752.79</b>	<b>12,936.47</b>

**19 Purchases of traded goods**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Vehicles	28.17	21.57
Auto spare parts	1,126.40	937.53
	<b>1,154.57</b>	<b>959.10</b>

**20 (Increase)/decrease in inventories**

Particulars	(₹ In Crore)		
	For the year ended 31 March		
	2015	2014	(Increase)/ Decrease
<b>Inventories at the end of the year</b>			
Work-in-progress	28.65	24.96	(3.69)
Finished goods			
Vehicles (manufactured)	310.85	279.12	(31.73)
Vehicles (traded)	0.87	1.53	0.66
Auto spare parts (manufactured)	18.37	15.02	(3.35)
Auto spare parts (traded)	131.66	112.21	(19.45)
	<b>490.40</b>	<b>432.84</b>	<b>(57.56)</b>
<b>Inventories at the beginning of the year</b>			
Work-in-progress	24.96	26.56	1.60
Finished goods			
Vehicles (manufactured)	279.12	248.89	(30.23)
Vehicles (traded)	1.53	1.51	(0.02)
Auto spare parts (manufactured)	15.02	12.72	(2.30)
Auto spare parts (traded)	112.21	124.26	12.05
	<b>432.84</b>	<b>413.94</b>	<b>(18.90)</b>
	<b>(57.56)</b>	<b>(18.90)</b>	

Notes to financial statements for the year ended 31 March 2015 (Contd.)

## 21 Employee benefits expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Salaries, wages and bonus to employees	675.71	579.51
Remuneration to whole-time directors	32.06	30.10
Contribution to provident and other funds	130.41	64.62
Staff welfare expenses	59.12	52.35
	<b>897.30</b>	<b>726.58</b>

## 22 Finance costs

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Interest expense	6.49	0.49
	<b>6.49</b>	<b>0.49</b>

## 23 Depreciation and amortisation

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Depreciation on tangible assets	264.17	177.57
Depreciation on investment property	2.57	1.38
Amount written off against leasehold land	0.66	0.66
	<b>267.40</b>	<b>179.61</b>

## 24 Other expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Stores and tools consumed	131.69	124.98
Power, fuel and water	114.70	106.16
Excise duty on increase/(decrease) in stocks of finished goods	11.51	(8.13)
Rent	9.90	9.84
Repairs to buildings	48.98	36.20
Repairs to machinery	143.99	101.81
Other repairs	6.76	6.66
Carried over	<b>467.53</b>	<b>377.52</b>

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**24 Other expenses (Contd.)**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Brought over	467.53	377.52
Insurance	2.39	2.62
Rates and taxes	4.01	5.38
Payment to auditor	1.51	1.39
Directors' fees and travelling expenses	1.51	0.33
Commission to non-executive directors	1.31	1.09
Travelling expenses	50.22	43.79
Miscellaneous expenses	246.73	185.74
Loss on derivative contracts on break in designation of hedge	-	2.11
Sales tax/VAT expenses	18.83	21.35
Packing material consumed	312.80	268.65
Freight and forwarding expenses	80.37	54.10
Advertisement	321.51	262.33
Vehicle service charges and other expenses	89.77	62.87
Commission and discount	55.45	42.87
Incentives and sales promotion	29.77	23.71
Donations	9.50	0.17
Contribution to Bajaj Electoral Trust	3.05	-
Expenditure towards Corporate Social Responsibility (CSR) activities	42.91	-
Bad debts and other irrecoverable debit balances written off	0.82	0.07
Less: Provisions made in earlier years in respect of amounts written off during the year, adjusted as per contra	0.78	-
	0.04	0.07
Valuation losses on derivative hedging instruments	50.22	76.81
Loss on assets sold, demolished, discarded and scrapped	15.16	7.56
Provision for doubtful debts and advances	3.82	1.18
Provision for diminution in value of investments	-	63.78
	1,808.41	1,505.42

**Payment to auditors**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
As auditor:		
Audit fee	1.00	1.00
Tax audit fee	0.07	0.07
Limited review	0.24	0.20
Other services (certification fees)	0.13	0.08
Reimbursement of expenses	0.07	0.04
	1.51	1.39



Notes to financial statements for the year ended 31 March 2015 (Contd.)

## 25 Exceptional items

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
NCCD payment	340.29	—
	340.29	—

The honourable high court of Uttarakhand has passed an order dated 9 October 2014 ruling that the levy of 'National Calamity Contingent Duty' (NCCD) is out of the purview of the exemptions granted to the Company under the scheme of incentives for industries in certain identified growth areas in Uttarakhand. Consequently the Company has paid the disputed duty for the period from 1 April 2007 to 30 September 2014, together with interest upto the date of payment and penalty.

The charge on account of this item has been disclosed as an exceptional item of expenditure.

## 26 Derivative hedging instruments

The Company has adopted the accounting treatment and disclosures in accordance with the principles laid down in Accounting Standards 30 and 32 on foreign currency derivative contracts.

The Company holds foreign currency derivative to hedge its foreign currency exposure. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The Company designates foreign currency derivatives as hedges of foreign currency risk associated with a highly probable forecast transaction (cash flow hedge).

The Company has entered into simple forward contracts and par forward contracts to hedge highly probable forecast export transactions. These instruments meet the Management's foreign exchange risk management objectives and also qualify for hedge accounting as per the principles of hedge accounting. The market value of instruments outstanding at the close of the year is a gain of ₹ 2.92 crore as against a gain of ₹ 1.95 crore in the previous year.

The Company has also entered into range forward contracts to hedge highly probable forecast transactions, where the export realisations of the Company are protected below a minimum pre-determined foreign exchange rate whereas the realisation advantages are available to the Company there from upto a higher pre-determined foreign exchange rate. The Company does not benefit by rupee depreciating beyond the pre-determined foreign exchange rate. These instruments meet the Management's foreign exchange risk management objectives and also qualify for hedge accounting as per the principles of hedge accounting. MTM gains/losses in respect of effective hedges is carried to the Hedge reserve and ineffectiveness, if any, including the time value of option contracts is recognised in the results, as per the principles of Accounting Standard 30. The market value of instruments outstanding at the close of the year indicate a gain aggregating to ₹ 53.22 crore as against a gain of ₹ 71.76 crore in the previous year.

The time value of option contracts aggregating a net loss of ₹ 50.22 crore after reversals, (previous year net loss of ₹ 76.81 crore) has been recognised as 'Other expenses'.

### Risk Management Policy and other disclosures

The exports of the Company, presently constituting substantial portion of the turnover, are at prices predetermined for each product in each region. These prices are fixed in USD based on an assumed USD/INR rate. (Budgeted rate of realisation). Exports are then effected at such price and hence it is desirable for the Company to shield itself from adverse movements in forex rates at a future date.

The Company also imports raw materials and components for its motorcycles etc. However, the value of such imports is not material as compared to the value of exports. Nevertheless, the Company may wish to secure its procurement prices in terms of INR to be able to forecast its pricing and profitability. Consequently the Company may wish to hedge such exposures, future and current, to achieve the aforesaid objective.

The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Company uses derivative financial instruments, such as foreign exchange forward and option contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of its forecasted cash flows and trade receivables.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

## 26 Derivative hedging instruments (Contd.)

The details in respect of the outstanding foreign exchange forward contracts including range forward and par forward contracts are given below. These contracts are due for maturity between one to twelve months. The table below summarises the notional amounts (amounts of contracts booked and outstanding) of foreign currency forward contracts into relevant maturity groupings based on the remaining period as at the 31 March 2015:

	As at 31 March 2015		As at 31 March 2014	
	Notional in USD Mn (Sell)	MTM Gain/(Loss) (₹ In Crore)	Notional in USD Mn (Sell)	MTM Gain/(Loss) (₹ In Crore)
<b>On export transactions:</b>				
Not later than 3 months	336.50	31.68	289.25	(0.42)
Later than three months and not later than six months	388.50	26.76	299.25	33.19
Later than six month and not later than one year	593.00	(2.30)	348.50	43.31
Later than one year	–	–	38.00	(2.37)
<b>Total</b>	<b>1,318.00</b>	<b>56.14</b>	<b>975.00</b>	<b>73.71</b>

### On import transactions: ₹ Nil

The fair values (Marked-to-market) of foreign currency derivative contracts outstanding as on 31 March 2015 and 31 March 2014 are as follows:

	As at 31 March 2015		As at 31 March 2014	
	Notional in USD Mn (Sell)	MTM Gain/(Loss) (₹ In Crore)	Notional in USD Mn (Sell)	MTM Gain/(Loss) (₹ In Crore)
<b>For export transactions:</b>				
Foreign currency derivative designated as hedging instruments - simple forward and par forward contracts	19.50	2.92	29.25	1.95
Foreign currency derivative designated as hedging instruments - range forward contracts	1,298.50	53.22	945.75	71.76
<b>Total</b>	<b>1,318.00</b>	<b>56.14</b>	<b>975.00</b>	<b>73.71</b>

### For import transactions: ₹ Nil

The fair value of forwards and foreign currency option contracts is determined based on the appropriate valuation techniques as given by the banks.

The cash flows from the hedges are expected to occur over the financial year 2015-16 and will accordingly flow to the Statement of Profit and Loss.

In respect of foreign currency derivative contracts designated as cash flow hedges for par forward contracts, the Company has recorded a net gain of ₹ 2.92 crore and ₹ 1.95 crore, as a component of equity (Hedge reserve) as at 31 March 2015 and 2014 respectively and a net gain of ₹ 8.40 crore and a net loss of ₹ 13.53 crore as part of revenue during the year ended 31 March 2015, and 2014 respectively and ₹ Nil (previous year loss of ₹ 2.60 crore) to the Statement of Profit and Loss on a break in the designation of the hedge.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**26 Derivative hedging instruments (Contd.)**

The movement of Hedge reserve – par forward is as follows:

Particulars	For the year ended 31 March	
	2015	2014
Opening balance	1.95	(16.32)
Add: Net gain recognised on cash flow hedges	9.37	2.14
Less: Net loss recognised on cash flow hedges	–	–
Less: Net gain reclassified to profit or loss	8.40	–
Add: Net loss reclassified to profit or loss	–	16.13
Closing balance	2.92	1.95

In respect of foreign currency derivative contracts designated as cash flow hedges for range forward contracts, the Company has recorded a net gain of ₹ 182.32 crore and ₹ 150.65 crore, as a component of equity (Hedge reserve) as at 31 March 2015 and 2014 respectively and a net gain of ₹ 85.10 crore and a net loss of ₹ 114.35 crore as part of revenue during the year ended 31 March 2015 and 2014 respectively and ₹ Nil (previous year gain of ₹ 0.49 crore) to the Statement of Profit and Loss on a break in the designation of the hedge.

The movement of Hedge reserve – range forward is as follows:

Particulars	For the year ended 31 March	
	2015	2014
Opening balance	150.65	18.04
Add: Net gain recognised on cash flow hedges	116.77	18.75
Less: Net loss recognised on cash flow hedges	–	–
Less: Net gain reclassified to profit or loss	85.10	–
Add: Net loss reclassified to profit or loss	–	113.86
Closing balance	182.32	150.65

Amount that was removed from appropriate equity account (Hedge reserve account) during the year ended 2015 and 2014 in respect of forecast transaction for which hedge accounting had previously been used, but which is no longer expected to occur is ₹ Nil and a loss of ₹ 2.11 crore respectively.

Amount that was removed from appropriate equity account (Hedge reserve account) during the period and included in the initial cost or other carrying amount of a non-financial asset or non-financial liability whose acquisition or incurrence was a hedged highly probable forecast transaction is ₹ Nil.

Amount in respect of the ineffectiveness which relates to time value of option contracts recognised in the Statement of Profit and Loss that arises from cash flow hedges is a loss of ₹ 129.10 crore as on 31 March 2015.

In respect of the Company's foreign currency derivative contracts outstanding as on 31 March 2015, a 10% increase in the exchange rates of the currency, underlying such contracts, as given by the banks would have resulted in an adverse movement by approximately ₹ 466.04 crore in the fair value of outstanding contracts.

In respect of the Company's foreign currency derivative contracts outstanding as on 31 March 2015, a 10% decrease in the exchange rates of the currency, underlying such contracts, as given by the banks would have resulted in a positive movement by approximately ₹ 666.07 crore in the fair value of outstanding contracts.



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**26 Derivative hedging instruments (Contd.)**

**Counter-party risk**

Counter-party risk encompasses settlement risk on foreign currency derivative contracts. Exposure to these risks is closely monitored and kept within predetermined parameters. The Company does not expect any losses from non-performance by these counter-parties.

The Company's policy is to transact with creditworthy banks, which are reviewed on an on-going basis. The following table depicts that the majority of the foreign currency derivatives are placed in highly rated banks:

(USD Million)

<b>Investment grade of outstanding foreign exchange forward contracts</b>	<b>As at 31 March 2015</b>
Highest safety	1,318.00
High safety	-
Adequate safety	-
<b>Total</b>	<b>1,318.00</b>

Highest safety represents a credit rating equivalent of AAA and A1+, High safety represents a credit rating equivalent of AA+, AA and Adequate safety represents a credit rating of A.

(USD Million)

<b>Open foreign exchange exposures outstanding at close of the year</b>	As at 31 March	
	<b>2015</b>	<b>2014</b>
Receivables	58	37
Payables	17	6
Others (EEFC balances)	88	45

**27 Earnings Per Share (EPS)**

<b>Particulars</b>	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
a Profit for the year (₹ In Crore)	2,813.74	3,243.32
Weighted average number of shares outstanding during the year (Nos)	289,367,020	289,367,020
b Earnings per share (Basic and Diluted) ₹	97.2	112.1
Face value per share ₹	10.0	10.0

Notes to financial statements for the year ended 31 March 2015 (Contd.)

## 28 Contingent liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
a Claims against the Company not acknowledged as debts	450.51	446.41
b Guarantees given by the Company to Housing Development Finance Corporation Ltd. - for loans to employees (₹ 28,529)		0.02
c Excise and Customs demand - matters under dispute and claims for refund of Excise Duty, if any, against Excise Duty Refund received in the earlier year	486.11	392.08
d Income tax matters - Appeal by Company	454.17	98.56
e Value Added Tax (VAT)/Sales Tax matters under dispute	126.30	116.11
f Claims made by temporary workmen Pending before various judicial/appellate authorities in respect of similar matters adjudicated by the Supreme Court. The matter is contingent on the facts and evidence presented before the courts/ adjudicating authorities and not necessarily likely to be influenced by the Supreme Court's order	Liability unascertained	Liability unascertained

## 29 Capital and other commitments

Particulars	(₹ In Crore)	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
a. Capital commitments, net of capital advances	77.65	117.40
b. Other commitments The Company has imported capital goods under the Export Promotion Capital Goods Scheme, of the Government of India, at concessional rates of duty on an undertaking to fulfill quantified exports against which remaining future obligation aggregates USD 59.15 million (Previous year - USD 30.41 million). Minimum export obligations to be fulfilled by the Company under the said scheme, by 31 March 2015 have been fulfilled. Non fulfillment of the balance of such future obligation, if any, entails options/rights to the Government to confiscate capital goods imported under the said licence and other penalties under the above referred scheme.		

## 30 Value of imports calculated on CIF basis

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Raw materials	14.27	37.24
Components	616.81	502.16
Vehicles and spare parts	14.86	15.49
Machinery spares	8.39	9.40
Capital goods	25.47	51.93
Tools, stores, etc.	21.16	8.90
	<b>700.96</b>	<b>625.12</b>
Converted in equivalent USD million at closing rate of 31 March	112	104

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**31 Expenditure in foreign currency** (accrual basis)

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Travelling expenses	9.87	8.57
Royalty, gross of tax	3.91	1.75
Technical consultancy, gross of tax	2.11	10.49
Interest	-	0.10
Research and Development expenses	-	3.55
Consultancy charges	3.18	1.52
Advertisement and publicity	74.28	39.49
Other matters	61.77	34.62
	<b>155.12</b>	<b>100.09</b>

**32 Imported and indigenous raw materials, components and spare parts consumed**

Particulars	For the year ended 31 March 2015		For the year ended 31 March 2014	
	(₹ In Crore)	Percentage	(₹ In Crore)	Percentage
	<b>Raw materials and components</b>			
Imported	588.04	4.28%	550.61	4.26%
Indigenously obtained	13,164.75	95.72%	12,385.86	95.74%
	<b>13,752.79</b>	<b>100.00%</b>	<b>12,936.47</b>	<b>100.00%</b>
<b>Auto spare parts consumed</b>				
Imported	18.26	1.65%	16.72	1.77%
Indigenously obtained	1,085.34	98.35%	930.56	98.23%
	<b>1,103.60</b>	<b>100.00%</b>	<b>947.28</b>	<b>100.00%</b>

**33 Earnings in foreign currency** (accrual basis)

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
F.O.B.Value of exports* (USD 1,524 million; previous year: USD 1,330 million)	9,410.42	7,931.46
Exchange gain/(loss) on derivative hedging instruments, debtors	4.26	11.53
Forwarding charges exports recovered	16.82	9.57
Interest	0.63	0.51
Royalty	2.55	2.61
Technical know-how fees	0.28	0.52
Others	8.55	7.66
	<b>9,443.51</b>	<b>7,963.86</b>

\* Excludes F.O.B. Value of rupee exports ₹ 347.37 crore (previous year - ₹ 267.37 crore)



Notes to financial statements for the year ended 31 March 2015 (Contd.)

### 34 Employee benefits

Liability for employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Accounting Standard 15 (Revised) the details of which are as hereunder.

#### Funded schemes

Particulars	(₹ In Crore)	
	<b>Gratuity</b>	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
<b>Amount to be recognised in Balance Sheet</b>		
Present value of funded obligations	351.65	253.71
Fair value of plan assets	(274.04)	(137.50)
<b>Net liability</b>	<b>77.61</b>	<b>116.21</b>
Amounts in Balance Sheet		
Liability	77.61	116.21
Assets	-	-
<b>Net liability</b>	<b>77.61</b>	<b>116.21</b>
<b>Expense to be recognised in the Statement of Profit and Loss</b>		
Current service cost	13.27	11.63
Interest on defined benefit obligation	23.57	17.54
Expected return on plan assets	(10.88)	(6.39)
Net actuarial losses/(gains) recognised in year	64.08	8.00
<b>Total, included in 'Employee benefits expense'</b>	<b>90.04</b>	<b>30.78</b>
Actual return on plan assets	14.97	8.86
<b>Reconciliation of benefit obligations and plan assets for the period</b>		
<b>Change in defined benefit obligation</b>		
<b>Opening defined benefit obligation</b>	<b>253.71</b>	<b>219.10</b>
Current service cost	13.27	11.63
Interest cost	23.57	17.54
Actuarial losses/(gains)	68.17	10.47
Benefits paid	(7.07)	(5.03)
<b>Closing defined benefit obligation</b>	<b>351.65</b>	<b>253.71</b>
<b>Change in fair value of assets</b>		
<b>Opening fair value of plan assets</b>	<b>137.50</b>	<b>90.01</b>
Expected return on plan assets	10.88	6.39
Actuarial gains/(losses)	4.09	2.47
Contributions by employer	128.64	43.66
Benefits paid	(7.07)	(5.03)
<b>Closing fair value of plan assets</b>	<b>274.04</b>	<b>137.50</b>
Expected employer's contribution next year	100.00	45.00

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**34 Employee benefits** (Contd.)

**Funded schemes** (Contd.)

(₹ In Crore)

Particulars	As at 31 March		
	2015	2015	2014
<b>Assets information</b>			
Insurer managed funds	274.04	100.00%	100.00%

(₹ In Crore)

Particulars	For the year ended 31 March				
	2011	2012	2013	2014	2015
<b>Experience adjustments</b>					
Defined benefit obligation	160.23	181.26	219.10	253.71	351.65
Plan assets	61.40	73.95	90.01	137.50	274.04
Surplus/(deficit)	(98.83)	(107.31)	(129.09)	(116.21)	(77.61)
Exp. adj. on plan liabilities	26.09	11.96	9.32	9.65	28.64
Exp. adj. on plan assets	1.03	1.26	1.57	2.47	4.09

As at 31 March

Particulars	2015	2014
<b>Principal actuarial assumptions (Expressed as weighted averages)</b>		
Discount rate (p.a.)	7.90%	9.35%
Expected rate of return on assets (p.a.)	7.50%	7.50%
Salary escalation rate (p.a.) – senior staff	10.00%	10.00%
Salary escalation rate (p.a.) – junior staff	10.00%	10.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

(₹ In Crore)

Particulars	Provident fund	
	2015	2014
As at 31 March		
<b>Amount to be recognised in Balance Sheet</b>		
Present value of funded obligations	664.68	568.88
Fair value of plan assets	(664.68)	(568.88)
<b>Net liability</b>	-	-
Amounts in Balance Sheet		
Liability	-	-
Assets	-	-
<b>Net liability</b>	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**34 Employee benefits** (Contd.)

**Funded schemes** (Contd.)

(₹ In Crore)

Particulars	Provident fund	
	As at 31 March	
	2015	2014
<b>Expense to be recognised in the Statement of Profit and Loss</b>		
Current service cost	22.60	22.30
Interest on defined benefit obligation	54.05	39.82
Expected return on plan assets	(53.11)	(43.08)
Net actuarial losses/(gains) recognised in year	(0.94)	3.26
<b>Total, included in 'Employee benefits expense'</b>	<b>22.60</b>	<b>22.30</b>
Actual return on plan assets	53.17	46.25
<b>Reconciliation of benefit obligations and plan assets for the period</b>		
<b>Change in defined benefit obligation</b>		
<b>Opening defined benefit obligation</b>	<b>568.88</b>	<b>483.55</b>
Current service cost	22.60	22.30
Interest cost	54.05	39.82
Actuarial losses/(gains)	(0.88)	6.44
Employee contributions	45.75	39.21
Liabilities assumed on acquisition/(settled on divestiture)	1.00	–
Benefits paid	(26.72)	(22.44)
<b>Closing defined benefit obligation</b>	<b>664.68</b>	<b>568.88</b>
<b>Change in fair value of assets</b>		
<b>Opening fair value of plan assets</b>	<b>568.88</b>	<b>483.55</b>
Expected return on plan assets	53.11	43.09
Actuarial gains/(losses)	0.06	3.17
Employer contributions during the period	22.60	22.30
Employee contributions during the period	45.75	39.21
Assets acquired on acquisition/(distributed on divestiture)	1.00	–
Benefits paid	(26.72)	(22.44)
<b>Closing fair value of plan assets</b>	<b>664.68</b>	<b>568.88</b>
Expected contribution for next year	24.86	24.53



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**34 Employee benefits (Contd.)**

**Funded schemes (Contd.)**

Particulars	As at 31 March		
	2015	2015	2014
(₹ In Crore)			
<b>Assets information</b>			
<b>Category of assets (% allocation)</b>			
Government of India securities	335.87	51.00%	49.00%
Corporate bonds	268.66	40.00%	35.00%
Special deposit scheme	57.90	9.00%	10.00%
Others	2.25		6.00%
<b>Total</b>	<b>664.68</b>	<b>100.00%</b>	<b>100.00%</b>

Particulars	For the year ended 31 March				
	2011	2012	2013	2014	2015
(₹ In Crore)					
<b>Experience adjustments</b>					
Defined benefit obligation	–	408.98	483.55	568.88	664.68
Plan assets	–	408.98	483.55	568.88	664.68
Surplus/(deficit)	–	–	–	–	–
Exp. adj. on plan liabilities	–	–	3.55	6.44	(0.88)
Exp. adj. on plan assets	–	–	2.73	3.17	0.06

Particulars	As at 31 March	
	2015	2014
(₹ In Crore)		
<b>Principal actuarial assumptions (expressed as weighted averages)</b>		
Discount rate (p.a.)	7.90%	9.35%
Expected rate of return on assets (p.a.)	8.67%	9.01%
Discount rate for the remaining term to maturity of the investment (p.a.)	7.95%	9.00%
Average historic yield on the investment (p.a.)	8.72%	8.66%
Guaranteed rate of return (p.a.)	8.75%	8.75%

Notes to financial statements for the year ended 31 March 2015 (Contd.)

### 34 Employee benefits (Contd.)

#### Unfunded schemes

Particulars	(₹ In Crore)	
	<b>Compensated absences</b>	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
Present value of unfunded obligations	79.56	60.54
Expense recognised in the Statement of Profit and Loss	26.38	18.91
Discount rate (p.a.)	7.90%	9.35%
Salary escalation rate (p.a.) – senior staff	10.00%	10.00%
Salary escalation rate (p.a.) – junior staff	10.00%	10.00%

Particulars	(₹ In Crore)	
	<b>Welfare scheme</b>	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
Present value of unfunded obligations	5.21	5.16
Expense recognised in the Statement of Profit and Loss	0.47	(0.33)
Discount rate (p.a.)	7.90%	9.35%

Particulars	(₹ In Crore)	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
<b>Amount recognised in the Statement of Profit and Loss</b>		
<b>Defined contribution plans:</b>		
Superannuation paid to Trust	7.35	6.69
Pension fund paid to Government authorities	9.36	5.46
Others	0.59	0.22
<b>Defined benefit plans:</b>		
Gratuity	90.04	30.78
Provident fund paid to Trust	22.60	21.07
Others	0.47	0.40
<b>Total</b>	<b>130.41</b>	<b>64.62</b>

### 35 Segment information

Segment information based on consolidated financial statements is given in note 29 to consolidated financial statements.

The Company has disclosed the business segments as primary reporting segment on the basis that risks and returns are primarily determined by the nature of products and services. Consequently, geographical segment has been considered as a secondary segment.

The business segments have been identified on the basis of the nature of products and services, the risks and returns and internal performance reporting systems.

The business segments comprise the following:

- i. Automotive
- ii. Investments
- iii. Others

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**36 Disclosure of transactions with related parties as required by the Accounting Standard 18**

(₹ In Crore)

Name of related party and Nature of relationship	Nature of transaction	2014-15		2013-14	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
<b>A Holding company, subsidiaries and fellow subsidiary:</b>					
PT.Bajaj Auto Indonesia (99.25% shares held by Bajaj Auto Ltd.)	Contribution to equity (411,875 shares of USD 100 each)	-	205.57	67.75	205.57
	Sale of spare parts and vehicles SKD	0.54	-	1.79	-
	Interest received	-	-	0.08	-
	Warranty paid	-	-	0.05	-
	Advertisement expenses paid	-	-	0.19	-
Bajaj Auto International Holdings BV Amsterdam Netherlands (Fully owned subsidiary)	Contribution to equity (1,980,000 shares of Euro 100 each)	-	1,218.72	-	1,218.72
	Dividend received	-	-	27.08	-
<b>B Associates, joint ventures and investing parties:</b>					
Bajaj Holdings and Investment Ltd. (Investing party-holds 31.49% shares of Bajaj Auto Ltd.)	Purchase of shares by BHIL (91,119,000 shares of ₹ 10 each)	-	(91.12)	-	(91.12)
	Dividend paid	455.60	-	410.04	-
	Business support service received	0.33	-	0.33	-
	Business support service rendered	0.91	-	1.02	-
	Income tax cross-adjustment received from BHIL (net)	-	-	32.60	-
	Interest received on income tax cross-adjustment (net)	-	-	5.87	-
<b>C Individuals controlling voting power/exercising significant influence and their relatives:</b>					
Rahul Bajaj (Chairman) (Also Key management personnel)	Remuneration	4.46	-	4.48	-
	Commission	6.75	(6.75)	6.75	(6.75)
	Rent paid for premises	0.14	-	0.09	-
	Deposit paid against premises taken on lease	-	2.70	1.80	2.70
Madhur Bajaj (Vice Chairman) (Also Key management personnel)	Remuneration	3.22	-	3.23	-
	Commission	5.13	(5.13)	5.13	(5.13)
	Rent paid for premises	0.04	-	0.04	-
	Deposit paid against premises taken on lease	-	0.88	-	0.88
Rajiv Bajaj (Managing Director) (Also Key management personnel)	Remuneration	8.33	-	7.67	-
	Commission	12.17	(12.17)	10.69	(10.69)
	Rent paid for premises	1.97	-	1.96	-
	Deposit paid against premises taken on lease	-	2.82	-	2.82
Sanjiv Bajaj (Non-Executive Director)	Sitting fees	0.08	-	0.01	-
	Commission	0.08	(0.08)	0.06	(0.06)
Rahul Bajaj (HUF)	Rent paid for premises	-	-	0.03	-
	Deposit paid against premises taken on lease	-	-	(1.80)	-
Ramkrishna Bajaj (HUF)	Rent paid for premises	0.04	-	0.04	-
	Deposit paid against premises taken on lease	-	0.88	-	0.88
Shekhar Bajaj	Sitting fees	0.04	-	0.01	-
	Commission	0.04	(0.04)	0.04	(0.04)
	Rent paid for premises	0.04	-	0.04	-
	Deposit paid against premises taken on lease	-	0.88	-	0.88
Shekhar Bajaj (HUF)	Rent paid for premises	0.04	-	0.04	-
	Deposit paid against premises taken on lease	-	0.88	-	0.88
Niraj Bajaj	Sitting Fees	0.08	-	0.01	-
	Commission	0.08	(0.08)	0.06	(0.06)
	Rent paid for premises	0.04	-	0.01	-
	Deposit paid against premises taken on lease	-	0.88	0.88	0.88
Niraj Bajaj (HUF)	Rent paid for premises	-	-	0.03	-
	Deposit paid against premises taken on lease	-	-	(0.88)	-



Notes to financial statements for the year ended 31 March 2015 (Contd.)

**36 Disclosure of transactions with related parties as required by the Accounting Standard 18 (Contd.)**

(₹ In Crore)

Name of related party and Nature of relationship	Nature of transaction	2014-15		2013-14	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
<b>D Key management personnel and their relatives: Included in 'C' above</b>					
<b>E Enterprises over which anyone in (c) and (d) exercises significant influence:</b>					
Bajaj Finserv Ltd. (BFS)	Purchase of windpower	1.67	-	27.83	-
	CSS recovery received	0.26	-	2.20	-
	Business support service received	0.61	-	0.52	-
	Business support service rendered	2.90	-	1.62	-
	Aviation charges received	0.54	-	0.93	-
	Purchase of investments from BFS	151.45	-	-	-
Bajaj Finance Ltd. (BFL)	Subvention charges paid	7.26	-	3.88	-
	Service rendered	14.43	0.68	12.47	-
	Service received	0.91	-	1.49	-
	Other debits	0.11	-	0.04	-
	Other credits	-	-	0.02	-
Bajaj Allianz General Insurance Co. Ltd.	Insurance premiums paid	14.22	6.46	8.97	2.06
	Claims received	-	-	0.25	-
Bajaj Allianz Life Insurance Co. Ltd.	Insurance premiums paid	0.68	-	0.22	-
Bajaj Financial Solutions Ltd. (Now Bajaj Housing Finance Ltd.)	Services rendered (₹ Nil, Previous year - ₹ 24,744)	-	-	-	-
Bajaj Electricals Ltd.	Purchases	1.41	(1.18)	0.03	(0.03)
Hind Musafir Agency Ltd.	Services received	18.61	(0.40)	18.17	(0.95)
Hindustan Housing Co. Ltd.	Maintenance charges paid	0.12	(0.06)	0.33	-
KTM Sportsmotorcycle AG	Sale of vehicles and material	337.88	(5.66)	358.61	(56.77)
	Purchase of accessories	0.73	-	2.05	-
	Royalty paid and payable	0.56	-	1.75	-
	Services rendered and other debits	0.30	-	0.85	-
KTM Motorrad AG	Sale of vehicles and material	163.21	(65.86)	-	-
	Royalty paid and payable	3.35	(1.36)	-	-
	Services rendered and other debits	1.75	-	-	-
KTM Sportsmotorcycle GMBH	Sale of vehicles and material	232.26	(122.23)	-	-
	Services rendered and other debits	0.05	-	-	-
KTM Sportsmotorcycle India Pvt. Ltd.	Royalty paid and payable	3.91	(0.92)	1.75	(0.21)
	Services rendered and other debits	1.15	-	0.93	-

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 has been made only when there have been transactions with those parties.

Related parties as defined under clause 3 of the Accounting Standard 18 Related Party Disclosures have been identified based on representations made by key managerial personnel and information available with the Company.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**37 Lease**

**As a lessor:**

The Company has given premises on operating leases. These lease arrangement range for a period between 11 months to 10 years and include both cancellable and non cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
i) Office premises:		
Gross carrying amount	123.35	123.35
Depreciation for the year	3.44	2.28
Accumulated depreciation	13.55	10.11

The total value of premises including electrical fittings, furniture and fixtures is disclosed above as the identification of value of portion given on operating lease is not practicable.

ii) The total future minimum lease rentals receivable at the Balance Sheet date is as under:

Particulars	(₹ In Crore)	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
<b>Receivable</b>		
Within one year	14.69	15.60
After one year but not more than five years	16.00	33.15
More than five years	0.72	1.08
	<b>31.41</b>	<b>49.83</b>

**As a lessee:**

The Company has operating lease for premises. These lease arrangement range for a period between 1 to 90 years which include both cancellable and non cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

The total future minimum lease rentals payable at the Balance Sheet date is as under:

Particulars	(₹ In Crore)	
	As at 31 March	
	<b>2015</b>	<b>2014</b>
<b>Payable</b>		
Within one year	9.16	8.33
After one year but not more than five years	13.84	17.96
More than five years	13.39	13.94
	<b>36.39</b>	<b>40.23</b>

Notes to financial statements for the year ended 31 March 2015 (Contd.)

**38 Exchange difference gains/(losses) recognised in the Statement of Profit and Loss**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
a. Relating to exports during the year as a part of 'Sales'	93.50	(127.87)
b. Relating to exports during the year as a part of 'Other income/Other expenses'	4.26	11.53
c. On settlement of other transactions as a part of 'Other income/Other expenses'	5.38	3.32
d. Marked to market gain/(loss)(net) on change in time value of derivative hedging instruments i.e. Range forward contracts	(50.22)	(76.81)

**39 Previous year figures**

Previous year figures have been regrouped wherever necessary to make them comparable with those of the current year.

**40 Miscellaneous**

- a. ₹ 1 crore is equal to ₹ 10 million.
- b. Amounts less than ₹ 50,000 have been shown at actual against respective line items statutorily required to be disclosed.

In terms of our report of even date  
For Dalal & Shah  
Firm Registration Number: 102021W  
Chartered Accountants

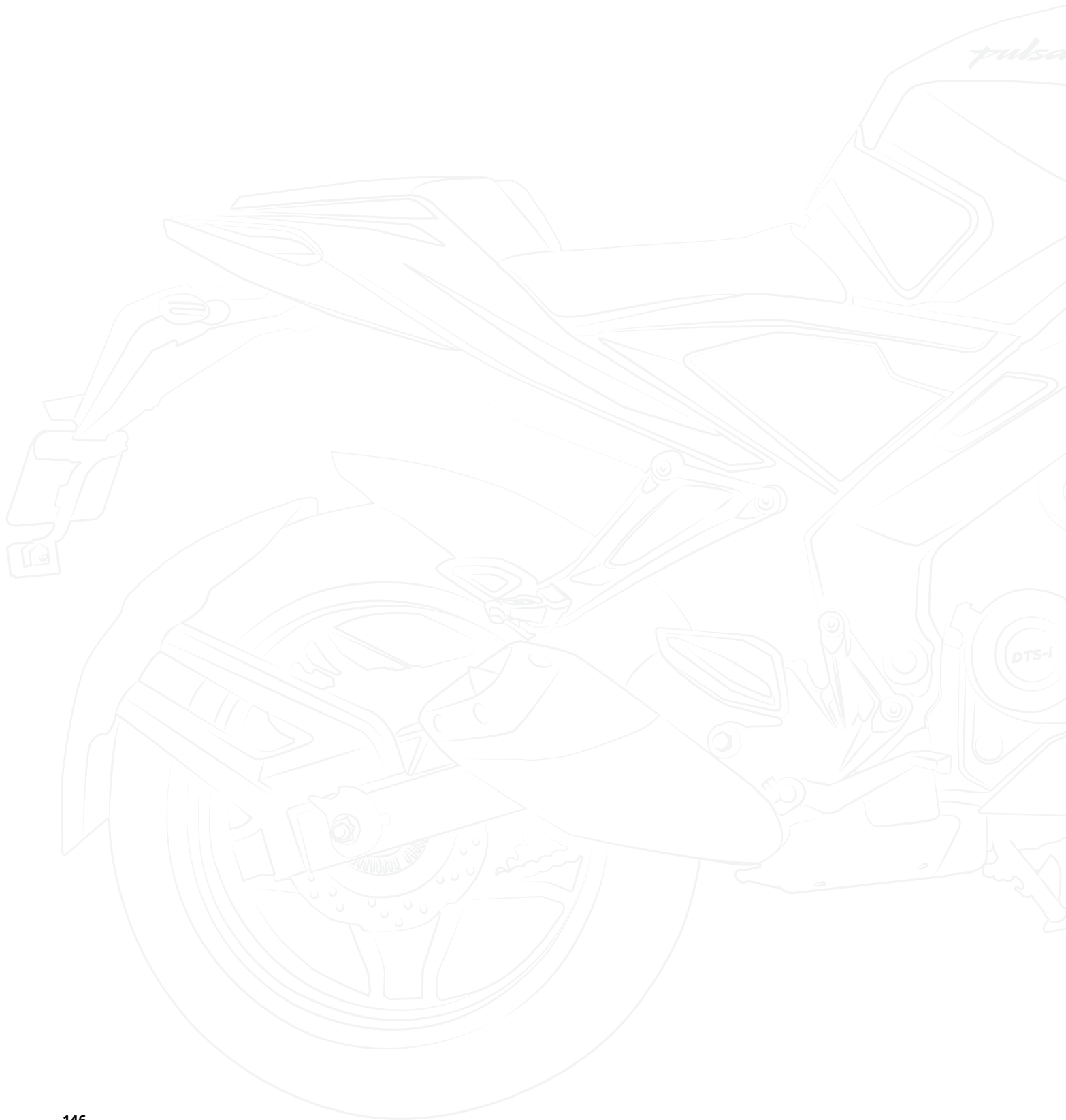
Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015

Kevin D'sa  
Chief Financial Officer  
J Sridhar  
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj  
Chairman  
Rajiv Bajaj  
Managing Director  
Nanoo Pamnani  
Chairman - Audit Committee





A detailed line art illustration of a motorcycle, shown from a side profile. The drawing is composed of thin, light gray lines and covers the entire background of the page. It depicts the engine, fuel tank, seat, handlebars, and the rear wheel with a disc brake.

# **Consolidated Financial Statements**

## **Independent Auditors' Report on the Consolidated Financial Statements**

To the Members of **Bajaj Auto Ltd.**

- 1 We have audited the accompanying consolidated financial statements of Bajaj Auto Ltd. ('hereinafter referred to as the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and associate of subsidiary company (refer Note 1 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at 31 March 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as 'the Consolidated Financial Statements').

### **Management's responsibility for the consolidated financial statements**

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate of subsidiary in accordance with 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 and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other Accounting Standard referred to in section 133 of the Act read with rule 7 of Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. The respective Board of Directors of the companies included in the Group and of its associate of subsidiary are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditors' responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, 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.
4. 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 consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Independent Auditors' Report on the Consolidated Financial Statements (Contd.)

### Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group and associate of its subsidiary as at 31 March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Other matter

8. We did not audit the financial statements of one subsidiary whose financial statements reflect total assets of ₹ 5.42 crore and net assets of ₹ 5.36 crore as at 31 March 2015, total revenue of ₹ 4.03 crore, net loss of ₹ 1.16 crore and net cash inflows amounting to ₹ 0.93 crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 213.72 crore for the year ended 31 March 2015 as considered in the consolidated financial statements, in respect of one associate of subsidiary company whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate company and our report in terms of sub-sections (3) and (11) of section 143 of the Act insofar as it relates to the aforesaid subsidiaries, and associate of subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on other legal and regulatory requirements

9. As required by the Companies (Auditors' Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditors' report of the Holding Company (Refer Note 1 to the consolidated financial statements), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, subsidiaries of the Holding Company and KTM AG associate of Bajaj Auto International Holdings BV subsidiary of the Holding Company are incorporated outside India hence Companies (Auditors' Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act is not applicable to them.
10. As required by section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law maintained by the Holding Company, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company. The two subsidiaries and one associate of subsidiary company of the Holding Company are incorporated outside India hence requirement of section 143 (3) is not applicable to them.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company including relevant records relating to the preparation of the consolidated financial statements. The two subsidiaries and one associate of subsidiary company of the Holding Company is incorporated outside India hence requirement of section 143 (3) is not applicable to them.
  - (d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31 March 2015 taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of section 164 (2) of the Act. The two subsidiaries and one associate of subsidiary company of the Holding Company is incorporated outside India hence requirement of section 164 (2) is not applicable to them.



## **Independent Auditors' Report on the Consolidated Financial Statements (Contd.)**

- (f) 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 information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact, if any, of pending litigations as at 31 March 2015 on the consolidated financial position of the Group except in case of Bajaj Auto International Holdings BV a subsidiary of the Holding Company there were no pending litigations as at 31 March 2015 which would impact the consolidated financial position of the Group.  
  
In case of PT. Bajaj Auto Indonesia a subsidiary of the Holding Company and KTM AG associate of the subsidiary company audited by other auditor, there were no pending litigations as at 31 March 2015 which would impact the consolidated financial position of the Group.
  - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at 31 March 2015 in respect of such items as it relates to the Group and its associate of subsidiary and the Group's share of net profits in respect of the associate of the subsidiary as reported by other auditor.  
  
In case of PT. Bajaj Auto Indonesia a subsidiary audited by other auditor and Bajaj Auto International Holdings BV a subsidiary company of the Holding Company did not have any material foreseeable losses on long-term contracts including derivative contracts as at 31 March 2015.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2015. The two subsidiaries and one associate of subsidiary company of the Holding Company are incorporated outside India hence requirement of section 143 (3) is not applicable to them.

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

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015

## Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bajaj Auto Ltd. on the consolidated financial statements for the year ended 31 March 2015.

1. (a) The Holding 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 Managements of the Holding Company 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 aforesaid Holding Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the respective Managements of the aforesaid Holding Company during the year and no material discrepancies have been noticed on such verification.
2. (a) The inventory excluding stocks with third parties has been physically verified by the respective Managements of the Holding Company. In respect of inventory of the aforesaid Holding Company lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.  
(b) In our opinion, the procedures of physical verification of inventory followed by the Management of the Holding Company are reasonable and adequate in relation to the size of the aforesaid Holding Company and the nature of their business.  
(c) On the basis of our examination of the inventory records and the reports of the other auditors, in our opinion, the Holding Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory of the aforesaid Holding Company as compared to the respective book records were not material.
3. The Holding Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the aforesaid Holding Company.
4. 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 Holding Company, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the aforesaid Holding Company as furnished to us, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. The Holding 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.
6. 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 Holding Company.
7. (a) In our opinion, and according to the information and explanations given to us and the records of the Holding Company examined by us, the Holding Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

## Annexure to Independent Auditors' Report (Contd.)

(b) According to the information and explanations given to us and the records of the Holding Company examined by us, the particulars of dues of income tax, sales tax, wealth tax, service tax, duty of customs and duty of excise, value added tax or cess as at 31 March 2015 which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Excise Duty	Additional demand received	1.46	Various years	Commissioner Appeals
	Additional demand received	24.66	Various years	CEGAT
	Additional demand received	1.79	Various years	High Court
	Additional demand received	6.13	Financial year 1983-84	Supreme Court
Sales Tax	Additional demand received on the basis of assessment order	91.04	Various years	Joint Commissioner of Sales Tax
Sales Tax	Additional demand received on the basis of assessment order	0.10	Financial year 2010-11	Additional Commissioner of Sales Tax - Appeals
	Additional demand received on the basis of assessment order	33.20	Financial year 2001-02 to 2004-05, 2008-09 and 2009-10	Tribunal
Income Tax	Department appeal against CIT(A) order	12.19	Financial Year 2007-08	ITAT
	Additional demand received on the basis of assessment order	407.31	Financial Year 2011-12	CIT(A)
Service Tax	Other matters	3.78	For the year 1997-2000	High Court
	Denial of credit	2.38	Various years 2004 to 2008	CESAT
Customs Duty	Recovery of duty by treating the vehicles as not fuel efficient	3.85	Financial year 1984-86	High Court

- c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the Rules made thereunder.
8. The Holding Company, has no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
9. As the Holding Company does not have any borrowings from any financial institution or bank nor have they issued any debentures as at the Balance Sheet date, the provisions of clause 3(ix) of the Order are not applicable to the aforesaid Holding Company.
10. In our opinion, and according to the information and explanations given to us and based on the reports of the other auditors furnished to us, the Holding Company have not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the aforesaid Holding Company.

## **Annexure to Independent Auditors' Report (Contd.)**

11. The Holding Company has not raised any term loans. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the aforesaid Holding Company.
12. During the course of our examination of the books and records of the Holding Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and based on the reports of the other auditors, we have neither come across any instance of material fraud on or by the Holding Company noticed or reported during the year, nor have we been informed of any such case by the respective Managements of the aforesaid Holding Company.

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

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015



## Consolidated Balance Sheet

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2015	2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	289.37	289.37
Reserves and surplus	3	10,805.95	9,877.89
		<b>11,095.32</b>	<b>10,167.26</b>
<b>Minority Interest</b>			
		<b>0.04</b>	<b>0.06</b>
<b>Non-current liabilities</b>			
Long-term borrowings	4	111.77	57.74
Deferred tax liabilities (net)		141.58	143.18
Other long-term liabilities	5	57.59	87.43
Long-term provisions	6	82.44	121.23
		<b>393.38</b>	<b>409.58</b>
<b>Current liabilities</b>			
Trade payables	7	1,799.82	2,111.81
Other current liabilities	7	767.47	766.35
Short-term provisions	6	1,909.57	1,852.70
		<b>4,476.86</b>	<b>4,730.86</b>
<b>Total</b>		<b>15,965.60</b>	<b>15,307.76</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	8	1,917.24	2,006.42
Intangible assets	8	-	-
Capital work-in-progress		101.72	32.55
Intangible assets under development		153.22	111.51
		<b>2,172.18</b>	<b>2,150.48</b>
Goodwill on investments in associate of subsidiary		530.79	653.20
Non-current investments	9	3,184.69	6,158.07
Long-term loans and advances	10	511.07	720.55
Other non-current assets	11	0.04	1.02
		<b>6,398.77</b>	<b>9,683.32</b>
<b>Current assets</b>			
Current investments	9	5,800.56	2,289.70
Inventories	12	814.15	641.21
Trade receivables	13	716.96	796.21
Cash and bank balances	14	592.74	500.90
Short-term loans and advances	10	1,295.30	979.35
Other current assets	11	347.12	417.07
		<b>9,566.83</b>	<b>5,624.44</b>
<b>Total</b>		<b>15,965.60</b>	<b>15,307.76</b>

The accompanying notes are an integral part of the financial statements  
In terms of our report of even date

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

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015

Kevin D'sa  
Chief Financial Officer

J Sridhar  
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj  
Chairman

Rajiv Bajaj  
Managing Director

Nanoo Pamnani  
Chairman - Audit Committee

## Consolidated Statement of Profit and Loss

(₹ In Crore)

Particulars	Note No.	For the year ended 31 March	
		2015	2014
Sales		22,015.43	20,735.68
Less: Excise duty		909.28	1,009.40
Net sales	15	21,106.15	19,726.28
Other operating revenue		508.12	432.01
Revenue from operations (net)		21,614.27	20,158.29
Other income	16	583.95	681.81
<b>Total revenue</b>		<b>22,198.22</b>	<b>20,840.10</b>
<b>Expenses:</b>			
Cost of raw material and components consumed	17	13,752.79	12,936.57
Purchases of traded goods	18	1,155.10	959.23
(Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	19	(56.46)	(12.57)
Employee benefits expense	20	898.48	731.76
Finance costs	21	6.49	0.82
Depreciation and amortisation	22	267.46	181.32
Other expenses	23	1,811.17	1,453.00
Expenses, included in above items, capitalised		(60.05)	(64.90)
<b>Total expenses</b>		<b>17,774.98</b>	<b>16,185.23</b>
<b>Profit before exceptional items and tax</b>		<b>4,423.24</b>	<b>4,654.87</b>
Exceptional items	24	340.29	-
<b>Profit before tax</b>		<b>4,082.95</b>	<b>4,654.87</b>
Tax expense			
Current tax		1,258.00	1,362.02
Deferred tax		13.05	28.08
Total tax expense		1,271.05	1,390.10
<b>Profit after tax</b>		<b>2,811.90</b>	<b>3,264.77</b>
Tax (debits)/credits pertaining to earlier years		-	1.37
Deferred tax assets write-off of subsidiary		-	31.74
Income from associate after tax		213.72	145.52
Minority interest		(0.01)	(0.36)
<b>Profit for the year</b>		<b>3,025.63</b>	<b>3,380.28</b>
Basic and diluted Earnings per share (In ₹)		104.6	116.8
(Nominal value per share ₹ 10)			

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

For Dalal & Shah

Firm Registration Number: 102021W

Chartered Accountants

Russell I Parera

Partner

Membership Number: 42190

Pune: 21 May 2015

Kevin D'sa  
Chief Financial Officer

J Sridhar  
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj  
Chairman

Rajiv Bajaj  
Managing Director

Nanoo Pamnani  
Chairman - Audit Committee

## Consolidated Cash Flow Statement

(₹ In Crore)

For the year ended 31 March

Particulars	For the year ended 31 March	
	2015	2014
<b>I. Operating activities</b>		
Profit before tax	4,082.95	4,654.87
Adjustments:		
Add:		
i) Depreciation and amortisation	267.46	181.32
ii) Valuation (gains)/losses of derivative hedging instruments	50.22	76.81
iii) Loss on assets sold, demolished, discarded and scrapped	15.16	7.56
iv) Provision for doubtful debts and advances	3.82	1.18
v) Interest expense	6.49	0.82
	343.15	267.69
Less:		
i) Investment income included in above:		
Interest on long-term and current investments	125.28	214.90
Interest on fixed deposits	-	0.02
Profit on sale of investments, net	192.50	54.84
Surplus/(loss) on redemption of securities, net	0.19	-
Amortisation of premium/discount on acquisition of fixed income securities	58.99	126.28
	376.96	396.04
ii) Provision for doubtful debts and advances written back	0.88	0.60
iii) Surplus on sale of assets	3.54	2.25
iv) Surplus on pre-payment of sales tax deferral liability/loan	-	79.74
	(381.38)	(478.63)
	4,044.72	4,443.93
Change in assets and liabilities		
i) Inventories	(172.94)	2.75
ii) Trade receivable	76.37	(61.56)
iii) Loans and advances and other assets	(183.46)	106.31
iv) Liabilities and provisions	(334.37)	352.11
	(614.40)	399.61
Annuity payments (net) to VRS optees	(31.26)	(28.00)
Net cash from operating activities before income tax	3,399.06	4,815.54
Income tax paid	(1,285.26)	(1,313.83)
<b>Net cash from operating activities</b>	<b>2,113.80</b>	<b>3,501.71</b>
Carried forward	2,113.80	3,501.71

**Consolidated Cash Flow Statement (Contd.)**

(₹ In Crore)

For the year ended 31 March

Particulars	For the year ended 31 March	
	2015	2014
Brought forward	2,113.80	3,501.71
<b>II. Investing activities</b>		
i) Sale of other current and long-term investments	4,500.58	5,469.37
ii) Purchase of other current and long-term investments	(4,919.11)	(7,425.87)
iii) (Purchase)/sale of money market mutual funds, etc., net	63.95	21.06
iv) (Increase)/decrease in other bank balances	(1.88)	(0.63)
v) Capital expenditure	(269.65)	(220.05)
vi) Sales proceeds of assets/adjustment to gross block	16.48	7.27
vii) Capital expenditure on development of technical know-how	(41.71)	(41.25)
	(651.34)	(2,190.10)
viii) Investment income		
Interest on long-term and current investments	125.28	214.90
Interest on fixed deposits	–	0.02
	125.28	214.92
(Increase)/decrease in investment/interest receivable	112.03	(125.00)
	237.31	89.92
<b>Net cash from investing activities</b>	<b>(414.03)</b>	<b>(2,100.18)</b>
Carried forward	1,699.77	1,401.53



## Consolidated Cash Flow Statement (Contd.)

(₹ In Crore)

Particulars	For the year ended 31 March	
	2015	2014
Brought forward	1,699.77	1,401.53
<b>III. Financing activities</b>		
i) Short-term bank loan taken/(repaid)	-	(27.14)
ii) Interest expense	(6.49)	(0.82)
iii) Deferral/(repayment) of sales tax deferral liability/loan	53.16	58.60
iv) Pre-payment of sales tax deferral liability/loan	-	(8.11)
v) Dividend paid	(1,444.96)	(1,301.52)
vi) Corporate dividend tax paid	(245.89)	(216.70)
<b>Net cash from financing activities</b>	<b>(1,644.18)</b>	<b>(1,495.69)</b>
<b>IV. Change in foreign currency translation arising on consolidation</b>	<b>34.37</b>	<b>27.92</b>
<b>Net change in cash and cash equivalents</b>	<b>89.96</b>	<b>(66.24)</b>
Cash and cash equivalents as at 1 April 2014 [Opening balance]	491.70	557.94
Cash and cash equivalents as at 31 March 2015 [Closing balance]	581.66	491.70
	-	-

In terms of our report of even date

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

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015

Kevin D'sa  
Chief Financial Officer

J Sridhar  
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj  
Chairman

Rajiv Bajaj  
Managing Director

Nanoo Pamnani  
Chairman - Audit Committee

Notes to consolidated financial statements for the year ended 31 March 2015

- 1 a) The consolidated financial statements include results of the subsidiaries of Bajaj Auto Ltd., consolidated in accordance with Accounting Standard 21 'Consolidated Financial Statements' and Accounting Standard 23 'Accounting for Investment in Associates in Consolidated Financial Statements'.

Name of the company	Country of Incorporation	% Shareholding of Bajaj Auto Ltd.	Consolidated as
PT. Bajaj Auto Indonesia	Indonesia	99.25%	Subsidiary
Bajaj Auto International Holdings BV	Netherlands	100.00%	Subsidiary

The consolidated financial statements of Bajaj Auto International Holdings BV include 47.99% interest in KTM AG as an associate.

- b) 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] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

## 2 Share capital

Particulars	As at 31 March	
	2015	2014
(₹ In Crore)		
<b>Authorised:</b>		
300,000,000 equity shares of ₹ 10 each	300.00	300.00
<b>Issued, subscribed and fully paid-up shares:</b>		
289,367,020 equity shares of ₹ 10 each	289.37	289.37
	289.37	289.37

### a. Of the above

- 144,683,510 equity shares were allotted as fully paid bonus shares by capitalisation of General reserve by the Company on 13 September 2010.
- 101,183,510 equity shares were allotted as fully paid up pursuant to the scheme of arrangement for demerger of erstwhile Bajaj Auto Ltd. (now Bajaj Holdings & Investment Ltd.) by the Company on 3 April 2008.
- 1,805,071 equity shares thereof (excluding 1,805,071 equity shares allotted as bonus shares thereon) are deemed to be issued by way of Euro Equity Issue represented by Global Depository Receipts (GDR) evidencing Global Depository Shares outstanding on the record date. Outstanding GDRs at the close of the year were 60,044 (60,044)

### b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 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

	As at 31 March 2015		As at 31 March 2014	
	Nos.	% Holding	Nos.	% Holding
<b>Equity shares of ₹ 10 each fully paid</b>				
Bajaj Holdings & Investment Ltd.	91,119,000	31.49%	91,119,000	31.49%
Jamnalal Sons Pvt. Ltd.	25,844,400	8.93%	25,844,400	8.93%
Life Insurance Corporation of India	16,967,330	5.86%	13,231,448	4.57%

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

### 3 Reserves and surplus

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
<b>General reserve</b>		
Balance as at the beginning of the year	3,162.23	2,703.14
Add: Adjustments on account of change in share of net assets of associate/subsidiary	(5.27)	(2.87)
Add: Transferred from surplus in Statement of Profit and Loss	493.89	461.96
Closing balance	3,650.85	3,162.23
<b>Hedge reserve</b>	185.24	152.60
<b>Foreign exchange difference of subsidiary on paid-up capital</b>	8.36	9.19
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as at the beginning of the year	6,150.45	4,920.26
Less: Transitional adjustments to carrying value of tangible assets whose revised useful life has expired, net of deferred tax aggregating ₹ 14.65 crore [See note 8]	27.68	-
Profit for the year	3,025.63	3,380.28
Less: Appropriations		
Transfer to General reserve	493.89	461.96
Proposed dividend	1,446.84	1,446.84
Tax on proposed dividend	287.73	245.89
Provision for Corporate Dividend Tax for previous year written back under section 115(O) of Income Tax Act, 1961	-	(4.60)
Total appropriations	2,228.46	2,150.09
Balance in the Statement of Profit and Loss	6,919.94	6,150.45
<b>Foreign currency translation reserve</b>	41.56	403.42
	10,805.95	9,877.89

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

#### 4 Long-term borrowings

Particulars	(₹ In Crore)			
	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Unsecured</b>				
Sales tax deferral liability/loan, an incentive under Package Scheme of Incentives 1983 and 1993 - Interest free, partially prepaid	111.77	57.74	0.58	1.45
	111.77	57.74	0.58	1.45
Amount disclosed under the head 'other current liabilities' [See note 7]	-	-	(0.58)	(1.45)
	111.77	57.74	-	-

#### 5 Other long-term liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Annuity payable to VRS optees	57.59	87.43
	57.59	87.43

#### 6 Provisions

Particulars	(₹ In Crore)			
	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Provision for employee benefits</b>				
Provision for gratuity	77.61	116.45	-	-
Provision for compensated absences	-	-	79.56	60.54
Provision for welfare scheme	4.83	4.78	0.38	0.38
	82.44	121.23	79.94	60.92
<b>Other provisions</b>				
Provision for warranties	-	-	23.16	27.30
Provision for tax (net of tax paid in advance)	-	-	71.90	71.75
Proposed dividend	-	-	1,446.84	1,446.84
Tax on proposed dividend	-	-	287.73	245.89
	-	-	1,829.63	1,791.78
	82.44	121.23	1,909.57	1,852.70



Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**7 Current liabilities**

(₹ In Crore)

Particulars	As at 31 March	
	2015	2014
<b>Trade payables</b>		
Dues to micro and small enterprises	12.83	10.89
Other than dues to micro and small enterprises	1,786.99	2,100.92
	<b>1,799.82</b>	<b>2,111.81</b>
<b>Other current liabilities</b>		
Current maturities of long-term borrowings [See note 4]	0.58	1.45
Annuity payable to VRS optees	29.95	31.37
Advance against orders	439.57	449.11
Investor Education Protection Fund (previous year ₹ 480)	-	-
Security deposits	17.28	19.32
Unclaimed dividend	11.08	9.20
Book overdraft	0.25	-
Directors' remuneration and commission payable	25.36	23.66
Employee benefits payable	23.62	43.35
Taxes and duties payable	72.62	64.71
Other payables	147.16	124.18
	<b>767.47</b>	<b>766.35</b>
	<b>2,567.29</b>	<b>2,878.16</b>

**8 Fixed assets (tangible and intangible assets)**

(₹ In Crore)

Particulars	Gross block				Depreciation				Net block			
	As at 31 Mar 14	Additions	Deductions/ adjustments	As at 31 Mar 15	As at 31 Mar 14	Adjustments	Deductions	For the year	As at 31 Mar 15	As at 31 Mar 15	As at 31 Mar 14	
<b>Tangible assets:</b>												
Land freehold	20.22	-	0.04	20.18	-	-	-	-	-	20.18	20.22	
Land leasehold	55.65	-	0.66	54.99	-	-	-	-	-	54.99	55.65	
Buildings	686.30	65.56	0.14	751.72	173.42	15.47	0.02	22.36	211.23	540.49	512.88	
Waterpumps, reservoirs and mains	13.89	0.45	-	14.34	7.32	0.08	-	0.89	8.29	6.05	6.57	
Plant and machinery	1,639.05	47.64	183.80	1,502.89	1,111.58	5.68	166.80	76.29	1,026.75	476.14	527.47	
Computers and IT Equipment	58.94	11.32	2.63	67.63	38.38	3.71	2.51	9.82	49.40	18.23	20.56	
Dies and jigs	535.01	68.70	13.23	590.48	369.54	0.68	10.86	42.74	402.10	188.38	165.47	
Electric installations	71.53	1.96	0.85	72.64	35.17	6.97	0.85	8.89	50.18	22.46	36.36	
Factory equipments	282.24	28.21	16.34	294.11	111.39	0.89	13.49	19.63	118.42	175.69	170.85	
Furniture	28.44	4.22	0.60	32.06	13.94	0.46	0.46	5.03	18.97	13.09	14.50	
Office equipments	41.31	1.48	0.22	42.57	12.85	6.98	0.19	7.64	27.28	15.29	28.46	
Electric fittings	22.32	1.06	0.34	23.04	9.33	1.28	0.25	2.97	13.33	9.71	12.99	
Vehicles and aircraft	628.30	15.54	9.58	634.26	193.86	0.13	4.24	67.97	257.72	376.54	434.44	
<b>Total tangible assets</b>	<b>4,083.20</b>	<b>246.14</b>	<b>228.43</b>	<b>4,100.91</b>	<b>2,076.78</b>	<b>42.33</b>	<b>199.67</b>	<b>264.23</b>	<b>2,183.67</b>	<b>1,917.24</b>	2,006.42	
Previous year total	3,837.45	391.78	146.03	4,083.20	2,030.29	-	132.79	179.28	2,076.78	2,006.42		
<b>Intangible assets:</b>												
Technical know-how	-	-	-	-	-	-	-	-	-	-	-	
Previous year total	-	-	-	-	-	-	-	-	-	-	-	

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

## 9 Investments

(₹ In Crore)

Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
In Investment property	61.52	64.09	-	-
In Government and trust securities	0.01	0.01	-	0.35
In Equity shares				
Long-term: associate company	1,054.65	1,120.86	-	-
In Bonds and Debentures	496.79	706.11	715.14	586.91
In Mutual fund units	1,571.72	4,267.00	4,668.88	1,488.00
In Certificate of deposits	-	-	370.43	214.44
In Commercial paper	-	-	46.11	-
	3,184.69	6,158.07	5,800.56	2,289.70

## 10 Loans and advances

(Unsecured, good, unless stated otherwise)

(₹ In Crore)

Particulars	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Capital advances</b>	93.32	138.98	-	-
<b>Security deposits</b>	27.05	27.09	-	-
<b>Loan and advances to related parties</b>	-	-	40.74	2.06
<b>Advances recoverable in cash or kind</b>				
Unsecured considered good	26.64	18.28	75.42	152.21
Doubtful	4.67	4.61	-	-
	31.31	22.89	75.42	152.21
Provision for doubtful advances	4.67	4.61	-	-
	26.64	18.28	75.42	152.21
<b>Other loans and advances</b>				
VAT refund receivable	67.19	260.94	850.63	564.99
Excise duty rebate receivable on export	-	-	311.23	216.78
Advance income tax (net of provision for tax)	277.81	250.26	0.02	0.16
Balances with Central Excise Department	19.06	25.00	17.26	43.15
	364.06	536.20	1,179.14	825.08
	511.07	720.55	1,295.30	979.35

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**11 Other assets**

(Unsecured, good, unless stated otherwise)

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Non-current bank balances [See note 14]	0.02	1.02	-	-
	0.02	1.02	-	-
<b>Others</b>				
Investments redemption proceeds receivable	-	-	-	125.00
Interest receivable on investments	-	-	26.49	13.52
Interest receivable on loans, deposits etc.	-	-	0.70	0.39
Export incentives receivable				
Unsecured considered good (Non-current previous year ₹ 28,682)	0.02	-	263.79	204.45
Doubtful	5.73	5.74	-	-
	5.75	5.74	263.79	204.45
Provision for doubtful export incentives	5.73	5.74	-	-
	0.02	-	263.79	204.45
Valuation gains on derivative hedging instruments	-	-	56.14	73.71
	0.02	-	347.12	417.07
	0.04	1.02	347.12	417.07

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

## 12 Inventories

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Raw materials and components [includes in transit ₹ 78.15 crore (previous year: ₹ 19.75 crore)]	303.36	189.18
Work-in-progress	28.65	24.96
Finished goods		
Vehicles (manufactured)	310.85	280.24
Vehicles (traded)	0.87	1.53
Auto spare parts (manufactured)	18.37	15.02
Auto spare parts (traded)	131.66	112.19
Stores, spares and packing material	17.47	13.07
Loose tools	2.92	5.02
	814.15	641.21

### Detail of inventory

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
<b>Raw materials and components</b>		
Ferrous metal	3.63	5.30
Non-ferrous metal	2.26	4.78
Components	259.12	145.90
Tyres and tubes	34.18	30.57
Others	4.17	2.63
	303.36	189.18
<b>Work-in-progress</b>		
Vehicles	-	-
Factory made components	28.65	24.96
	28.65	24.96
<b>Finished goods</b>		
Vehicles (manufactured)	310.85	280.24
Vehicles (traded)	0.87	1.53
Auto spare parts (manufactured)	18.37	15.02
Auto spare parts (traded)	131.66	112.19
	461.75	408.98



Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**13 Trade receivables**

(Unsecured, considered good, unless stated otherwise)

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>				
Good	-	-	0.19	-
Doubtful	4.26	1.38	-	-
	4.26	1.38	0.19	-
Provision for doubtful receivable	4.26	1.38	-	-
	-	-	0.19	-
<b>Others, good</b>	-	-	716.77	796.21
	-	-	716.96	796.21

**14 Cash and bank balances**

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
<b>Cash and cash equivalents</b>				
<b>Balances with banks</b>				
In current accounts	-	-	581.54	420.14
<b>Cash on hand</b>	-	-	0.12	0.08
<b>Cash equivalents</b>				
Cheques/drafts on hand	-	-	-	71.48
	-	-	581.66	491.70
<b>Other bank balances</b>				
Unclaimed dividend accounts	-	-	11.08	9.20
Deposits with residual maturity for more than twelve months	0.02	0.02	-	-
Margin money deposit	-	1.00	-	-
	0.02	1.02	11.08	9.20
Amount disclosed under non-current assets [See note 11]	(0.02)	(1.02)	-	-
	-	-	592.74	500.90

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**15 Revenue from operations**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
<b>Revenue from operations</b>		
<b>Sale of products</b>	<b>22,015.43</b>	20,735.68
Less: Excise duty on sale of products	909.28	1,009.40
<b>Net sales</b>	<b>21,106.15</b>	19,726.28
<b>Other operating revenue</b>		
Scrap sales	56.13	54.96
Export incentives	409.42	335.94
Royalty	42.29	40.59
Technical know-how fees	0.28	0.52
	508.12	432.01
	<b>21,614.27</b>	20,158.29

**Details of products sold**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
<b>Sale of products</b>		
Vehicles (manufactured)	19,728.82	18,806.33
Vehicles (traded)	33.80	24.57
Auto spare parts (manufactured)	295.01	241.97
Auto spare parts (traded)	1,957.80	1,662.81
	<b>22,015.43</b>	20,735.68

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**16 Other income**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
<b>Investment income:</b>		
Interest income on		
Bank deposits	–	0.02
Long-term investments	103.53	214.90
Current investments	21.75	–
Amortisation of (premium)/discount on acquisition of fixed income securities on		
Long-term investments	(2.94)	(32.96)
Current investments	61.93	159.24
	184.27	341.20
Profit on sale of investments, net	192.50	54.84
Surplus on redemption of securities, net	0.19	–
	376.96	396.04
<b>Others:</b>		
Interest - others	48.46	57.89
Rent	20.90	18.79
Insurance claims	0.46	0.26
Miscellaneous receipts	72.24	69.87
Surplus on sale of assets	3.54	2.25
Sundry credit balances appropriated	0.80	1.46
Provision for doubtful debts and advances written back	0.88	0.60
Less: Write backs on account of amounts written off during the year, as per contra	0.78	–
	0.10	0.60
Provision no longer required	50.50	40.07
Gains on exchange fluctuations	9.99	14.84
Gain on repayment of sales tax deferral liability/loan	–	79.74
	206.99	285.77
	583.95	681.81

**17 Cost of raw material and components consumed**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Ferrous metal	88.16	98.92
Non-ferrous metal	0.36	0.32
Components	13,009.61	12,177.68
Tyres and tubes	593.93	601.03
Others	60.73	58.62
	13,752.79	12,936.57

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

### 18 Purchases of traded goods

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Vehicles	28.17	21.57
Auto spare parts	1,126.93	937.66
	<b>1,155.10</b>	<b>959.23</b>

### 19 (Increase)/decrease in inventories

Particulars	(₹ In Crore)		
	For the year ended 31 March		
	<b>2015</b>	<b>2014</b>	<b>(Increase)/ decrease</b>
<b>Inventories at the end of the year</b>			
Work-in-progress	28.65	24.96	(3.69)
Finished goods			
Vehicles (manufactured)	310.85	280.24	(30.61)
Vehicles (traded)	0.87	1.53	0.66
Auto spare parts (manufactured)	18.37	15.02	(3.35)
Auto spare parts (traded)	131.66	112.19	(19.47)
	<b>490.40</b>	<b>433.94</b>	<b>(56.46)</b>
<b>Inventories at the beginning of the year</b>			
Work-in-progress	24.96	26.56	1.60
Finished goods			
Vehicles (manufactured)	280.24	255.20	(25.04)
Vehicles (traded)	1.53	1.51	(0.02)
Auto spare parts (manufactured)	15.02	11.97	(3.05)
Auto spare parts (traded)	112.19	126.13	13.94
	<b>433.94</b>	<b>421.37</b>	<b>(12.57)</b>
	<b>(56.46)</b>	<b>(12.57)</b>	

### 20 Employee benefits expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	<b>2015</b>	<b>2014</b>
Salaries, wages and bonus to employees	676.69	583.71
Remuneration to whole-time directors	32.06	30.10
Contribution to provident and other funds	130.41	64.68
Staff welfare expenses	59.32	53.27
	<b>898.48</b>	<b>731.76</b>



Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**21 Finance costs**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Interest expense	6.49	0.82
	6.49	0.82

**22 Depreciation and amortisation**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Depreciation on tangible assets	264.23	179.28
Depreciation on investment property	2.57	1.38
Amount written off against leasehold land	0.66	0.66
	267.46	181.32

**23 Other expenses**

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Stores and tools consumed	131.69	125.01
Power, fuel and water	114.80	106.37
Excise duty on increase/(decrease) in stocks of finished goods	11.51	(8.13)
Rent	10.78	12.83
Repairs to buildings	49.03	36.32
Repairs to machinery	143.99	101.81
Other repairs	6.76	6.66
Insurance	2.39	2.72
Rates and taxes	4.01	5.38
Payment to auditor	1.51	1.39
Directors' fees and travelling expenses	1.51	0.33
Commission to non-executive directors	1.31	1.09
Travelling expenses	50.22	43.79
Miscellaneous expenses	248.40	191.94
Loss on derivative contracts on break in designation of hedge	-	2.11
Sales tax/VAT expenses	18.83	21.35
Packing material consumed	312.80	268.75
Freight and forwarding expenses	80.39	54.16
Advertisement	321.51	262.34
Vehicle service charges and other expenses	89.79	63.03
Carried over	1,601.23	1,299.25

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

### 23 Other expenses (Contd.)

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Brought over	1,601.23	1,299.25
Commission and discount	55.45	43.85
Incentives and sales promotion	29.79	24.11
Donations	9.50	0.17
Contribution to Bajaj Electoral Trust	3.05	-
Expenditure towards Corporate Social Responsibility (CSR) activities	42.91	-
Bad debts and other irrecoverable debit balances written off	0.82	0.07
Less: Provisions made in earlier years in respect of amounts written off during the year, adjusted as per contra	0.78	-
	0.04	0.07
Valuation losses on derivative hedging instruments	50.22	76.81
Loss on assets sold, demolished, discarded and scrapped	15.16	7.56
Provision for doubtful debts and advances	3.82	1.18
	1,811.17	1,453.00

### 24 Exceptional items

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
NCCD payment	340.29	-
	340.29	-

The honourable high court of Uttarakhand has passed an order dated 9 October 2014 ruling that the levy of 'National Calamity Contingent Duty' (NCCD) is out of the purview of the exemptions granted to the Company under the scheme of incentives for industries in certain identified growth areas in Uttarakhand.

Consequently the Company has paid the disputed duty for the period from 1 April 2007 to 30 September 2014, together with interest upto the date of payment and penalty.

The charge on account of this item has been disclosed as an exceptional item of expenditure.

- 25** Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognising this purpose, the Company has disclosed only such notes from the individual financial statements, which fairly present the needed disclosures.
- 26** The accounting policies of the parent are best viewed in its independent financial statements, note 1. Differences in accounting policies followed by the other entities consolidated have been reviewed and no adjustments have been made, since the impact of these differences is not significant.
- 27** Consolidated contingent liability is same as contingent liability of standalone Bajaj Auto Ltd.
- 28** Consolidated capital commitments are same as capital commitments of standalone Bajaj Auto Ltd.

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**29 Segment information**

Segment information is based on the consolidated financial statements.

**Segment wise revenue, results and capital employed for the year ended 31 March 2015**

(₹ In Crore)

**(a) Primary segment: Business segment**

<b>Particulars</b>	<b>Automotive</b>	<b>Investments</b>	<b>Consolidated</b>
<b>Revenue</b>			
External sales and other income	21,821.26	376.96	22,198.22
Unallocated corporate revenue	-	-	-
Inter segment sales and other income	-	-	-
<b>Total revenue</b>	<b>21,821.26</b>	<b>376.96</b>	<b>22,198.22</b>
<b>Segment result</b>	<b>3,927.24</b>	<b>375.92</b>	<b>4,303.16</b>
Unallocated corporate result	-	-	-
Interest expense	6.49	-	6.49
Tax expense	-	-	1,271.05
Tax (debits)/credits pertaining to earlier years	-	-	-
Deferred tax assets write-off	-	-	-
Minority interest	-	-	(0.01)
<b>Profit for the year</b>	<b>3,920.75</b>	<b>375.92</b>	<b>3,025.63</b>
Segment assets	7,730.66	7,957.11	15,687.77
Unallocated corporate assets	-	-	277.83
<b>Total assets</b>	<b>7,730.66</b>	<b>7,957.11</b>	<b>15,965.60</b>
Segment liabilities	2,810.42	-	2,810.42
Unallocated corporate liabilities	-	-	1,806.47
<b>Total liabilities</b>	<b>2,810.42</b>	<b>-</b>	<b>4,616.89</b>
<b>Capital employed</b>	<b>4,920.24</b>	<b>7,957.11</b>	<b>11,348.71</b>
<b>Capital expenditure</b>	246.14	-	246.14
<b>Depreciation and write downs</b>	267.46	-	267.46
<b>Non cash expenses other than depreciation</b>	54.04	-	54.04

Business segments of the consolidated group have been identified as distinguishable components that are engaged in a group of related product or services and that are subject to risks and returns different from other business segments. Accordingly Automotive and Investments have been identified as the business segments.

**(b) Secondary segment: Geographic segment**

<b>Particulars</b>	<b>India</b>	<b>Rest of the world</b>	<b>Consolidated</b>
Segment revenue			
External sales and other income	12,432.38	9,765.84	22,198.22
Segment assets	13,985.08	1,980.52	15,965.60
Capital expenditure	246.14	-	246.14

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

## 29 Segment information

Segment information is based on the consolidated financial statements.

### Segment wise revenue, results and capital employed for the year ended 31 March 2014

(₹ In Crore)

#### (a) Primary segment: Business segment

Particulars	Automotive	Investments	Consolidated
<b>Revenue</b>			
External sales and other income	20,438.83	396.04	20,834.87
Unallocated corporate revenue	–	–	5.23
Inter segment sales and other income	–	–	–
<b>Total revenue</b>	<b>20,438.83</b>	<b>396.04</b>	<b>20,840.10</b>
<b>Segment result</b>	<b>4,400.89</b>	<b>395.09</b>	<b>4,795.98</b>
Unallocated corporate result	–	–	5.23
Interest expense	0.82	–	0.82
Tax expense	–	–	1,390.10
Tax (debits)/credits pertaining to earlier years	–	–	1.37
Deferred tax assets write-off	–	–	31.74
Minority interest	–	–	(0.36)
<b>Profit for the year</b>	<b>4,400.07</b>	<b>395.09</b>	<b>3,380.28</b>
Segment assets	7,590.89	7,466.45	15,057.34
Unallocated corporate assets	–	–	250.42
<b>Total assets</b>	<b>7,590.89</b>	<b>7,466.45</b>	<b>15,307.76</b>
Segment liabilities	3,175.04	–	3,175.04
Unallocated corporate liabilities	–	–	1,764.48
<b>Total liabilities</b>	<b>3,175.04</b>	<b>–</b>	<b>4,939.52</b>
<b>Capital employed</b>	<b>4,415.85</b>	<b>7,466.45</b>	<b>10,368.24</b>
<b>Capital expenditure</b>	391.78	–	391.78
<b>Depreciation and write downs</b>	181.32	–	181.32
<b>Non cash expenses other than depreciation</b>	77.99	–	77.99

Business segments of the consolidated group have been identified as distinguishable components that are engaged in a group of related product or services and that are subject to risks and returns different from other business segments. Accordingly Automotive and Investments have been identified as the business segments.

#### (b) Secondary segment: Geographic segment

Particulars	India	Rest of the world	Consolidated
Segment revenue			
External sales and other income	12,618.40	8,221.70	20,840.10
Segment assets	13,299.81	2,007.95	15,307.76
Capital expenditure	391.77	0.01	391.78



Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

**30** Consolidated related party transactions are same as related party transactions of standalone Bajaj Auto Ltd. except for following transactions which are additional in consolidated financial statements -

Loan to KTM Motorrad AG: ₹ 33.60 crore (previous year - Nil)  
Interest received from KTM Motorrad AG: ₹ 0.28 crore (previous year - Nil)

### 31 Deferred taxes

Particulars	As at 31 March	
	2015	2014
Liabilities	278.77	289.57
Assets	137.19	146.39
Net	141.58	143.18

### 32 Disclosure in terms of Schedule III of the Companies Act, 2013

Particulars	Net Assets (i.e. Total assets minus total liabilities)		Share in profit/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated profit/loss	Amount
	<b>1. Parent:</b>			
Bajaj Auto Ltd.	96.37%	10,692.15	93.00%	2,813.74
<b>2. Subsidiaries (Foreign):</b>				
PT Bajaj Auto Indonesia	0.05%	5.36	(0.06%)	(1.68)
Bajaj Auto International Holdings BV	14.61%	1,620.57	7.05%	213.29
Add/(Less): Minority interests in all subsidiaries		(0.04)		0.01
Add/(Less): Inter-company eliminations	(11.03%)	(1,222.72)	0.01%	0.27
<b>Total</b>	<b>100.00%</b>	<b>11,095.32</b>	<b>100.00%</b>	<b>3,025.63</b>

### 33 Previous year figures

Previous year figures have been regrouped wherever necessary to make them comparable with those of the current year.

### 34 Miscellaneous

₹ 1 crore is equal to ₹ 10 million.

In terms of our report of even date  
For Dalal & Shah  
Firm Registration Number: 102021W  
Chartered Accountants

Russell I Parera  
Partner  
Membership Number: 42190  
Pune: 21 May 2015

Kevin D'sa  
Chief Financial Officer  
J Sridhar  
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj  
Chairman  
Rajiv Bajaj  
Managing Director  
Nanoo Pamnani  
Chairman - Audit Committee

## Salient features of the financial statements of subsidiaries for the year ended 31 March 2015

Form AOC-1:

In accordance with section 129(3) of the Companies Act, 2013, the salient features of the financial statements of subsidiaries is given below:

(₹ In Crore)

Particulars	PT. Bajaj Auto Indonesia	Bajaj Auto International Holdings BV. (Consolidated)
a Reporting period for the subsidiary	1 April 2014 to 31 March 2015	1 April 2014 to 31 March 2015
b Reporting currency as on the last date of the relevant financial year in the case of foreign subsidiaries	IDR (Indonesian Rupiah)	Euro
c Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	1 USD = IDR 13084 1 USD = ₹ 62.50	1 Euro = ₹ 67.19
d Share capital	185.45	1,330.36
e Reserves and surplus	(180.09)	290.21
f Total assets	5.42	1,620.58
g Total liabilities	5.42	1,620.58
h Investments	-	1,054.65
i Turnover	4.03	0.28
j Profit before tax	(1.68)	213.29
k Provision for tax	-	-
l Profit after tax	(1.68)	213.29
m Proposed dividend	-	-
n % of shareholding	99.25%	100.00%

Pune: 21 May 2015

Kevin D'sa  
Chief Financial Officer

J Sridhar  
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj  
Chairman

Rajiv Bajaj  
Managing Director

Nanoo Pamnani  
Chairman - Audit Committee

Notes











Bajaj Auto Limited  
Akurdi, Pune - 411 035, India.  
[www.bajajauto.com](http://www.bajajauto.com)



## NOTICE

Notice is hereby given that the eighth annual general meeting of the shareholders of Bajaj Auto Ltd. will be held on **Thursday 23 July 2015** at **12.15 p.m.** at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Shekhar Bajaj (DIN 00089358), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To appoint a director in place of Niraj Bajaj (DIN 00028261), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
5. To ratify appointment of Dalal & Shah, Chartered Accountants, (Firm Registration No. 102021W) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration.

### SPECIAL BUSINESS:

#### 6. Appointment of Dr. Gita Piramal as an Independent Director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

'RESOLVED THAT Dr. Gita Piramal (DIN 01080602) who was appointed by the Board of Directors as an additional director under section 161(1) of the Companies Act, 2013 and who vacates her office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company, pursuant to section 149 of the Companies Act, 2013 and Rules made thereunder, for a period of five years with effect from 1 April 2015 upto 31 March 2020.

'RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr. Piramal be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.'

#### 7. To consider and if thought fit to pass, with or without modifications, the following resolution as a special resolution:

'RESOLVED that pursuant to the provisions of sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Schedule V thereto (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of Rahul Bajaj as the Chairman of the Company for a five year term commencing from 1 April 2015 till 31 March 2020 on the terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Rahul Bajaj, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Rahul Bajaj.

'FURTHER RESOLVED that in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Rahul Bajaj be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

'AND FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.'

**8. To consider and if thought fit to pass, with or without modifications, the following resolution as a special resolution:**

'RESOLVED that pursuant to the provisions of sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Schedule V thereto (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of Madhur Bajaj as the Vice Chairman of the Company for a five year term commencing from 1 April 2015 till 31 March 2020 on the terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Madhur Bajaj, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Madhur Bajaj.

'FURTHER RESOLVED that in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Madhur Bajaj be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

'AND FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.'

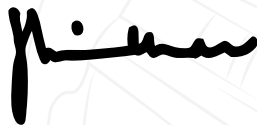
**9. To consider and if thought fit to pass, with or without modifications, the following resolution as a special resolution:**

'RESOLVED that pursuant to the provisions of sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Schedule V thereto (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of Rajiv Bajaj as the Managing Director of the Company for a five year term commencing from 1 April 2015 till 31 March 2020 on the terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Rajiv Bajaj, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Rajiv Bajaj.

'FURTHER RESOLVED that in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Rajiv Bajaj be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

'AND FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.'

By order of the Board of Directors  
for Bajaj Auto Ltd.



**J Sridhar**  
Company Secretary

Pune: 21 May 2015



## NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- 3 Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
- 4 Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of clause 49 of the Listing Agreement.
- 5 Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, and in terms of the approval given by the members at the Annual general meeting of the Company held on 17 July 2014, the current auditors of the Company, Dalal & Shah, Chartered Accountants are eligible to hold the office for a period of three years, upto the Annual general meeting of 2017, subject to ratification by members at every subsequent Annual general meeting. The ratification of appointment of Dalal & Shah, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the next annual general meeting alongwith their remuneration has been put up for the approval of members.
- 6 Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Saturday 11 July 2015 to Thursday 23 July 2015**, both days inclusive.
- 7 Subject to the provisions of section 126 of the Companies Act, 2013 dividend on equity shares, if declared at the annual general meeting, will be credited/dispached between **27 July 2015 and 28 July 2015** as under:
  - a) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the end of the day on **Friday 10 July 2015**; and
  - b) to all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Share Transfer Agent (i.e. Karvy Computershare Pvt Ltd.) on or before the closing hours on **Friday 10 July 2015**.
- 8 Dividend will be preferably paid through National Electronic Clearing Services (NECS) wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the members. In cases, where the dividend cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
- 9 To ensure timely delivery of shareholders' communications and also credit of dividend through NECS or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, alongwith the 9 digit MICR/NECS details, to the respective depository participant in case of shares held in demat mode/share transfer agent of the Company in case of shares held in physical mode, on or before **10 July 2015**.
- 10 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.
- 11 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Karvy.
- 12 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
- 13 **To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Pvt. Ltd. on [mohsin.mohd@karvy.com](mailto:mohsin.mohd@karvy.com)**

- 14 Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
- 15 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
  - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
- 16 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 17 Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
- 18 Members/Proxies are requested to bring the copies of annual reports to the meeting.
- 19 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 20 **Voting through electronic means**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 16 July 2015 (End of Day) being the Cut-off date for the purpose of Rule 20 (4) (vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd.(Karvy) or to vote at the annual general meeting.

The instructions for remote E-Voting are as under:

**A. For members who receive notice of annual general meeting through e-mail:**

- i. Use the following URL for e-voting:  
<https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., **Bajaj Auto Ltd.**
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. **Once you confirm, you will not be allowed to modify your vote subsequently.** During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser through e-mail [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name\_EVENT No.'
- xi. Remote e-voting facility where members can cast their vote online shall be open from: **20 July 2015 (9.00 a.m.) till 22 July 2015 (5.00 p.m.)**
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
- xiii. Members may alternatively cast their votes using the Ballot Form sent alongwith this notice and also available on the website of the Company. Please refer instructions under heading C below for more details.

**B. For members who receive the notice of annual general meeting in physical form:**

- i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the User Id and Initial password is provided at the bottom of the ballot form. Please follow steps from Sl. No. (ii) to (xiii) under heading A above to vote through e-voting platform.

**C. For members who wish to vote using ballot form:**

Pursuant to clause 35B of the Listing Agreement, members may fill in the ballot form sent alongwith the notice and submit the same in a sealed envelope to the scrutiniser, Shyamprasad D Limaye, Practising Company Secretary, Unit: Bajaj Auto Ltd. C/o Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 so as to reach **by 5.00 p.m. on 22 July 2015**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutiniser on the validity of the forms will be final.

In the event a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

**D. Voting facility at Annual General Meeting**

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through electronic voting system and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

**E. General Instructions:**

- i. The Board of Directors has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587 CP No.572) as the scrutiniser to the e-voting process, (including voting through ballot form received from the members) and voting at the venue of the annual general meeting in a fair and transparent manner.
- ii. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared alongwith the scrutiniser's report shall be placed on the Company's website: [www.bajajauto.com](http://www.bajajauto.com) and on the website of Karvy - <https://evoting.karvy.com>, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company Scheduled to be held on Thursday 23 July 2015.

## **ANNEXURE TO THE NOTICE**

### **BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE Listing Agreement**

#### **Item No. 3 of the Notice**

##### **Shekhar Bajaj**

Mr. Shekhar Bajaj is the Chairman and Managing Director of Bajaj Electricals Ltd. (BEL). He has been the past President of ASSOCHAM, IMC, ELCOMA (Electric Lamp and Components Manufacturers Association), IFMA (Indian Fan Manufacturers Association) besides other associations. He is on the Board of Bajaj Auto Ltd. and a number of other companies.

He has a B.Sc. (Hons) degree in Mathematics from Pune University (1968), followed by an M.B.A. degree from New York University (1974), joined Bajaj Electricals Ltd. as Chief Executive in 1980. Thereafter in 1984, he took over as Managing Director of Bajaj Electricals Ltd. and became the Chairman and Managing Director in 1990. He built on the Company's inherent strengths and radically turned around its fortunes.

His directorships/committee positions are as under:-

##### **Major Directorships**

Bajaj Electricals Ltd.  
Hercules Hoists Ltd.  
Hind Lamps Ltd.  
Hind Musafir Agency Ltd.  
Rudi Multi Trading Co Ltd.  
Starlite Lighting Ltd.

##### **Committee positions: Nil**

##### **Shareholding in the Company**

He holds 421,760 equity shares of ₹ 10 each in the Company.

The Board commends the resolution for approval.

None of the directors, except Shekhar Bajaj and his relatives Madhur Bajaj and Niraj Bajaj, is concerned or interested in the said resolution.

#### **Item No. 4 of the Notice**

##### **Niraj Bajaj**

Niraj R. Bajaj's career spans more than 30 years. Born on 10 October 1954, he did his B.Com, from Sydenham College of Commerce and Economics, Mumbai. He acquired his Masters in Business Administration from Harvard Business School, Boston, U.S.A. After doing a short stint at Bajaj Auto Ltd. and Bajaj Electricals Ltd., he has been associated with Mukand Ltd., in various positions and is now the Chairman and Managing Director. He was selected by World Economic Forum, as one of the 'Global Leaders for Tomorrow', in 1993.

Niraj Bajaj was the President of the Indian Merchants' Chamber, seven years back when it was celebrating its Centenary Year.

He was President of the Alloy Steel Producer's Association and Indian Stainless Steel Development Association.

He represented India in table tennis for 7 years between 1970-77 and was three-times All-India Table Tennis Champion and ranked India No.1, four times. He is the Recipient of: Arjuna Award, India's highest Sport's honour, Shiv Chhatrapati award, Maharashtra's highest sport's honour and awarded the Maharashtra Gaurav Puraskar.

His directorships/committee positions in other public Ltd. companies:

##### **Major Directorships**

Mukand Ltd. (Chairman and Managing Director)  
Mukand Engineers Ltd.  
Bajaj Allianz General Insurance Company Ltd.  
Bajaj Allianz Life Insurance Company Ltd.  
Hospet Steels Ltd.  
Jeewan Ltd.



**Committee positions : Nil**

### **Shareholding in the Company**

He holds 2,109,476 equity shares of ₹ 10 each in the Company.

The Board commends the resolution for approval.

None of the directors, except Niraj Bajaj and his relatives Shekhar Bajaj and Madhur Bajaj is concerned or interested in the said resolution.

### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND DISCLOSURE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

#### **Item No. 6 of the Notice**

Dr. Gita Piramal (DIN 01080602) was appointed by the Board of Directors of the Company as Additional Director on 24 March 2015 with effect from 1 April 2015. She holds office until the ensuing annual general meeting under section 161(1) of the Companies Act, 2013.

She has submitted the Declaration of Independence, as required pursuant to section 149(6) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in sub-section (6). Dr. Piramal is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In respect of the appointment of Dr. Piramal, a notice in writing in the prescribed manner, as required by section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding her candidature for the office of the director.

According to section 152 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Dr. Gita Piramal as an Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder as also the new clause 49 of the Listing Agreement and that the proposed appointment of Dr. Piramal is independent of the management.

Brief profile and particulars of Dr. Gita Piramal are given below:

Dr. Gita Piramal (born on 4 September 1954) is currently engaged in academic research of the University of Oxford. An entrepreneur and businesswoman, author and journalist, she has a PhD in business history from Bombay University. For two decades, she contributed to several Piramal family companies in India in various positions. She launched a publishing company and a real estate company. In 2012, she retired and gave up Board responsibilities and management roles, though she continues to be active in the real estate business.

An award-winning author, she has written best-seller books, case studies, articles in international and Indian publications and commissioned and edited over 1,000 articles for The Smart Manager. She conceptualised and created content for three best-selling, award-winning programs for CNBC-TV18. She is associated with several trade and industry organisations, non-profit organisations and educational institutions.

#### **Directorships**

Bajaj Finserv Ltd.  
Bajaj Finance Ltd.  
Bajaj Holdings & Investment Ltd.  
Piramal Properties Pvt Ltd.  
Prism Management Consultancy Pvt Ltd.  
Trimode Properties Pvt Ltd.

#### **Committee position**

Bajaj Finserv Ltd.  
Bajaj Finance Ltd.  
Bajaj Holdings & Investment Ltd.

### **Shareholding in the Company : Nil**

This Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

None of the directors/key managerial personnel/their relatives, except Dr. Gita Piramal, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/her respective shareholding, if any, in the Company, in the resolution set out in item no.6 of the Notice.

The Board recommends the ordinary resolution set out in item no.6 of the Notice for approval by the shareholders.

#### **Item No. 7 of the Notice**

At the meeting of the Board of Directors of the Company held on 24 March 2015, Rahul Bajaj, was appointed as the Chairman of the Company for a period of five years with effect from 1 April 2015 on the terms of remuneration mentioned hereinbelow, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

**1. Salary**

₹ 1,875,000/- (Rupees Eighteen Lakh Seventy Five Thousand only) per month with such annual increments/increases as may be decided by the Board of Directors from time to time.

**2. Commission**

Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

**3. Perquisites**

- i. Company's contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- ii. Gratuity at the rate of one month's salary, for each year of service.
- iii. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- iv. Free furnished residential accommodation with gas, electricity, water and furnishings.
- v. Reimbursement of medical expenses incurred for self and family in India or abroad including hospitalisation, nursing home and surgical charges and in case of medical treatment abroad, the air-fare and Boarding/lodging expenses for patient and attendant.
- vi. Reimbursement of actual travelling expenses for proceeding on leave from Pune to any place in India and return therefrom once a year in respect of himself and family.
- vii. Reimbursement of membership fees for clubs in India or abroad, including any admission/life membership fees.
- viii. Reimbursement of salary to two housekeepers/attendants, subject to maximum of ₹ 30,000/- per month per head.
- ix. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- x. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- xi. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- xii. Free use of company's two cars for company's work as well as for personal purposes alongwith drivers.
- xiii. Telephone, tele-fax and other communication facilities at company's cost.
- xiv. Subject to any statutory ceiling/s, the chairman may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

**4. Valuation of perquisites**

Perquisites/allowances shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

**5. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the chairman shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

**6. Computation of ceiling**

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident and superannuation funds referred to in para 3 (i) above.
- b) Gratuity payable as per para 3 (ii), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave as per para 3 (iii) above.

## Information about the appointee

Mr. Bajaj (b. 10 June 1938), is recognised as one of the most successful business leaders of India. He heads the Bajaj Group of Companies which is a leader in a variety of manufactured products and financial services in India and abroad including motorised two and three-wheelers, home appliances, electric lamps, wind energy, special alloy and stainless steel, cranes, forgings, infrastructure development, material handling equipment, travel, general and life insurance and investment and consumer finance.

He holds an Honours Degree in Economics from Delhi University, a degree in Law from Bombay University and an MBA from Harvard Business School.

He is the Chairman of the Board of many companies. He was elected to the Upper House of Parliament (Rajya Sabha 2006 - 2010).

He has received many prestigious awards and recognitions, notable being the award of 'Padma Bhushan' by the Government of India in 2001, Alumni Achievement Award by the Harvard Business School and Life Time Achievement Awards from Economic Times, Ernst and Young and CNBC TV18.

Mr. Bajaj was appointed Knight in the Order of the Legion of Honour by the President of the French Republic.

He was appointed by the Government of India, Chairman (1986-89) of the Government owned domestic carrier, Indian Airlines.

He was nominated by the President of India the Chairman of the Board of Governors of the Indian Institute of Technology, Bombay during 2003-06.

He has been conferred Honorary Doctorates by 6 Universities.

He was the President of Confederation of Indian Industry (CII - 1979-80/1999-2000), Society of Indian Automobile Manufacturers (SIAM), Mahratta Chamber of Commerce, Industry and Agriculture (MCCIA) and Chairman of the Development Council for Automobiles and Allied Industries.

He is a Member and former Chairman of the International Business Council of the World Economic Forum, Geneva and a Member of Harvard Business School's Global Advisory Board. He is also a Member of the International Advisory Council of the Brookings Institution, Washington DC and a Member of the Executive Board of Indian School of Business.

He spear-heads the CSR initiatives of the Bajaj Group through Jamnalal Bajaj Foundation, Jankidevi Bajaj Gram Vikas Sanstha and Shiksha Mandal and a number of social organisations including Bharatiya Yuva Shakti Trust.

His directorships/committee positions in other public Ltd. companies:

### Chairmanships

Bajaj Finance Ltd.  
Bajaj Finserv Ltd.  
Bajaj Holdings & Investment Ltd.

### Directorships

Bajaj Allianz General Insurance Company Ltd.  
Bajaj Allianz Life Insurance Company Ltd.

### Committee position : Nil

His remuneration during the financial year 2014-15 was ₹ 18,75,000 per month plus perquisites and commission.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution where a person is above 70 years of age and for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Company has entered into an agreement with Rahul Bajaj laying down, inter alia, the terms of remuneration referred to above and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 10.00 a m and 12.00 noon at the registered office of the Company upto the date of the meeting.

The Board commends the special resolution for approval.

None of the directors, except Rahul Bajaj, Rajiv Bajaj, Sanjiv Bajaj and Manish Kejriwal is concerned or interested in the said resolution.

## **Item No. 8 of the Notice**

At the meeting of the Board of Directors of the Company held on 24 March 2015, Madhur Bajaj, was appointed as the Vice Chairman of the Company for a period of five years with effect from 1 April 2015 on the terms of remuneration mentioned hereinbelow, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

### **1. Salary**

₹ 1,425,000/- (Rupees fourteen lakh twenty five thousand only) per month with such annual increments/increases as may be decided by the Board of Directors from time to time.

### **2. Commission**

Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

### **3. Perquisites**

- i. Company's contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- ii. Gratuity at the rate of one month's salary, for each year of service.
- iii. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- iv. Free furnished residential accommodation with gas, electricity, water and furnishings.
- v. Reimbursement of medical expenses incurred for self and family in India or abroad including hospitalisation, nursing home and surgical charges and in case of medical treatment abroad, the air-fare and Boarding/lodging expenses for patient and attendant.
- vi. Reimbursement of actual travelling expenses for proceeding on leave from Pune to any place in India and return therefrom once a year in respect of himself and family.
- vii. Reimbursement of membership fees for clubs in India or abroad, including any admission/life membership fees.
- viii. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- ix. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- x. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- xi. Free use of company's two cars for company's work as well as for personal purposes alongwith drivers.
- xii. Telephone, tele-fax and other communication facilities at company's cost.
- xiii. Subject to any statutory ceiling/s, the vice chairman may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

### **4. Valuation of perquisites**

Perquisites/allowances shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

### **5. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the vice chairman shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

### **6. Computation of ceiling**

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident and superannuation funds referred to in para 3 (i) above.



- b) Gratuity payable as per para 3 (ii), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave as per para 3 (iii) above.

### Information about the appointee

Mr. Bajaj is an alumnus of Doon School, Dehra Dun. After obtaining his B.Com Degree from Sydenham College, Bombay, in 1973, he did his MBA at International Institute of Management Development (IMD), Lausanne, Switzerland, in 1979.

He is the Past President of SIAM, the apex association of Indian automobile manufacturers as also the Past President of Mahratta Chamber of Commerce, Industries and Agriculture (MCCIA), the apex Industries Association of Pune.

While he has been CII's Western Region Chairman, he is the current National Council Member of the Confederation of Indian Industry (CII).

His directorships/committee positions in other public Ltd. companies:

#### Chairmanships

Maharashtra Scooters Ltd.

#### Directorships

Bajaj Finance Ltd.

Bajaj Finserv Ltd.

Bajaj Electricals Ltd.

Bajaj Holdings & Investment Ltd.

#### Committee position : Nil

His remuneration during the financial year 2014-15 was ₹ 1,425,000 per month plus perquisites and commission.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Company has entered into an agreement with Madhur Bajaj laying down, inter alia, the terms of remuneration referred to above and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 10.00 a m and 12.00 noon at the registered office of the Company upto the date of the meeting.

The Board commends the special resolution for approval.

None of the directors, except Madhur Bajaj, Shekhar Bajaj and Niraj Bajaj is concerned or interested in the said resolution.

### Item No. 9 of the Notice

At the meeting of the Board of Directors of the Company held on 24 March 2015, Rajiv Bajaj, son of Rahul Bajaj, Chairman has been appointed as the Managing Director of the Company for a period of five years with effect from 1 April 2015 on the terms of remuneration mentioned hereinbelow, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

#### 1. Salary

₹ 3,720,000/- (Rupees thirty seven lac twenty thousand only) per month, with such annual increments/increases as may be decided by the Board of Directors from time to time.

#### 2. Commission

Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

#### 3. Perquisites

- i. Company's contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- ii. Gratuity at the rate of one month's salary, for each year of service.
- iii. Leave with full pay as per the rules of the Company, encashment of unavailed leave being allowed.
- iv. Free furnished residential accommodation with gas, electricity, water and furnishings.

- v. Reimbursement of medical expenses incurred for self and family in India or abroad including hospitalisation, nursing home and surgical charges and in case of medical treatment abroad, the air-fare and Boarding/lodging expenses for patient and attendant.
- vi. Reimbursement of actual travelling expenses for proceeding on leave from Pune to any place in India and return therefrom once a year in respect of himself and family.
- vii. Reimbursement of membership fees for clubs in India or abroad, including any admission/life membership fees.
- viii. Reimbursement of salary to two housekeepers/attendants, subject to maximum of ₹ 30,000/- per month per head.
- ix. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- x. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- xi. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- xii. Free use of company's two cars for company's work as well as for personal purposes alongwith drivers.
- xiii. Telephone, tele-fax and other communication facilities at company's cost.
- xiv. Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

#### **4. Valuation of Perquisites**

Perquisites/allowances shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

#### **5. Minimum Remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

#### **6. Computation of Ceiling**

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident and superannuation funds referred to in para 3 (i) above.
- b) Gratuity payable as per para 3 (ii), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave as per para 3 (iii) above.

#### **Information about the appointee**

Rajiv Bajaj graduated first in class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his masters in Manufacturing Systems Engineering, with distinction, from the University of Warwick in 1990.

He has since worked at Bajaj Auto in the areas of Manufacturing and Supply Chain (1990-95), R+D and Engineering (1995-2000), and Marketing and Sales (2000-2005), and has been its Managing Director since April 2005.

His current priority is the objective of achieving the Company's vision of being one of the world's leading motorcycle manufacturers.

His directorships/committee positions in other public Ltd. companies:

##### **Directorships**

Bajaj Finance Ltd.  
Bajaj Auto Holdings Ltd.  
Bajaj Finserv Ltd.  
Bajaj Holdings & Investment Ltd.  
KTM AG

##### **Committee positions**

Bajaj Finserv Ltd.  
Bajaj Auto Holdings Ltd.

His remuneration during the financial year 2014-15 was ₹ 3,380,000 per month plus perquisites and commission.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Companies Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Company has entered into an agreement with Rajiv Bajaj laying down, inter alia, the terms of remuneration referred to above and the powers and authorities delegated to him. A copy of the said agreement is available for inspection by the members during business hours on any working day between 10.00 a m and 12.00 noon at the registered office of the Company upto the date of the meeting.

The Board commends the special resolution for approval.

None of the directors, except Rahul Bajaj, Rajiv Bajaj, Sanjiv Bajaj and Manish Kejriwal is concerned or interested in the said resolution.

By order of the Board of Directors  
for Bajaj Auto Ltd.



J Sridhar  
Company Secretary

Pune: 21 May 2015





## BAJAJ AUTO LTD.

(CIN: L65993PN2007PLC130076)

### Registered office:

Bajaj Auto Ltd. Complex,  
Mumbai Pune Road, Akurdi, Pune 411035

Email: [investors@bajajauto.co.in](mailto:investors@bajajauto.co.in)

Website: [www.bajajauto.com](http://www.bajajauto.com)

Phone: (020)27472851, Fax: (020)27407380



8th Annual Report 2014-15

## PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65993PN2007PLC130076  
Name of the Company : BAJAJ AUTO LTD.  
Registered office : Mumbai Pune Road, Akurdi, Pune 411035  
Name of the member (s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio No/ Client ID/DP ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the EIGHTH annual general meeting of the Company, to be held on **Thursday 23 July 2015 at 12.15 p.m.** at Bajaj Auto Ltd. Complex, Mumbai-Pune road, Akurdi, Pune 411035 and at any adjournment thereof in respect of such resolutions as are indicated below:

### Ordinary Business

- Adoption of financial statements for the year ended 31 March 2015, and the Directors' and Auditors' Reports thereon.
- To declare dividend.
- Re-appointment of Shekhar Bajaj, who retires by rotation.
- Re-appointment of Niraj Bajaj, who retires by rotation.
- Ratification of appointment of Dalal & Shah, Chartered Accountants, as Statutory Auditors and fixing their remuneration.

### Special Business

- Appointment of Dr. Gita Piramal as an Independent Director.
- Appointment of Rahul Bajaj as the Chairman for a term of 5 years.
- Appointment of Madhur Bajaj as the Vice Chairman for a term of 5 years.
- Appointment of Rajiv Bajaj as the Managing Director for a term of 5 years.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix  
revenue  
stamp  
of ₹ 1

Signature of shareholder

Signature of Proxy holder(s)

### Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



1. Name :  
Registered Address :  
of the sole/first named Shareolder :

2. Name (s) of the Joint Shareholder (s) if any :

3. Registered Folio/DPID & Client ID No. :

4. No. of Shares held :  
(as on 5 June 2015 being the cut-off date for  
dispatch of Notice of AGM)

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of Eighth annual general meeting of the Company scheduled on Thursday 23 July 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Abstain
1	Adoption of Financial statements for the year ended 31 March 2015 and the Directors' and Auditors' Reports thereon				
2	To declare dividend.				
3	Re-appointment of Shekhar Bajaj, who retires by rotation.				
4	Re-appointment of Niraj Bajaj, who retires by rotation.				
5	Ratification of appointment of Dalal & Shah, Chartered Accountants, as Statutory Auditors and fixing their remuneration.				
6	Appointment of Dr. Gita Piramal as an Independent Director.				
7	Appointment of Rahul Bajaj as the Chairman for a term of 5 years.				
8	Appointment of Madhur Bajaj as the Vice Chairman for a term of 5 years				
9	Appointment of Rajiv Bajaj as the Managing Director for a term of 5 years.				

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder

**NOTE:** Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutiniser by **5.00 p.m.** on **22 July 2015** shall only be considered.

## E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event No.)	USER ID	PASSWORD
_____	_____	_____

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to - <https://evoting.karvy.com>

## INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutiniser, Shyamprasad D Limaye, Practising Company Secretary, Unit: Bajaj Auto Ltd.. C/o. Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032 or to his email id [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com), so as to reach by **5.00 p.m.** on **22 July 2015**. **Ballot Form received thereafter will strictly be treated as if not received.**
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Pvt. Ltd). Members are requested to keep the same updated.
7. The voting rights shall be reckoned on the basis of number of equity shares held by the members as on **16 July 2015** [cut-off date for the purpose as per rule 20 (4) (vii) of the Companies (Management and Administration) Rules, 2014, as amended].
8. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorised representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorisation/Board resolution to vote should accompany the Ballot Form.
11. Instructions for e-voting procedure are available in the Notice of annual general meeting and are also placed on the website of the Company.