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Bajaj Holdings & Investment Limited

Sixty Fifth Annual Report
2009-10

Bajaj Holdings & Investment Limited

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Bajaj Holdings & Investment Limited and its Subsidiaries, Associates and Joint Ventures - Consolidated Balance Sheet and Profit & Loss Account 60

Board of Directors

Rahul Bajaj
Chairman

D J Balaji Rao

S H Khan

Rajiv Bajaj

Nanoo Pamnani

Manish Kejriwal

Sanjiv Bajaj

Naresh Chandra

P Murari

CEO

V S Raghavan

Company Secretary

Mandar Velankar

Auditors

Dalal & Shah
Chartered Accountants

Bankers

Citibank N A

Registered under the Indian Companies Act, 1913

Registered Office

Mumbai-Pune Road
Akurdi, Pune 411 035

V S Raghavan - CEO

Directors' Report

Introduction

The directors present their sixty-fifth annual report and the audited statements of accounts for the year ended 31 March 2010.

Operations

The operations and financial figures of the company are elaborated in the annexed Management Discussion and Analysis report. The highlights are as under:-

Financial results (stand-alone)

	2009-10 Rs. In Million	2008-09 Rs. In Million
Operating income	8,135	2,364
Gross profit before interest & depreciation & extra-ordinary item	8,072	2,241
Interest	—	3
Depreciation	2	2
Profit before taxation & extra-ordinary item	8,070	2,236
Extra-ordinary item – One time stamp duty on demerger	—	250
Profit before taxation	8,070	1,986
Provision for taxation	357	238
Profit after tax	7,713	1,748
Add: Tax credits pertaining to earlier years	—	212
Profit for the year	7,713	1,960
Less: Adjustment on revaluation of deferred tax assets	52	—
Profit available for appropriation	7,661	1,960
Transfer to Reserve Fund u/s 45 IC (1) of the Reserve Bank of India Act, 1934	1,543	392
Transfer to General Reserve	771	384
Proposed dividend (inclusive of dividend tax)	3,710	1,184
Balance carried in Profit & Loss Account	1,637	—
Basic Earnings per share (Rs.)		
Before extraordinary item	76.2	21.8
After extraordinary item	76.2	19.4
Diluted Earnings per share (Rs.)		
Before extraordinary item	75.4	21.8
After extraordinary item	75.4	19.4

Dividend

The directors recommend for consideration of the shareholders at the ensuing annual general meeting, payment of dividend of Rs.30 per share (300 per cent) for the year ended 31 March 2010. The amount of dividend and the tax thereon aggregates to Rs.3,710 million.

Dividend paid for the year ended 31 March 2009 was Rs.10 per share (100 per cent). The amount of dividend and the tax thereon aggregated to Rs.1,184 million.

Registration as a non-deposit taking NBFC

In response to the application made by the company to the Reserve Bank of India (RBI), the company has been registered on 29 October 2009 as a Non-Banking Financial Institution (non-deposit taking). In terms of provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, your company is categorised as a 'systemically important non-deposit taking non-banking financial company' having total assets of Rs.100 crore and above. The company has not accepted public deposits during the year under review.

Subsidiary / Joint venture / Associates

Following are the companies, which are the subsidiary / joint venture / associate companies of the company:

Name of the Company	% Shareholding of Bajaj Holdings & Investment Limited as on 31 March 2010	Status
Bajaj Auto Limited	31.49%	Associate
Bajaj Finserv Limited	35.64%	Associate
Bajaj Auto Holdings Limited	100%	Subsidiary
Maharashtra Scooters Limited	24%	Joint Venture

As regards Maharashtra Scooters Ltd. (MSL), a company jointly promoted by the company (erstwhile BAL) and Western Maharashtra Development Corporation Ltd. (WMDC), WMDC had offered to sell its 27 per cent shareholding in MSL and the company had confirmed its willingness to purchase these shares. The price at which the shares were to be sold, had been jointly referred to a sole arbitrator, Justice Arvind V Savant (Retd.), with an understanding in writing that arbitral award would be binding on both.

As reported in the past, the award of the arbitrator dated 14 January 2006 valuing the share price of MSL at Rs 151.63 per share as the rate at which 3,085,712 equity shares of MSL held by WMDC are to be sold to the company, was challenged by WMDC in the Bombay High Court.

After hearing both the parties, the Hon'ble Bombay High Court, vide its order dated 15 February 2010, while confirming the ruling of the arbitrator on the relevant date for valuation and on the methodology adopted by the arbitrator on valuation, set aside the award of the learned arbitrator on the ground that the arbitral award goes contrary to the provisions of Section 111A of the Companies Act, 1956, which relates to free transferability of shares in a public limited company. The company has now challenged the decision of the Hon'ble Bombay High Court by

way of filing an appeal before the Division Bench of the High Court on various grounds and the same has been admitted. Decision on the same is awaited.

Preferential Issue

During the year under review, pursuant to board and shareholders' approvals and other statutory and regulatory approvals, the company issued and allotted 10,110,000 preferential warrants to its promoters on 28 July 2009 at an issue price of Rs.449.58 per equity share. 25% of the issue price aggregating to Rs.1,136.3 million was paid on allotment of warrants in July 2009. Each warrant has a tenure of 18 months from the date of its allotment and gives an option to each warrant-holder to apply for an equivalent number of equity shares on payment of balance 75% of the issue price per share.

Out of 10,110,000 warrants, promoters converted 4,859,000 warrants by paying balance 75%, i.e. Rs.337.185 per equity share, aggregating to Rs.1,638.4 million in March 2010.

In terms of powers conferred by the board of directors, share allotment committee allotted 4,859,000 equity shares of Rs.10/- each to the promoters, at its meeting held on 27 March 2010.

Paid-up capital of the Company has accordingly increased from Rs.1,011.8 million (101,183,510 equity shares of Rs.10/- each) to Rs.1,060.4 million (106,042,510 equity shares of Rs.10/- each).

Corporate Social Responsibility

During the year 2009-10, Bajaj Group continued its Corporate Social Responsibility (CSR) initiatives in various fields. Activities in this area are set out in detail in the annexed CSR Report.

Directors

During the year under review, Madhur Bajaj resigned as non-executive director with effect from 22 August 2009.

Nanoo Pamnani and Manish Kejriwal retire from the board by rotation this year and being eligible, offer themselves for re-appointment.

Directors' responsibility statement

As required by sub-section (2AA) of section 217 of the Companies Act, 1956, directors state:

- that in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- that the directors have 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 of the company for that period.
- that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- that the annual accounts have been prepared on a going concern basis.

Consolidated financial statements

The directors also present the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiary, associates and joint venture and as prepared in compliance with the accounting standards and listing agreement as prescribed by SEBI.

Information in aggregate for the subsidiary company is disclosed separately in the consolidated balance sheet.

Statutory disclosures

The company has received an exemption with regard to attaching of the balance sheet, profit and loss account and other documents of its subsidiary company, Bajaj Auto Holdings Limited. The summary of the key financials of the company's subsidiary is included in this annual report.

The annual accounts of the subsidiary company and the related detailed information will be made available to the members of the company and its subsidiary company, seeking such information at any point of time. The annual accounts of the subsidiary company will be kept for inspection by any member of the company at its registered office and also at the registered office of the concerned subsidiary company.

The company has received an exemption with regard to disclosure of investments in the investment schedule in the accounts under section 211(4) of the Companies Act, 1956. Any shareholder interested in obtaining the details thereof may write to the company.

As required under the provisions of sub-section (2A) of section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended, particulars of the employees are set out in an Annexure to the directors report. As per provisions of section 219(1)(b)(iv) of the said Act, these particulars will be made available to any shareholder on request.

The company has no particulars to report regarding technology absorption, conservation of energy and foreign exchange earning and outgo as required under section 217(1)(e) of the Companies Act, 1956 and Companies (Disclosure of Particulars in the report of board of directors) Rules, 1988.

Directors' Responsibility Statement as required by section 217(2AA) of the Companies Act, 1956 appears in a preceding paragraph.

Certificate from auditors of the company regarding compliance of conditions of corporate governance is annexed to this report.

Disclosures as prescribed by Non-Banking Financial (Non-Deposit Accepting of Holding) Companies Prudential Norms

(Reserve Bank) Directions, 2007 and other NBFC regulations have been made in this annual report.

A Cash Flow Statement for the year 2009-10 is attached to the balance sheet.

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, along with 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 2009-10. A declaration to this effect signed by the Chief Executive Officer (Operations) [CEO (O)] of the company is contained in this annual report.

The CEO (O) and Chief Financial Officer (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.

Secretarial standards of ICSI

Secretarial standards issued by the Institute of Company Secretaries of India (ICSI) from time to time are currently recommendatory in nature. Your company is, however, complying with the same.

Group

Pursuant to an intimation from the promoters, the names of the promoters and entities comprising "Group" as defined under the Monopolies and Restrictive Trade Practices ("MRTP") Act, 1969 are disclosed in the annual report for the purpose of Regulation 3(1)(e) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

Auditors' report

The observations made in the Auditors' Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any comments under section 217 of the Companies Act, 1956.

Auditors

The members are requested to appoint M/s Dalal and Shah, Chartered Accountants as auditors for the period from the conclusion of the ensuing annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

On behalf of the board of directors

Rahul Bajaj
Chairman

12 May 2010

Annexure 1

Certificate by Auditors on Corporate Governance

To the Members
Bajaj Holdings & Investment Limited

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchanges of India, for the financial year ended 31 March 2010.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review, and to the best of our information and according to the explanations given to us, in our opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the Listing Agreements.

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

For and on bahalf of
Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number : 40451
Pune:12 May 2010

Annexure 2
Declaration by Chief Executive Officer (CEO)

I, V S Raghavan of Bajaj Holdings & Investment Limited hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31 March 2010 compliance with the code of conduct of the company laid down for them.

V S Raghavan
CEO (Operations)

Pune: 12 May 2010

Annexure 3
Certificate by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

We, V S Raghavan, CEO (Operations) and Kevin D'sa, CFO of Bajaj Holdings & Investment Limited, certify:

1. That we have reviewed the financial statements for the year ended 31 March 2010 and that to the best of our knowledge and belief;
    - these statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading; and
    - these statements 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, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of 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:
    - significant changes in internal control during the year;
    - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
    - 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.

V S Raghavan
CEO (Operations)

Kevin D'sa
Chief Financial Officer

Pune: 12 May 2010

Management Discussion and Analysis

In 2007-08, Bajaj Holdings & Investment Limited [(BHIL)] – erstwhile Bajaj Auto Limited [(BAL)] was demerged, whereby its manufacturing undertaking had been transferred to the new Bajaj Auto Limited and its strategic business undertaking consisting of wind farm and financial services business had been vested with Bajaj Finserv Limited.

Bajaj Holdings & Investment Limited ('BHIL' or 'the company') is now essentially an investment company. The company holds 31.49% in Bajaj Auto Limited & 35.64% in Bajaj Finserv Limited, the results of which are consolidated with BHIL. The position of investments held by the company is given in Table 2.

The year 2009-10 has been an excellent year for the company and its associates.

- **Stand alone income - Rs. 8,135 million v/s Rs. 2,364 million**
- **Stand alone Profit After tax - Rs. 7,713 million v/s Rs. 1,960 million**
- **Consolidated Profit After tax - Rs. 13,626 million v/s Rs. 3,030 million**

Standalone Results of Bajaj Holdings & Investment Limited

The performance of the company is directly related to the performance of its investments. During the year, income from investments earned by the company was Rs. 8,135 million as against Rs. 2,364 million during the previous year.

The equity markets rose during the year under review. Riding upon the opportunities available, the company booked profits on some of its investments. The profit on sale of investments increased from Rs. 104 million in previous year to Rs. 5,901 million for current year. Standalone results of Bajaj Holdings & Investment Ltd. are given in Table 1.

Table 1: Financial performance of Bajaj Holdings & Investment Ltd.

Rs. In Million

	2009-10	2008-09
Interest	750	639
Dividend	1,408	1448
Profit on sale of investments	5,901	104
Others	76	173
Income from Investment	**8,135**	**2,364**
Other Expenses	65	128
Profit before tax and extraordinary item	**8,070**	**2,236**
Extraordinary item : One time stamp duty on demerger	—	250
Profit before tax	**8,070**	**1,986**
Tax expense	357	238
Add: tax credits pertaining to earlier years	—	212
Profit after tax	**7,713**	**1,960**

The company's assets broadly consist of equity investments, including strategic equity investments and investments in liquid and secured instruments. The current investments and its corresponding market values are given in table 2.

Table 2: Position of investments held by the company

Rs. In Million

	31 March 10		31 March 09	
	Cost	Market Value	Cost	Market Value
Equity shares – Strategic investment				
Bajaj Auto Limited	2,862	91,625	851	27,459
Bajaj Finserv Limited	1,358	17,246	937	8,448
Other group companies	2,208	6,932	1,209	1,281
Subtotal	**6,428**	**115,803**	**2,997**	**37,188**
Equity shares - ICICI Bank	7,434	19,336	13,904	12,626
Equity shares - Others	4,628	5,108	4,934	2,915
Subtotal	**12,062**	**24,444**	**18,838**	**15,541**
Mutual funds – equity based	50	50	150	150
Preference shares	2	2	132	132
Government securities	3,586	3,625	6,369	6,557
Debentures and bonds	9,464	9,712	1,727	1,835
Fixed income group – others	8,273	8,273	983	983
Real estate venture fund	319	319	319	319
Total	**40,184**	**162,228**	**31,515**	**62,705**

The investment activity of the company is guided by the principles of adequate security, safety and prudence and the company would continue to endeavor to achieve good returns within this ambit.

Consolidated Results

Consolidated financial results include results of companies shown in Table 3.

Table 3: Consolidated entity – Bajaj Holdings & Investment Limited

Name of the company	% shareholding and voting power of Bajaj Holdings & Investment Limited	Consolidated as
a. Bajaj Auto Limited	31.49 %	Associate
b. Bajaj Finserv Limited	35.64 %	Associate
c. Bajaj Auto Holdings Limited	100 %	Subsidiary
d. Maharashtra Scooters Limited	24 %	Joint venture

With each of the underlying group companies delivering very good results, the consolidated results of Bajaj Holdings & Investment Limited have also been outstanding. The consolidated financials of Bajaj Holdings & Investment Limited, including

its subsidiaries, associates and joint ventures are given in table 4:

Table 4: Summarised Consolidated Accounts of Bajaj Holdings & Investment Limited

Rs. In Million

	2009-10	2008-09
Net sales & other income	7,194	1,596
Income from associates after tax	6,902	1,895
Profit before tax	13,988	3,074
Profit after tax	13,626	3,030

Status of Subsidiary, Associates and Joint Venture

Subsidiary

Bajaj Auto Holdings Ltd. (BAHL)

BAHL is a 100% subsidiary of BHIL. The summary of financial results is given below:

Table 5: Summary financial results

Rs. In Million

	2009-10	2008-09
Operating income	43	97
Profit before tax	42	96
Profit after tax	32	78
Profit attributable to BHIL (100%)	32	78

Associates

Bajaj Auto Ltd. (BAL)

The summary of consolidated financial results of BAL is given below:

Table 6: Summary consolidated financial results

Rs. In Million

	2009-10	2008-09
Net sales & other income	120,967	89,367
Profit before tax	23,013	8,264
Profit after tax	15,972	5,358
Profit attributable to BHIL	4,937	1,625

Bajaj Finserv Ltd. (BFS)

The summary of consolidated financial results of BFS is given below:

Table 7: Summary consolidated financial results

Rs. In Million

	2009-10	2008-09
Operating & other income	9,854	3,853
Profit before tax	8,303	1,543
Profit after tax	5,591	713
Profit attributable to BHIL	1,966	271

Joint Venture

Maharashtra Scooters Ltd.

A joint sector company promoted by the company with Western Maharashtra Development Corporation Limited (WMDC) continued to earn its income from its investments. The summary of its financial results is given below:

Table 8: Summary of financial results

Rs. In Million

	2009-10	2008-09
Sales & other income	243	270
Profit before tax	64	109
Profit after tax	64	109
Profit attributable to BHIL	20	26

Cautionary Statement

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

Corporate Governance

The commitment of Bajaj Group to the highest standards of good corporate governance practices predates SEBI and clause 49 of the listing agreements. Transparency, fairness, disclosure and accountability are central to the working of the Bajaj Group. Bajaj Holdings & Investment Limited ('the company' or 'BHIL') maintains the same tradition and commitment.

Given below are the BHIL's corporate governance policies and practices for 2009-10. As will be seen, BHIL'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 non-independent and independent directors to maintain the independence of the board and to separate the board functions of governance and management.

Composition

The company has a non-executive chairman. According to clause 49, if the non-executive chairman is a promoter, at least one half of the board of the company should consist of independent directors.

During the year under review, Madhur Bajaj, a non-executive director, resigned from the board of directors with effect from 22 August 2009.

As on 31 March 2010, the board of BHIL consisted of nine directors, all of whom were non-executive. The company has 'manager' in terms of provisions of Companies Act, 1956. Five out of the nine non-executive directors were independent. The board has no institutional nominee directors. As Table 1 shows, the company is in compliance with the guidelines.

Non-executive directors' compensation

The non-executive directors of the company were paid a sitting fee of Rs.20,000 per meeting for every meeting of the board and its committee.

The company currently does not have a stock option programme.

Board procedures

During 2009-10, the board of directors met six times: on 21 May 2009, 12 June 2009, 16 July 2009, 15 October 2009, 13 January 2010 and 24 March 2010. The gap between any two meetings has been less than four months.

Attendance record of directors

Table 1: Composition of the board and attendance record of directors for 2009-10

Name of director	Category	Meetings attended	Whether attended last AGM on 16 July 2009
Rahul Bajaj	Chairman, non-executive	6/6	Yes
Madhur Bajaj[1]	Non-executive	3/3	Yes
Rajiv Bajaj	Non-executive	5/6	Yes
Sanjiv Bajaj	Non-executive	5/6	Yes
D J Balaji Rao	Non-executive, independent	6/6	Yes
S H Khan	Non-executive, independent	6/6	Yes
Nanoo Pamnani	Non-executive, independent	4/6	Yes
Manish Kejriwal	Non-executive	5/6	Yes
Naresh Chandra	Non-executive, independent	6/6	Yes
P Murari	Non-executive, independent	3/6	Yes

[1] Resigned as director with effect from 22 August 2009.

Information supplied to the board

In advance of each meeting, the board is presented with the 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 the different functional heads on various issues concerning the company from time to time. Directors have separate and independent access to senior management at all times. 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 BHIL is far ahead of the list mandated under clause 49 of the listing agreement.

As approved by the board of directors at its meeting held on 13 January 2010 pursuant to the requirements under the NBFC regulations, the following information would also be placed before the board at regular intervals:

i. Progress in putting in place a progressive risk management system and risk management policy and strategy followed.

ii. Conformity with the prescribed corporate governance standards.

Directorships and memberships of board committees

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

Table 2: Directorships / committee positions as on 31 March 2010

Name of Director	In listed companies	In unlisted public limited companies	Committee Positions As Chairman	As Member
Rahul Bajaj	5	3	0	0
Rajiv Bajaj	4	2	0	1
Sanjiv Bajaj	6	5	0	5
D J Balaji Rao	10	0	4	6
S H Khan	5	3	5	5
Nanoo Pamnani	4	0	4	4
Manish Kejriwal	2	0	0	2
Naresh Chandra	10	2	1	9
P Murari	9	2	1	5

Notes: Private limited companies, foreign companies and companies under section 25 of the Companies Act, 1956 are excluded for the above purposes. Only audit committee and shareholders' grievance committee are considered for the purpose of committee positions as per listing agreement.

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

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

The board at its meeting on 16 July 2005 laid down a code of conduct for all directors and senior management of the company, which has been posted on the website www.bhil.in. All directors and senior management personnel have affirmed compliance with the code for 2009-10. A declaration to this effect signed by the CEO is given in this annual report.

Audit committee

Constitution and composition

BHIL, as erstwhile Bajaj Auto Limited, set up its audit committee in 1987. Since then, the company has been reviewing and making appropriate changes in the composition and working of the committee from time to time to bring about greater effectiveness, and comply with various requirements under the Companies Act, 1956 and clause 49 of the listing agreement.

The audit committee consisted of the following members as on 31 March 2010:

1. Nanoo Pamnani, Chairman
2. S H Khan
3. Manish Kejriwal
4. Naresh Chandra

In compliance with clause 49, three members of the committee viz. Nanoo Pamnani, S. H. Khan and Naresh Chandra are independent directors and all the members of the audit committee are 'financially literate'. Moreover, the audit committee has members who have 'accounting or related financial management expertise'.

Meetings, attendance and topics discussed

During 2009-10, the audit committee met four times: 21 May 2009, 16 July 2009, 15 October 2009 and 13 January 2010. 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 and the statutory auditors of the company, and those executives who were considered necessary for providing inputs to the committee. The company secretary acted as the secretary to the audit committee.

Table 3: Composition of the audit committee and attendance record of members for 2009-10

Name of director	Category	Meetings attended
Nanoo Pamnani	Chairman (Non-executive & independent)	4/4
S H Khan	Non-executive & independent	4/4
Manish Kejriwal	Non-executive	4/4
Naresh Chandra	Non-executive & independent	4/4

The terms of reference of the audit committee are extensive and go beyond what is mandated in clause 49 of the listing agreement, section 292A of the Companies Act, 1956 and under NBFC regulations.

Subsidiary companies

During the year, the audit committee reviewed the financial statements (in particular, the investments made) of its unlisted subsidiary company- Bajaj Auto Holdings Ltd. (BAHL). Minutes of the board meetings of this subsidiary company were regularly placed before the board of BHIL. So too was a statement of significant transactions and arrangements entered into by this subsidiary company.

Disclosures

A summary statement of transactions with related parties was placed periodically before the audit committee during the year. 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.

At its meeting of 16 July 2005, the board laid down procedures to inform it of the company's risk assessment and minimisation procedures. These would be periodically reviewed to ensure that management identifies and controls risk through a properly defined framework.

As mentioned earlier, as approved by the board of directors at its meeting held on 13 January 2010, information would be placed before the board at regular intervals regarding progress in putting in place a progressive risk management system and risk management policy and strategy followed.

The company has received a certificate of registration dated 29 October 2009 to carry on the business of a systemically important non-banking financial institution (non-deposit taking) under registration number N-13.01952.

The board of directors at its meeting held on 13 January 2010 adopted "Know Your Customer (KYC) & Prevention of Money Laundering Act (PMLA)" Policy. It also decided to lay detailed guidelines for determining interest rates if and when the company decides to take up grant of loans and advances as a business activity.

There were no public issues, right issues etc. during the year.

During the year under review, 10,110,000 warrants were issued and allotted to the promoters on a preferential basis at an issue price of Rs.449.58 per equity share giving right to the warrant-holders to apply for an equivalent number of equity shares during the period of 18 months from the date of allotment of warrants. 25% of the issue price per share was paid at the time of allotment of warrants in July 2009.

Out of 10,110,000 warrants, promoters converted 4,859,000 warrants into an equivalent number of equity shares by paying balance 75% of the issue price per share and were allotted 4,859,000 equity shares of Rs.10/- each in March 2010.

Remuneration and Nomination Committee

BHIL, as erstwhile Bajaj Auto Limited, constituted a remuneration committee of the board on 16 January 2002.

Subsequently, at the meeting of the board of directors held on 16 January 2009, the board has extended the terms of reference of the existing remuneration committee, so as to include the duties to assist the board for having a formal and transparent procedure in making board appointments. Accordingly, the existing remuneration committee was restyled as `remuneration and nomination committee'.

Further, the board of directors at its meeting held on 13 January 2010 extended the terms of reference of this committee to ensure 'Fit & Proper' status of proposed / existing directors as required under the RBI Guidelines on corporate governance.

The remuneration and nomination committee consisted of the following members as on 31 March 2010:

1. S H Khan, Chairman
2. D J Balaji Rao
3. Nanoo Pamnani
4. Naresh Chandra
5. Rahul Bajaj

The committee met on 24 March 2010 to inter alia nominate chairman of shareholders' / investors' grievance committee in place of Nanoo Pamnani and also to recommend the re-appointment of directors retiring by rotation subject to approval by the shareholders at the ensuing annual general meeting.

Remuneration of directors

Pecuniary relationship or transactions of non-executive directors

During the year under review, there were no pecuniary relationships or transactions of any non-executive director of the company.

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.

The criteria of making payments to non-executive directors as approved by the board at its meeting held on 30 January 2008 has been put on the company's website www.bhil.in.

Table 4 gives details of the remuneration paid or payable to directors during 2009-10.

Table 4: Remuneration paid/payable to Directors during 2009-10

Name of director	Relationship with other directors	Sitting fees Rs.	Salary & perquisites Rs.	Commission Rs.	Total Rs.
Rahul Bajaj	Father of Rajiv Bajaj, Sanjiv Bajaj, father-in-law of Manish Kejriwal	140,000	—	—	140,000
Madhur Bajaj*	—	60,000	—	—	60,000
Rajiv Bajaj	Son of Rahul Bajaj, brother of Sanjiv Bajaj, brother-in-law of Manish Kejriwal	100,000	—	—	100,000
Sanjiv Bajaj	Son of Rahul Bajaj, brother of Rajiv Bajaj, brother-in-law of Manish Kejriwal	100,000	—	—	100,000
D J Balaji Rao	—	140,000	—	—	140,000
S H Khan	—	240,000	—	—	240,000
Nanoo Pamnani	—	160,000	—	—	160,000
Manish Kejriwal	Son-in-law of Rahul Bajaj, brother-in-law of Rajiv Bajaj and Sanjiv Bajaj	200,000	—	—	200,000
Naresh Chandra	—	220,000	—	—	220,000
P Murari	—	80,000	—	—	80,000

Notes: No bonus, pension or incentive is paid to any of the directors. The company has not issued any stock options to any of the Directors.

* Resigned as a director with effect from 22 August 2009.

Non-executive Directors

Non-executive directors are paid sitting fees as separately stated in this report.

Non-executive directors may be paid commission on a case to case basis depending on the services rendered for the company within the overall ceiling of 1% of net profit of the company in the aggregate. For the year under review, no commission was paid / payable to any of the directors.

BHIL has no stock option plans and hence it does not form a part of the remuneration package payable to any non-executive director. In 2009-10, the company did not advance any loans to any of the non-executive directors.

Shares held by non-executive Directors

The non-executive directors as on 31 March 2010, who held shares in BHIL, are as under:

Table 5: Shares held by non-executive directors

Name of director	Number of shares held as on 31 March 2010
Rahul Bajaj	3,187,452
Rajiv Bajaj	830,050
Sanjiv Bajaj	869,724
Manish Kejriwal	100

Management

Management discussion and analysis

This is given as a separate chapter in the annual report.

Disclosure of material transactions

Senior management made 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.

Compliances regarding insider trading

Comprehensive guidelines in accordance with the SEBI regulations are in place. The code of conduct and corporate disclosure practices framed by the company have helped in ensuring compliance with the requirements.

Shareholders

Appointment and/or re-appointment of directors

According to the Statutes, at least two-third of the board should consist of retiring directors. Of these, one third are required to retire every year and, if eligible, may seek re-appointment by the shareholders. Seven of the nine directors of BHIL as on 31 March 2010 were directors, liable to retire by rotation. This year, the retiring directors are Nanoo Pamnani and Manish Kejriwal, who being eligible, have offered their candidature for re-appointment.

Profiles of Nanoo Pamnani and Manish Kejriwal have been given in the notice convening the sixty fifth annual general meeting of the company.

During the year under review, Madhur Bajaj resigned as non-executive director of the company with effect from 22 August 2009.

Communication to shareholders

Quarterly, half-yearly and annual financial results are published in numerous leading dailies, such as Financial Express, Business Standard, The Economic Times, The Times of India and Kesari along with the official press release. The company also sends the half-yearly financial results, along with a detailed write-up, to each household of shareholders.

BHIL has its own website, www.bhil.in, which contains all important public domain information, including presentations made to the media, analysts and institutional investors. The website also contains information on matters such as dividend and bonus history, answers to Frequently Asked Question (FAQs) by the various shareholder categories and details of the corporate contact persons. 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 statements, half-yearly financial statements and quarterly financial statements.
- Corporate governance report.
- Shareholding pattern.

The company further files on-line on the approved website of London Stock Exchange such information on financial statements and other matters as specified by it.

Information on general body meetings

The last three annual general meetings of the company were held at the registered office of the company at Mumbai-Pune Road, Akurdi, Pune 411 035 on the following dates and time:

62 AGM	12 July 2007	at 11.30 am
63 AGM	10 July 2008	at 04.00 pm
64 AGM	16 July 2009	at 04.00 pm

Details of Special Resolution(s) passed at General Meetings during the last three years' Annual General Meetings (AGM)

At the 64th AGM held on 16 July 2009, one special resolution was passed pertaining to issue of warrants / shares to promoters on a preferential basis.

At the 63rd AGM held on 10 July 2008, one special resolution was passed, pertaining to the appointment of V S Raghavan as Manager and Chief Executive Officer with the designation `CEO (Operations)' and approval of remuneration payable to him.

At the 62nd AGM held on 12 July 2007, no special resolutions were passed.

Extraordinary General Meetings (EGM)

Pursuant to the Order dated 6 July 2007, passed by the Hon'ble High Court of Judicature at Bombay in Company Application No. 715 of 2007, a meeting of the shareholders was convened on 18 August 2007 for approving the demerger of the company. As required by law, a poll was conducted at the meeting and the resolution pertaining to approval of scheme of arrangement of demerger was passed with requisite majority.

So far, the company has not adopted postal ballot for passing any resolution at the general meetings, because there has been no occasion for doing so.

Material disclosure of related party transactions

Material transactions, if any, entered into with related parties have been disclosed elsewhere in this annual report. None of these have had any potential conflict with the interests of the company.

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 last three years, except in the following case.

During the year under review, SEBI passed an order against the company levying a penalty of Rs.50,000/- for violation under Regulation 7(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Regulation 13(3) of SEBI (Prohibition of Insider Trading) Regulations, 1992. Brief facts of the case are as under;

As a part of treasury operations, the company (erstwhile BAL) had invested Rs.10 Crores in 13% preference shares of Sushmita Holdings Limited (SHL) in 1999. As a security, the company had obtained guarantees backed up by pledge of shares of 'NOCIL'. When the preference shares fell due for redemption and dividend thereon became due, SHL defaulted. In order to recover the investments in SHL, the pledge of NOCIL shares was invoked on 30 August 2004 and the company sold the shares to realise its investment dues.

Since the pledged shares, which were sold were in excess of 5%, there was a violation by way of non-disclosure. After exchange of communications and hearings before SEBI, SEBI passed an Order dated 30 September 2009, levying a penalty of Rs.50,000/-.

SEBI, however, held in categorical terms that there were no malafides on the part of the company and the company did not have any other interest, other than recovery of its overdue investment.

Shareholders' and investors' grievance committee

The board of directors of BHIL, as erstwhile Bajaj Auto Limited, constituted its shareholders' and investors' grievance committee in 2000. This committee specifically looks into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend etc. In addition, the committee also looks into matters that can facilitate better investor services and relations.

The committee consisted of the three non-executive independent directors and one non-executive director as on 31 March 2010, as mentioned below:

1. Shri P Murari, Chairman
2. Shri Nanoo Pamnani
3. Shri S H Khan
4. Shri Manish Kejriwal

In view of certain changes in chairmanships / memberships of board committees of a few group companies, Nanoo Pamnani resigned as the chairman of the committee, while agreeing to continue as a member of the committee. As recommended by remuneration & nomination committee, P Murari was inducted as an additional member and thereafter the chairman of the committee, in place of Nanoo Pamnani, the outgoing chairman of the committee.

During the year under review, the committee met on 24 March 2010 to review the status of investors' services rendered. All members, except Nanoo Pamnani were present at the meeting. The secretarial auditor as well as the company secretary (who is also the compliance officer) were also present. The committee expressed its whole-hearted satisfaction on the overall status of compliances and actions taken on various matters.

More details on this subject have been furnished in the chapter on General Shareholder Information.

CEO/CFO certification

The CEO 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 chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on corporate governance during 2009-10.

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 report is annexed to the directors' report, and will be sent to the stock exchanges along with the annual return 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 listing agreement.

Non-mandatory

The company has also complied with the non-mandatory requirements as under:

1. The Board

The non-executive chairman has an office at the company's premises. All independent directors of the company, except D J Balaji Rao and S H Khan have tenures not exceeding a period of nine years on the board. The board believes that their continuation on the board is in the company's interest.

2. Remuneration Committee

The company has constituted a remuneration committee. A detailed note on this committee is provided in the annual report.

3. 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.

4. Audit qualifications

There are no qualifications in the financial statements of the company for the year 2009-10.

5. Whistle Blower Policy

The company adopted its Whistle Blower Policy on 13 January 2010. This policy is to enable employees to report to the management their concerns about unethical behaviour, actual or suspected fraud or violation of company's code of conduct or ethics policy. This mechanism provides safeguards against victimisation of employees, who avail of the mechanism. The policy has been appropriately communicated to the employees within the organisation.

General Shareholder Information

Annual general meeting

Date : 22 July 2010
Time : 4.00 p.m.
Venue : Registered office at 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

Dividend

The board of directors of BHIL has proposed a dividend of Rs.30 per equity share (300 per cent) for the financial year 2009-10, subject to approval by the shareholders at the annual general meeting. Dividend paid in the previous year was Rs.10 per equity share (100 per cent).

Dates of book closure

The register of members and share transfer books of the Company will remain closed from Saturday, 10 July 2010 to Thursday, 22 July 2010, both days inclusive.

Date of dividend payment

The payment of dividend, upon declaration by the shareholders at the forthcoming annual general meeting, will be made on or after 26 July 2010:

a) to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end-of-the-day on Friday, 9 July 2010; and

b) 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, 9 July 2010.

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 continue to 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 share transfer agent or registered office of the company.

Unclaimed dividends

Unclaimed dividends up to 1994-95 have been transferred to the general revenue account of the central government. Those who have not cashed their dividend warrants for the period prior to and including 1994-95 are requested to claim the amount from Registrar of Companies, Maharashtra, Pune, PMT Building, Deccan Gymkhana, Pune 411 004.

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 set up by the central government. Accordingly, the unpaid / unclaimed dividends for the years 1995-96 to 2001-02 were transferred by the company to the said fund in the years 2003 to 2009. No claims shall lie against the fund or the company in respect of amounts so transferred.

Unpaid / unclaimed dividend for 2002-03 shall become transferable to the fund in September 2010. Shareholders are requested to verify their records and send claim, if any, for 2002-03, before the amount becomes due for transfer to the fund.

Registrar and share transfer agent

The company appointed Karvy Computershare Private Limited as its share transfer agent and accordingly processing of share transfer/ dematerialisation / rematerialisation and allied activities was outsourced to Karvy Computershare Private Limited, 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 Private Limited. The work related to dematerialisation / rematerialisation is handled by Karvy Computershare Private Limited through its connectivites with National Securities Depository Limited and Central Depository Services (India) Limited.

Share transfer system

Share transfers received by the share transfer agent / company are registered within 15 days from the date of receipt, provided the

documents are complete in all respects. Total number of shares transferred in physical category during 2009-10 was 224,800 shares versus 279,147 shares during 2008-09.

Dematerialisation of shares

During 2009-10, 7,517,601 shares were dematerialised, compared to 13,199,370 shares during 2008-09. Distribution of shares as on 31 March 2010 and 2009 is given in Table 1.

Table 1: Shares held in physical and electronic mode

	Position as on 31 March 2010		Position as on 31 March 2009		Net change durng 2009-10	
	No. of Shares	% to total shareholding	No. of shares	% to total shareholding	No. of shares	% to total shareholding
Physical	16,486,705[1]	15.55	19,145,306	18.92	(7,517,601)	7.09
Demat:						
NSDL	85,779,551	80.89	80,138,604	79.20	5,640,947	5.32
CDSL	3,776,254	3.56	1,899,600	1.88	1,876,654	1.77
Sub Total	89,555,805	84.45	82,038,204	81.08	7,517,601	7.09
Total	**106,042,510**	**100.00**	**101,183,510**	**100.00**	—	—

[1] During the year under review, 4,859,000 equity shares issued to promoters / promoter group have been issued in physical mode.

Global depository receipts (GDRs)

BHIL issued Global Depository Receipts (GDRs) in 1994 and the underlying shares against each GDR were issued in the name of the overseas depository i.e. Deutsche Bank Trust Company Americas. As on 31 March 2010, 314,297 GDRs were outstanding, and represented an equal number of underlying equity shares.

GDRs of the BHIL have been transferred from the Main Market to the Professional Securities Market of the London Stock Exchange, with effect from 10 March 2007. With this transfer, the company can continue to present its financial statements under Indian GAAP.

Stock code

1.	BSE, Mumbai	500490
2.	National Stock Exchange	BAJAJHLDNG
3.	Reuters	BJAT.BO
4.	Bloomberg	BJA.IN
5.	ISIN for Depositories (NSDL & CDSL)	INE118A01012

Listing on stock exchanges

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

	Name	Address
1.	Bombay Stock Exchange Ltd, Mumbai (BSE)	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

GDRs are listed on the London Stock Exchange, having its office at EC2N 1HP, London UK.

During 2009-10, the listing fees payable to these stock exchanges have been paid in full.

Market price data

Table 2 gives the monthly highs and lows of BHIL's shares on the Bombay Stock Exchange (BSE), the National Stock Exchange (NSE) and for the GDRs, on the London Stock Exchange.

Table 2: Monthly highs and lows of Bajaj Holdings & Investment Ltd. (erstwhile Bajaj Auto Ltd.) shares during 2009-10 (BSE Sensex vis-à-vis Rs.)

Month	BSE		NSE		London SE (GDRs)		Closing
	High	Low	High	Low	High	Low	BSE Sensex
Apr-09	432.70	288.00	432.65	290.15	303.12	251.75	11,403.25
May-09	412.00	345.00	425.00	343.25	373.78	282.79	14,625.25
Jun-09	502.00	345.25	502.00	345.30	466.66	368.54	14,493.84
Jul-09	475.95	350.00	476.80	351.00	469.37	359.51	15,670.31
Aug-09	526.70	432.10	526.80	432.00	367.22	356.38	15,666.64
Sep-09	518.00	452.25	518.00	453.00	415.07	361.80	17,126.84
Oct-09	568.00	482.00	590.00	482.40	532.60	397.75	15,896.28
Nov-09	535.00	465.00	541.00	463.00	502.61	452.94	16,926.22
Dec-09	668.95	523.10	670.00	524.50	600.13	460.91	17,464.81
Jan-10	700.00	560.00	668.00	556.25	605.06	544.90	16,357.96
Feb-10	613.90	545.05	612.80	535.80	552.37	535.51	16,429.55
Mar-10	629.95	562.00	629.85	561.25	600.41	534.62	17,527.77

Distribution of shareholdings

Table 3 gives details about the pattern of shareholdings among various categories as on 31 March 2010, while Table 4 gives the data according to size classes.

Table 3: Distribution of shareholdings across categories

	31 March 2010		31 March 2009	
Catagories	No. of shares	% to total capital	No. of shares	% to total capital
Promoters	36,590,276[1]	34.51	31,531,276	31.16
Friends and associates of promoters	16,604,072	15.66	16,551,396	16.36
GDRs[2]	314,297	0.30	654,442	0.65
Foreign Institutional Investors	8,666,625	8.17	14,291,362	14.12
Public Financial Institutions	8,114,802	7.65	8,471,122	8.37
Mutual Funds	3,783,118	3.57	759,413	0.75
Nationalised & other banks	326,320	0.30	306,358	0.30
NRIs & OCBs	1,112,268	1.05	960,240	0.95
Others	30,530,732	28.79	27,657,901	27.34
Total	**106,042,510**	**100.00**	**101,183,510**	**100.00**

[1] During the year under review, 4,859,000 equity shares were issued to promoters / promoter group on conversion of warrants on a preferential basis.
[2] 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 2010

No of shares	No of shareholders		Shares held in each class	
	Number	%	Number	%
1 TO 500	67,406	93.47	3,333,281	3.14
501 TO 1000	1,701	2.35	1,261,557	1.18
1001 TO 2000	1,084	1.50	1,572,245	1.48
2001 TO 3000	525	0.72	1,319,043	1.24
3001 TO 4000	247	0.34	862,634	0.81
4001 TO 5000	203	0.28	933,254	0.88
5001 TO 10000	413	0.57	2,896,568	2.73
10001 AND ABOVE	558	0.77	93,863,928	88.54
Total	**72,137**	**100.00**	**106,042,510**	**100.00**

Shareholders' and investors' grievances

The board of directors of BHIL currently has a shareholders'/ investors' grievance committee consisting of three non-executive independent directors and one non-executive director 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 11 complaints filed by shareholders on verious matters. In respect of each of these complaints, replies were sent to SEBI / ROC / Stock Exchanges / Investors in the prescribed format, and no action remained to be taken at the company's end.

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 is routinely 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.

Address for correspondence

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

Karvy Computershare Private Limited.
Plot No.17 to 24, Vittalrao Nagar,
Near Image Hospital,
Madhapur, HYDERABAD 500 081

Contact persons
Mr M S Madhusudhan
Mr Mohd.Mohsinuddin
Tel No. (040) 44655152, +91 91774 01094
Fax No. (040) 44655024
e-mail : mohsin@karvy.com
website: www.karvy.com

Bajaj Holdings & Investment Limited
Mumbai-Pune Road
Akurdi, Pune 411 035.
Tel: (020) 27472851(Extn 6063), 27406063
Fax : (020) 27407380
e-mail : investors@bhil.in
Website : www.bhil.in

Report on Corporate Social Responsibility (CSR)

The CSR activities of Bajaj Group are guided by the vision and philosophy of its Founding Father, Shri Jamnalal Bajaj, who enunciated the value of Trusteeship in business and laid the foundation stone for its ethical and value-based functioning.

The core elements of CSR activities include ethical functioning, respect for all stake-holders, protection of human rights and care for the environment.

Bajaj Group generally implements the above initiatives through its employees, Employee Welfare Funds and Group NGOs / Trusts / Charitable Bodies operating at various locations in the country. It also enlists the help of non-Group NGOs, Local Authorities, Business Associations and Civil Society, wherever deemed necessary.

Some of the major initiatives taken up during the year under review are summarised below :-

Through Charitable and other Trusts, NGOs and Group Companies

In addition to the activities carried out by the Group Companies, numerous charitable and rural development activities are carried out through its various Trusts / NGOs etc. Some of those are highlighted below:

Jamnalal Bajaj Foundation (JBF – Foundation)

Activities carried out by JBF are highlighted as under :-

AWARDS:

The Foundation gives 4 Awards annually - each of the value of Rs.5 lakhs. Of these, three are given to individuals in India for outstanding contribution in the fields of constructive work on Gandhian lines, application of science and technology for rural development and uplift and welfare of women and children. The fourth one is an International Award - given to individuals other than Indian citizens from foreign countries for their contribution to the promotion of Gandhian values outside India.

RURAL DEVELOPMENT:

The Foundation has been undertaking rural development work in select villages of Wardha District, Maharashtra (since 1987) and in Shikohabad, Dist. Firozabad, U.P. (since 1992).

The activities are undertaken on the basis of the need of the local people. Special emphasis is given on health, family welfare, immunisation, supply of potable drinking water, sanitation and alternative source of renewable energy.

OTHER CHARITABLE ACTIVITIES :

- **Employment Generation Programmes**
  Programmes of employment generation in the rural area have helped the women-folk and scheduled castes and the poorer sections to develop self-confidence in themselves.

- **School under National Child Labour Project**
  4 schools running with the financial support of National Child Labour Project (GOI), are monitored and controlled by JBF. 200 students and 20 staff members are part of these 4 schools.

- **Balwadi (Child Training Centre)**
  Balwadi is a pre-school, where under-privileged children are taught by trained teachers. The Foundation is running 24 Balwadis i.e. Bal Sanskar Kendra in rural areas for poor children below six years of age. It also runs free computer training classes, tailoring classes and stitching classes for poor and needy people.

- **Community Awareness Campaign & Health Camp**
  The Foundation carried out people-to-people base awareness programmes about population control, usage of toilet, health, hygiene etc. and organised health camps for women and handicapped persons.

Jankidevi Bajaj Gram Vikas Sanstha (JBGVS)

During the year under review, JBGVS undertook a number of development initiatives for economic and environment

development, health care and prevention of HIV / AIDS, basic education and literacy, women empowerment and social development.

Activities carried out by JBGVS for community development and empowerment of women are highlighted below :

Rural Development

The group continued with its rural development activities in Pune and Aurangabad districts of Maharashtra through JBGVS. JBGVS aims at integrated development of 43 selected villages, to be carried out by the villagers under their own leadership and through unified efforts forged by Government and local organisations with JBGVS acting as a catalyst. From April 2010, it plans to increase the number of villages to 61, which includes 11 villages of Sikar District, Rajasthan, birth place of Late Jamnalal Bajaj, founder of the Bajaj Group and additional 13 villages in Pune & Aurangabad districts.

Healthcare

It conducted about 60 health check-up camps, including camps held in conjunction with Kamalnayan Bajaj Hospital at Aurangabad. JBGVS runs a mobile clinic, in 20 villages in Pune, with a lady doctor and a nurse to provide primary health care services at the doorstep of the poor.

Tribal Development

A tribal development project, for 1000 tribal families, called Aamrai was launched on 21 August 2009. Rahul Bajaj, Chairman, BAL launched the project. This seven year project involves planting and tending of 27,000 mango trees and 18,000 amla trees on 900 acres of tribal wasteland and distribution of goats, buffaloes & vermi-compost beds for 100 landless tribal families. It is a Rs.3.50 crore project to be done over seven years in partnership with National Bank for Agriculture & Rural Development (NABARD). The project is expected to generate about Rs.4 crores annually from 8th year onwards and substantially improve the quality of life of 1000 tribal families.

Bajaj Allianz Insurance Companies

Bajaj Allianz initiated a `special awards ceremony' and gave away Recognition Awards to `disabled / physically challenged' individuals under different categories ranging from sports, entertainment, business, employment and national service. It was a step to recognise and make a difference to the lives of the physically challenged in India.

Trusts for Colleges

a) Shiksha Mandal, Wardha founded in 1914 by Late Shri Jamnalal Bajaj runs seven colleges with around 10,000 students on its rolls. These include colleges for commerce, science, agriculture, engineering polytechnic and rural studies. Its mission is to provide high quality education at an affordable cost & to inculcate socially desirable values. One of its colleges, the Jankidevi Bajaj College of Science has recently been selected by the University Grants Commission as a College with Potential for Excellence. Ten of its students appeared in the University merit list.

   Two of its colleges have received UGC grants to run remedial coaching classes and training for competitive exams for SC/ST students.

   A new Bajaj College of Engineering, funded by a Rs. 25 crore donation from the Bajaj trusts is in the process of being formed.

   It is the only educational institution chosen as a resource NGO by the Maharashtra Government for implementing a Rs.600 crore project aimed at increasing farmer incomes in Vidarbha.

b) Bajaj Science Centre was started in 2007 as a place for middle and high school children to enjoy science by doing it. For the last two years, one of its students has bagged a medal in the national level Homi Bhabha Bal Vaigyanik competition. Its new Rs. 5 crore complex has been funded by the Bajaj trusts and the fees at the center are subsidised at Rs. 100/month.

c) Gandhi Vichar Parishad runs a 6 month PG Diploma course on Gandhian thought, which attracts students from all over India and recently from abroad too. It organised an international seminar in November 2009 on the occasion of the centennial of the publication of Gandhiji's "Hind Swaraj".

Kamalnayan Bajaj Hospital

Kamalnayan Bajaj Hospital, located in Aurangabad in Marathwada region, is providing super speciality and tertiary care medical facilities, not available elsewhere in this region.

Bajaj Auto Limited with its group companies, is supporting the Trust, named – MMRI (Marathwada Medical & Research

Institute), which runs the hospital. In the last one year, hospital has expanded its capacity from 150 beds to 250 beds and major part of the expansion has been for general category patients. Recently, it has added cancer treatment facilities, including Linac Accelerator & Brachy therapy. Also added are MRI 1.5 Tesla equipment, new generation Siemens Cath Lab for heart patients, latest ophthalmology equipment and other advanced facilities.

The hospital has been providing annually relief for close to 55,000 patients on OPD basis and close to 7,000 patients, who are admitted to hospital for various treatments. It also provides intensive care unit and cardiac care unit, with a capacity of 22 beds and generally with an occupancy rate of more than 95%.

The hospital also runs a programme of providing relief to Below Poverty Line (BPL) and Economically Weaker Section (EWS) of the society with free / subsidised treatment. It holds camps in the villages of the district of Aurangabad and close to 400 BPL patients have been treated at a cost of Rs. 41 lakhs.

The Trust is in the process of starting a Nursing College in 2010-11.

The Group has another 20 Trusts, which are also engaged in many CSR initiatives. Thus, what is listed above is not exhaustive, but only illustrative to give a glimpse of the importance being given by the company and the Group towards CSR.

A publication of the Group "Beyond Profits – Philanthropic Activities of the Bajaj Group", setting out in greater detail the CSR activities of the Group can be made available to any shareholder on request.

Constituents of `Group' as defined in MRTP Act, 1969 for the purposes of SEBI (SAST) Regulations, 1997

Persons constituting group within the definition of "group" as defined in the Monopolies and Restrictive Trade Practices Act, 1969, for the purpose of Regulation 3(1)(e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, include the following:

Sr No	Name of the Person / Entity
1	Anant Bajaj
2	Deepa Bajaj
3	Geetika Bajaj
4	Kiran Bajaj
5	Kriti Bajaj
6	Kumud Bajaj
7	Madhur Bajaj
8	Minal Bajaj
9	Nimisha Bajaj
10	Niraj Bajaj
11	Niravnayan Bajaj
12	Pooja Bajaj
13	Rahul Kumar Bajaj
14	Rajivnayan Bajaj
15	Rishab Bajaj
16	Ruparani Bajaj
17	Sanjali Bajaj
18	Sanjivnayan Bajaj
19	Shefali Bajaj
20	Shekhar Bajaj
21	Siddhant Bajaj
22	Sunaina Kejriwal
23	Manish Kejriwal
24	Aryaman Kejriwal
25	Neelima Bajaj Swamy
26	Aditya Swamy
27	Bachhraj and Company Pvt. Ltd.
28	Bachhraj Factories Pvt. Ltd.
29	Bajaj Allianz Financial Distributors Ltd.
30	Bajaj Allianz General Insurance Company Ltd.
31	Bajaj Allianz Life Insurance Company Ltd.
32	Bajaj Auto Employees' Welfare Funds
33	Bajaj Auto Finance Ltd.
34	Bajaj Auto Holdings Ltd.
35	Bajaj Auto Ltd.
36	Bajaj Electricals Ltd.

Sr No	Name of the Person / Entity
37	Bajaj Financial Securities Ltd.
38	Bajaj Financial Solutions Ltd.
39	Bajaj Finserv Ltd.
40	Bajaj Holdings & Investment Ltd.
41	Bajaj International Pvt. Ltd.
42	Bajaj Sevashram Pvt. Ltd.
43	Baroda Industries Pvt. Ltd.
44	Hercules Hoists Ltd.
45	Hind Musafir Agency Ltd.
46	Jamnalal Sons Pvt. Ltd.
47	Kamalnayan Investment & Trading Pvt. Ltd.
48	Madhur Securities Pvt. Ltd.
49	Mukand Engineers Ltd.
50	Mukand Ltd.
51	Niraj Holdings Pvt. Ltd.
52	Rahul Securities Pvt. Ltd.
53	Sanraj Nayan Investments Pvt. Ltd.
54	Shekhar Holdings Pvt. Ltd.
55	Shishir Holdings Pvt. Ltd.
56	The Hindustan Housing Co Ltd.
57	Anant Trading Company
58	Bachhraj Trading Company
59	Bajaj Trading Company
60	Rishabh Trading Company
61	Anant Trust
62	Aryaman Trust
63	Deepa Trust
64	Geetika Trust
65	Kriti Trust
66	Minal Trust
67	Neelima Trust
68	Nimisha Trust
69	Niravnayan Trust
70	Rishabnayan Trust
71	Sanjali Trust
72	Siddhant Trust

Note: Shareholdings of HUFs, are held in the names of the respective individuals in the capacity of Karta. Hence, HUFs are not separately listed hereinabove.

Report of the Auditor's to the Members

1. We have audited the attached Balance Sheet of BAJAJ HOLDINGS & INVESTMENT LIMITED, as at 31 March 2010, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:

   (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;

   (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;

   (e) On the basis of written representations received from the directors, as on 31 March 2010 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

   (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:

      (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2010;

      (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and

      (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

Anish Amin
Partner
Membership Number: 40451
Pune: 12 May 2010

Annexure to the Auditor's Report

Referred to in paragraph 3 of the Auditor's Report of even date to the members of BAJAJ HOLDINGS & INVESTMENT LIMITED on the financial statements for the year ended 31 March 2010

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

   (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed.

   (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.

2. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.

   (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.

3. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of 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.

4. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.

   (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

5. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

6. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.

7. As informed to us, the maintenance of cost records has not been prescribed under clause (d) of sub-section (1) of Section 209 of the Act.

8. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, 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 income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty and cess as at 31 March 2010 which have not been deposited on account of a dispute, are as per given in Table 1.

9. The Company has no accumulated losses as at 31 March 2010 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

Table 1:

Name of the statute	Nature of dues	Amount (Rs. In Million)	Period to which the amount relates	Forum where the dispute is pending
Sales Tax	—	—	—	—
Income Tax	Matters arising out of assessment orders.	88.39	Various AYs (1988, 1989, 1991, 1992, 1993, 1994, 1995)	High Court
	Matters arising out of assessment orders.	151.66	Various AYs (1988 to1995)	ITAT (Income Tax Appellate Tribunal)
	Matters arising out of assessment orders.	229.10	AYs (1998, 2000, 2001, 2002, 2003, 2004, 2005)	CIT (Commissioner, Income Tax)
Wealth Tax	—	—	—	—
Service Tax	—	—	—	—
Customs Duty	—	—	—	—
Excise	—	—	—	—

10. According to the records of the Company examined by us and the information and explanation given to us, the Company has no borrowings from financial institutions or banks or debenture holders during the year.

11. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

12. In respect of shares, securities, debentures and other investments dealt or traded by the Company, proper records have been maintained in respect of the transactions and contracts and timely entries have been made therein. All the investments are held by the Company in its own name

13. According to the records of the Company examined by us and the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions during the year.

14. According to the records of the Company examined by us and the information and explanations given to us, the company has not obtained any term loans.

15. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.

16. The company has made preferential allotment of warrants to the promoters and promoters group on 28 July 2009. Some of the promoters are covered in the register maintained under Section 301 of the Act. The terms and conditions of the issue are in accordance with SEBI (Disclosure & Investor Protection) Guidelines, 2000 and hence the price at which shares have been issued is not prejudicial to the interest of the company.

17. The Company has not issued any debentures and hence the company has not created any security or charge in respect thereof.

18. The Company has not raised any money by public issues during the year.

19. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

20. Considering the nature of the business conducted by the Company, the other clauses, viz, (ii), (xiii) of paragraph 4 of the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, are not applicable in the case of the Company for the current year, since in our opinion there is no matter which arises to be reported in the aforesaid order.

For **Dalal and Shah**
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451
Pune 12 May 2010

Balance Sheet as at 31 March

	Schedule	Rs. In Million	2010 Rs. In Million	2009 Rs. In Million
I. Sources of Funds				
1. Shareholders' Funds				
a) Share Capital	1	1,060.4		1,011.8
b) Reserves & Surplus	2	37,136.7		31,049.7
			38,197.1	32,061.5
2. Preferential warrant application money [See note 11]			590.2	—
	Total		38,787.3	32,061.5
II. Application of Funds				
1. Fixed Assets				
a) Gross Block		1,024.2		1,016.6
b) **Less:** Depreciation		900.7		898.5
c) Net Block	3	123.5		118.1
d) Lease Adjustment Account-Plant and Machinery		175.0		175.0
			298.5	293.1
2. Investments	4		40,184.4	31,514.7
3. Deferred Tax Adjustments [See note 8]				
a) Deferred Tax Liabilities		(75.6)		(76.9)
b) Deferred Tax Assets		181.5		500.5
			105.9	423.6
4. Current Assets, Loans and Advances	5			
a) Cash and Bank Balances		67.2		74.4
b) Other Current Assets		9.9		18.8
c) Loans and Advances		24,481.6		22,474.5
		24,558.7		22,567.7
Less: Current Liabilities and Provisions	6			
a) Liabilities		285.6		258.9
b) Provisions		26,074.6		22,478.7
		26,360.2		22,737.6
Net Current Assets			(1,801.5)	(169.9)
	Total		38,787.3	32,061.5
Notes forming part of the Financial Statements	10			

As per our attached report of even date
For and on behalf of Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451

Pune: 12 May 2010

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

Rahul Bajaj — Chairman

Rajiv Bajaj
Sanjiv Bajaj
D.J. Balaji Rao
S.H. Khan
Nanoo Pamnani
Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

Profit and Loss Account for the year ended 31 March

	Schedule	Rs. In Million	2010 Rs. In Million	2009 Rs. In Million
Income				
From operations and Other Income	7		8,134.8	2,364.2
Expenditure				
Other Expenses	8	62.7		123.0
Interest	9	—		3.0
Depreciation		2.2		2.2
			64.9	128.2
Operating profit before taxation and extraordinary item			8,069.9	2,236.0
Extraordinary item – One time Stamp Duty on Demerger			—	250.0
Profit for the year before taxation			8,069.9	1,986.0
Taxation				
Current Tax [including **Rs. Nil** for Wealth tax (previous year Rs. Nil)]		1,070.0		256.0
MAT credit		(978.5)		(65.4)
Deferred Tax [See note 8]		265.1		47.5
Fringe Benefit Tax		—		0.2
			356.6	238.3
Profit for the year after tax			7,713.3	1,747.7
Tax credits pertaining to earlier years			—	212.5
			7,713.3	1,960.2
Adjustments on revaluation of deferred tax assets [See note 8]			52.6	—
Profit available for appropriation			7,660.7	1,960.2
Transferred to Reserve Fund in terms of Section 45IC(1) of the Reserve Bank of India Act, 1934			1,542.7	392.1
Transfer to General Reserve			771.3	384.3
Proposed Dividend			3,181.3	1,011.8
Corporate Dividend Tax thereon			528.3	172.0
Balance Carried to Balance Sheet			1,637.1	—
Notes forming part of the Financial Statements	10			
Basic Earnings Per Share (Rs.)				
before extraordinary item			76.2	21.8
after extraordinary item			76.2	19.4
Diluted Earnings Per Share (Rs.)				
before extraordinary item			75.4	21.8
after extraordinary item			75.4	19.4
Nominal value per share (Rs.)			10.0	10.0
Net Profit (Rs. In Million)				
before extraordinary item			7,713.3	2,210.2
after extraordinary item			7,713.3	1,960.2
Number of Shares (In Million)			101.3	101.2
Number of Shares (In Million) - Diluted			102.4	101.2

As per our attached report of even date
For and on behalf of Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451

Pune: 12 May 2010

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

Rahul Bajaj — Chairman

Rajiv Bajaj
Sanjiv Bajaj
D.J. Balaji Rao
S.H. Khan
Nanoo Pamnani
Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

Schedules No 1-10 annexed to and forming part of the Balance Sheet as at and the Profit and Loss Account for the year ended 31March 2010

Schedule 1 Share Capital

	As at 31 March 2009	
	Rs. In Million	Rs. In Million
Authorised		
150,000,000 Shares of Rs.10 each	1,500.0	1,500.0
Issued,Subscribed and Paid up		
*106,042,510 (101,183,510) Equity Shares of Rs. 10 each	1,060.4	1,011.8
Total	1,060.4	1,011.8

Notes

* **A.** Includes prior to buy back of 18,207,304 Equity Shares of Rs. 10 each in 2000:

1. **114,174,388** Equity Shares alloted as fully paid Bonus Shares by way of Capitalisation of Share Premium Account and Reserves
2. **4,342,676** Equity Shares issued by way of Euro Equity Issue represented by Global Depository Receipts (GDR) evidencing Global Depository Shares excluding 2,171,388 Equity Shares alloted as Bonus Shares thereon.

   GDRs outstanding at the close of the year were 314,297 (654,442)

B. **4,859,000** Equity Shares of Rs. 10 each were issued and allotted to Promoters on 27 March 2010 on conversion of 4,859,000 warrants at a premium of Rs. 439.58 per share [See Note 11]

Schedule 2 Reserves and Surplus

			As at 31 March 2009
	Rs. In Million	Rs. In Million	Rs. In Million
Reserve Fund in terms of Section 45IC(1) of the Reserve Bank of India Act, 1934			
As per last Account	392.1		—
Set aside this year	1,542.7		392.1
		1,934.8	392.1
Securities Premium Account		2,135.9	—
General Reserve			
As per last Account	30,657.6		30,273.3
Set aside this year	771.3		384.3
		31,428.9	30,657.6
Balance in Profit & Loss Account		1,637.1	—
Total		37,136.7	31,049.7

Schedule 3 Fixed Assets

Particulars	Gross Block (a)				Depreciation				Net Block	
	As at 31 March 2009	Additions	Deductions and Adjustments	As at 31 March 2010	Up to 31 March 2009	Deductions and Adjustments	For the Year (c)	As at 31 March 2010	As at 31 March 2010	As at 31 March 2009
	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million
Land Freehold (d)	—	—	—	—	—	—	—	—	—	—
Land Leasehold (f)	13.3	—	0.2(e)	13.1	—	—	—	—	13.1	13.3
Buildings (b)	127.3	7.8	—	135.1	23.3	—	2.1	25.4	109.7	104.0
Vehicles	1.0	—	—	1.0	0.2	—	0.1	0.3	0.7	0.8
Leased Assets : Plant & Machinery	875.0	—	—	875.0	875.0	—	—	875.0	—	—
Total	1,016.6	7.8	0.2	1,024.2	898.5	—	2.2	900.7	123.5	118.1
Previous Year Total	1,022.4	—	5.8	1,016.6	897.0	0.7	2.2	898.5	118.1	

(a) At cost, except leasehold land which is at cost,less amounts written off.

(b) i Includes Premises on ownership basis in Co-operative Society Rs. 73.4 million and cost of shares therein Rs. 1,000/-

ii Includes Premises on ownership basis Rs. 53.8 million represented by 66 equity shares and 182 debentures of the face value of Rs. 660 and Rs. 18,900,000/- respectively.

(c) Refer Para 3(A) & (B) of Statement on Significant Accounting Policies annexed to the Accounts.

(d) Includes land at cost of Rs. 47,782/-.

(e) Represents amount amortised over lease period.

(f) Titles pending transfer in the name of the company post change in the name of the company consequent to demerger of erstwhile Bajaj Auto Limited (now, Bajaj Holdings & Investment Limited).

Schedule 4 Investments, at Cost (Unless otherwise stated)

				As at 31 March 2009
		Rs. In Million	Rs. In Million	Rs. In Million
Long Term Investments :				
In Government and Trust Securities :				
Quoted :				
—	6.05% Government of India Stock 2019 (Maturity Date 12.06.2019) of face value of Rs.800,000,000 (Previous Year Rs.950,000,000)	690.6		820.1
—	(-) 6.07% Government of India Stock 2014 of face value of Rs.250,000,000 (Previous Year Rs. Nil)	247.6		—
—	7.46% Government of India Stock 2017 of face value of Rs.50,000,000	52.7		52.7
—	(-) 7.94% Government of India Stock 2021 of face value of Rs.50,000,000	57.2		—
—	(-) 8.20% Government of India Stock 2022 of face value of Rs.50,000,000	54.5		—
—	8.23% Government of India Stock 2027 of face value of Rs.50,000,000	47.9		47.9
—	10.03% Government of India Stock 2019 of face value of Rs.1,300,000,000	1,787.8		1,787.8
—	10.18% Government of India Stock 2026 of face value of Rs.100,000,000 (Previous Year Rs.400,000,000)	123.1		492.3
—	10.45% Government of India Stock 2018 of face value of Rs.700,000,000	1,013.3		1,013.3
—	Others	—		2,836.9
		4,074.7		7,051.0
	Less: Amortisation of Premium/Discount on acquisition	138.3		170.0
			3,936.4	6,881.0
In Fully Paid Preference Shares :				
Unquoted :				
250,000	12% Cumulative Redeemable Preference Shares of Rs.100 each in Himachal Futuristic Communications Limited	25.0		25.0
2,000,000	9% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 each in Kopran Limited	20.0		20.0
196,169	0.01% Cumulative Redeemable Preference Shares of Rs.10 each in Mukand Limited	2.0		2.0
300,000	14.50% Redeemable Cumulative Non Convertible Preference Shares of Rs.100 each in Southern Petrochemical Industries Corporation Limited	30.0		30.0
—	Others	—		234.6
			77.0	311.6
	Carried over		4,013.4	7,192.6

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		4,013.4	7,192.6
In Fully Paid Equity Shares :				
Trade :				
Quoted :				
45,559,500	(44,400,000) Shares of Rs.10 each in Bajaj Auto Limited (An Associate Company)	2,862.2		851.4
732,000	(-) Shares of Rs.10 each in Bajaj Auto Finance Limited (Group Company)	29.8		—
16,497,840	(2,306,768) Shares of Rs.2 each in Bajaj Electricals Limited (Group Company)	1,057.5		88.8
51,565,341	(50,301,000) Shares of Rs.5 each in Bajaj Finserv Limited (An Associate Company)	1,357.6		936.9
2,742,848	Shares of Rs.10 each in Maharashtra Scooters Limited (Joint Venture)	2.4		2.4
54,000	(-) Shares of Rs.10 each in Mukand Engineers Limited (Group Company)	1.0		—
4,056,422	Shares of Rs.10 each in Mukand Limited (Group Company)	243.7		243.7
			5,554.2	2,123.2
Unquoted:				
24,500	Shares of Rs.100 each in Bajaj Auto Holdings Limited (A wholly owned subsidiary)	2.5		2.5
1	Share of Rs. 100 each in The Poona District Motor Transport Co-operative Company Limited	—		—
			2.5	2.5
In Fully Paid Equity Shares :				
Other				
Quoted :				
13,068,511	Shares of Re.1 each in Bajaj Hindustan Limited	871.8		871.8
93,123	(66,123)Shares of Rs.10 each in Bharat Heavy Electricals Limited	199.4		112.6
700,000	(135,000) Shares of Rs.5 each in Bharti Airtel Limited	246.0		123.7
107,479	(307,479) Shares of Rs. 2 each in Bharat Forge Limited	28.5		81.7
1,016,000	(-) Shares of Rs.10 each in Chambal Fertilisers and Chemicals Limited	22.3		—
83,631	(-) Shares of Rs.10 each in Container Corporation of India Limited	101.3		—
2,566,661	(2,139,461) Shares of Rs.10 each in Force Motors Limited	604.7		460.6
110,195	(-) Shares of Rs.10 each in GTL Limited	31.8		—
	Carried over	2,105.8		1,650.4
	Carried over		9,570.1	9,318.3

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

				As at 31 March 2009
		Rs. In Million	Rs. In Million	Rs. In Million
	Brought over		9,570.1	9,318.3
In Fully Paid Equity Shares : (Contd.)				
Other: (Contd.)				
Quoted : (Contd.)				
	Brought over	2,105.8		1,650.4
150,000	(-) Shares of Rs.10 each in GTL Infrastructures Limited	22.4		—
1,099,160	Shares of Rs.10 each in Gujarat Heavy Chemicals Limited	143.4		143.4
1,195,597	(420,597) Shares of Rs.1 each in Hindalco Industries Limited.	175.2		72.2
89,032	(-) Shares of Rs.10 each in Housing Development Finance Corporation Limited	210.4		—
20,295,999	(37,960,897) Shares of Rs.10 each in ICICI Bank Limited	7,433.9		13,904.1
1,149,555	(3,774,555) Shares of Rs.10 each in Industrial Finance Corporation of India Limited	67.1		220.4
764,533	(-) Shares of Rs.10 each in Karnataka Bank Limited	100.0		—
164,746	(276,414) Shares of Rs.2 each in Larsen & Toubro Limited	236.2		384.0
1,552,638	(-) Shares of Rs. 10 each in National Thermal Power Corporation Limited	327.3		—
223,536	(-) Shares of Rs.10 each in Oil India Limited	255.4		—
102,000	(73,900) Shares of Rs. 10 each in Reliance Industries Limited	100.5		139.2
521,876	(-) Shares of Rs. 10 each in Sintex Industries Limited	126.3		—
54,079	(74,079) Shares of Rs.10 each in State Bank of India	95.3		130.5
143,074	(310,551) Shares of Rs.10 each in Tata Steels Limited	81.6		148.6
123,595	(-) Shares of Rs.10 each in Ultratech Cement Company Limited	95.5		—
743,973	(-) Shares of Rs. 2 each in United Phosphorous Limited	118.0		—
—	Others	22.7		1,762.4
			11,717.0	18,555.2
In Fully Paid Equity Shares :				
Unquoted :				
3,006,796	Shares of Rs.1 each in Bombay Stock Exchange Limited	1,216.2		1,216.2
—	(300,000) Shares of Rs.10 each in Kowa Spinning Limited	—		5.3
1	(–) Share of Rs. 2 each in Hero Motors Limited	—		—
			1,216.2	1,221.5
	Carried over		22,503.3	29,095.0

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		22,503.3	29,095.0
In Debentures:				
Fully Paid:				
Other :				
Quoted:				
50	(-) 10.48% Secured Redeemable Non Convertible Debentures of Rs.1,000,000 each of Grasim Industries Limited	56.6		—
100	(-) 8.01% Secured Redeemable Non Convertible Debentures of Rs.1,000,000 each of Grasim Industries Limited	100.0		—
250	(-) Zero Percent Secured Redeemable Non Convertible Debentures of HDFC Limited	255.8		—
200	(-) Zero Percent Secured Redeemable Non Convertible Debentures of HDFC Limited	206.1		—
200	8.60% Secured Non Convertible Redeemable Debentures of Rs.1,000,000 each of Industrial Development Finance Corporation Limited	200.0		200.0
300	(-) 7.24% Unsecured Redeemable Non Convertible Debentures of Rs.1,000,000 each of LIC Housing Finance Ltd.	300.0		—
100	(-) 7.60% Secured Redeemable Non Convertible Debentures of Rs.1,000,000 each of LIC Housing Finance Limited	101.6		—
100	(-) 7.45% Secured Redeemable Non Convertible Debentures of Rs.1,000,000 each of LIC Housing Finance Ltd.	100.0		—
150	(-) 11.45% Secured Redeemable Non Convertible Debentures of Rs.1,000,000 each of Reliance Industries Limited	176.2		—
361,485	12% Secured Partly Convertible Debentures of Rs.150 each of Saurashtra Cement Limited - balance Non Convertible Portion of Rs.100 each (Balance after part redemption)	32.3		34.9
148,905	12% Secured Partly Convertible Debentures of Rs.250 each of Saurashtra Cement limited - balance Non Convertible Portion of Rs.200 each (Balance after part redemption)	21.5		23.3
100	(-) 9.90% Redeemable Non Convertible Bonds in the nature of Debentures of Rs.1,000,000 each of Tata Sons Limited	109.8		—
	Others	—		242.2
		1,659.9		500.4
Less:	Amortisation of Premium/Discount on acquisition	(9.9)		(4.2)
			1,669.8	504.6
Unquoted :				
—	Others		—	65.0
	Carried over		24,173.1	29,664.6

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		24,173.1	29,664.6
In Bonds:				
Fully Paid:				
Other :				
Quoted:				
350	(-) 9.50% Unsecured Redeemable Non Convertible Taxable Bonds of Rs.1,000,000 each of Export-Import Bank of India Ltd.	370.0		—
200	7.50% Unsecured Redeemable Subordinated Bonds in the nature of Debentures of Rs.1,000,000 each of HDFC Bank Limited - Series 1/2005	200.0		200.0
500	(-) 7% Secured Non Convertible Redeemable Bonds in the nature of Debentures (Series X) of Rs.1,000,000 each of Indian Oil Corporation Ltd.	502.5		—
100	(-) Secured Taxable Redeemable Non Convertible, Non Cumulative, Railway Bonds in the nature of Promissory Notes of Rs.1,000,000 each of Indian Railway Finance Corporation Ltd.	102.3		—
250	(200) 8.55% Secured Taxable Redeemable Non Convertible, Non Cumulative Railway Bonds in the nature of promissory notes of Rs. 1,000,000 each of Indian Railway Finance Corporation Ltd.	249.7		199.7
250	(-) 8.55% Secured Taxable Redeemable Non Convertible, Non Cumulative, Railway Bonds in the nature of Promissory Notes of Rs.1,000,000 each of Indian Railway Finance Corporation Ltd.	250.4		—
500	(-) 8.46% Secured Taxable Redeemable Non Convertible, Non Cumulative, Railway Bonds in the nature of Promissory Notes of Rs.1,000,000 each of Indian Railway Finance Corporation Ltd.	517.7		—
6,600	(-) 6.70% Secured Taxfree Redeemable Non Convertible, Non Cumulative, Railway Bonds in the nature of Promissory Notes of Rs.100,000 each of Indian Railway Finance Corporation Ltd.	660.0		—
1,000	15% Bonds of Rs.100,000 each of Madhya Pradesh Electricity Board	100.0		100.0
250	(-) 6.55% Unsecured Redeemable Non Convertible Taxable Bonds of Rs.1,000,000 each of National Housing Bank	250.0		—
250	(-) 6.90% Unsecured Redeemable Non Convertible Taxable Bonds of Rs.1,000,000 each of National Housing Bank	250.0		—
100	(-) 9.40% Unsecured Redeemable Non Convertible Taxable Bonds of Rs.1,000,000 each of National Housing Bank	114.1		—
150	(-) 8.78% Secured Non Convertible Redeemable Taxable Bonds in the nature of Debentures (Series-XXXI) of Rs.1,000,000 each of National Thermal Power Corporation Ltd.	150.0		—
	Carried over	3,716.7		499.7
	Carried over		24,173.1	29,664.6

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		24,173.1	29,664.6
In Bonds: (Contd.)				
Fully Paid: (Contd.)				
Other : (Contd.)				
Quoted: (Contd.)				
	Brought over	3,716.7		499.7
500	(-) 8.40% Non Convertible Redeemable Bonds in the nature of Debentures (Series I) of Rs.1,000,000 each of ONGC Videsh Ltd.	502.8		—
500	(400) 11.25% Unsecured Redeemable Non Convertible, Non Cumulative, Taxable Bonds in the nature of Debentures Series 52-C of Rs. 1,000,000 of Power Finance Corporation Ltd.	583.0		465.9
100	(-) 11.40% Unsecured Redeemable Non Convertible, Non Cumulative, Taxable Bonds in the nature of Debentures Series 52-A of Rs. 1,000,000 of Power Finance Corporation Ltd.	112.0		—
100	(-) 9.55% Unsecured Redeemable Non Convertible, Non Cumulative, Taxable Bonds in the nature of Debentures Series XLVII-Series A of Rs.1,000,000 each of Power Finance Corporation Ltd.	104.8		—
200	(-) 8.80% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures of Rs.1,250,000 each of Power Grid Corporation of India Limited	257.3		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series A of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series B of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series C of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series D of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series E of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series F of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
	Carried over	5,576.6		965.6
	Carried over		24,173.1	29,664.6

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		24,173.1	29,664.6
In Bonds: (Contd.)				
Fully Paid: (Contd.)				
Other : (Contd.)				
Quoted: (Contd.)				
	Brought over	5,576.6		965.6
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series G of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series H of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series I of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series J of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series K of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 8.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series L of Rs.1,250,000 each of Power Grid Corporation of India Limited	50.0		—
40	(-) 9.20% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series C of Rs.1,250,000 each of Power Grid Corporation of India Limited	52.9		—
40	(-) 9.33% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series B of Rs.1,250,000 each of Power Grid Corporation of India Limited	54.7		—
250	(-) 7% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series 89 of Rs.1,000,000 each of Rural Electrification Corporation Limited	253.1		—
300	(-) 7.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series 90C of Rs.1,000,000 each of Rural Electrification Corporation Limited	307.0		—
	Carried over	6,544.3		965.6
	Carried over		24,173.1	29,664.6

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		24,173.1	29,664.6
In Bonds: (Contd.)				
Fully Paid: (Contd.)				
Other : (Contd.)				
Quoted: (Contd.)				
	Brought over	6,544.3		965.6
250	(-) 8% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series 90A of Rs.1,000,000 each of Rural Electrification Corporation Limited	250.0		—
100	(50) 8.65% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series 88 of Rs. 1,000,000 each of Rural Electrification Corporation Limited	101.0		49.8
50	(-) 10.90% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series 86B of Rs.1,000,000 each of Rural Electrification Corporation Limited	54.6		—
50	11.45% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series 87C of Rs. 1,000,000 each of Rural Electrification Corporation Limited	50.0		50.0
600	(50) 11.50% Secured Non Convertible, Non Cumulative, Redeemable Taxable Bonds in the nature of Debentures Series 87C of Rs. 1,000,000 each of Rural Electrification Corporation Limited	671.6		50.0
100	9.85% Subordinated Non Convertible Bonds of Rs.1,000,000 each of State Bank of India	100.0		100.0
50	(-) 8.90% Unsecured Redeemable Non Convertible Sub-ordinated Upper Tier -II Bonds (Series I) in the nature of Promissory Notes of Rs.1,000,000 each of State Bank of India	51.1		51.1
150	(-) 9.05% Unsecured Non Convertible Sub-ordinated Perpetual Tier-I Bonds (Innovative Perpetual Debt Instruments) (Series-II) in the nature of Promissory Notes ("Bonds") of Rs.1,000,000 eah of State Bank of India	150.3		—
—	Others	—		194.4
		7,972.9		1,460.9
Less:	Amortisation of Premium/Discount on acquisition	3.0		0.1
			7,969.9	1,460.8
In Mutual Fund Units:				
Unquoted:				
Fully Paid				
5,000,000	Units of Rs.10 each of Quantum Mutual Fund under Quantum Long Term Equity Fund - Growth Plan	50.0		50.0
—	Others	—		350.1
	Carried over	50.0		400.1
	Carried over		32,143.0	31,125.4

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

				As at 31 March 2009
		Rs. In Million	Rs. In Million	Rs. In Million
	Brought over		32,143.0	31,125.4
In Mutual Fund Units: (Contd.)				
Unquoted: (Contd.)				
Fully Paid: (Contd.)				
	Brought over	50.0		400.1
200	Masterplus Shares of Rs.10 each of Unit Trust of India Under Mastershare Plus Unit Scheme 1991 (Masterplus)	—		—
2,320	(3,600) Urban Infrastructure Opportunities Fund-Face Value Rs.1 lakh each	238.4		238.4
			288.4	638.5
Partly Paid:				
10,000	J M Financial Property Fund - I of Face Value of Rs 10,000 each, Rs 8,000 paid up		80.0	80.0
Current Investments :				
In Commercial Paper :				
Unquoted:				
2,000	(-) Commercial Paper of Rs.500,000 each of EXIM Bank Limited -25.06.2010	987.6		—
200	(-) Commercial Paper of Rs.500,000 each of Indian Oil Corporation Limited - 01.09.2010	94.3		—
500	(-) Commercial Paper of Rs.500,000 each of ONGC Videsh Limited-14.09.2010	240.8		—
		1,322.7		—
	Add: Amortisation of Premium/Discount on acquisition	6.5		—
			1,329.2	—
In Certificate of Deposit :				
Unquoted:				
1,000	(-) Certificate of Deposit of Rs.100,000 each of Corporation Bank-07.06.2010	94.4		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of Oriental Bank of Commerce - 09.06.2010	239.9		—
7,500	(-) Certificate of Deposit of Rs.100,000 each of Corporation Bank-29.06.2010	740.3		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of Axis Bank Ltd.- 02.07.2010	236.7		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of State Bank of Hyderabad-02.07.2010	239.3		—
7,500	(-) Certificate of Deposit of Rs.100,000 each of Punjab National Bank--15.07.2010	728.2		—
	Carried over	2,278.8		—
	Carried over		33,840.6	31,843.9

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		33,840.6	31,843.9
In Certificate of Deposit : (Contd.)				
Unquoted: (Contd.)				
	Brought over	2,278.8		—
5,000	(-) Certificate of Deposit of Rs.100,000 each of Punjab National Bank--12.08.2010	484.8		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of State Bank of Mysore-03.09.2010	240.1		—
5,000	(-) Certificate of Deposit of Rs.100,000 each of Canara Bank-03.09.2010	484.2		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of Punjab National Bank -10.09.2010	242.0		—
5,000	(-) Certificate of Deposit of Rs.100,000 each of Corporation Bank -15.09.2010	484.0		—
1,500	(-) Certificate of Deposit of Rs.100,000 each of IDBI Bank Ltd. -17.09.2010	141.3		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of Corporation Bank-22.09.2010	238.8		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of State Bank of Patiala-23.09.2010	238.6		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of Oriental Bank of Commerce-23.09.2010	239.3		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of Axis Bank Ltd.-21.10.2010	238.1		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of State Bank of Patiala -15.11.2010	238.0		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of State Bank of Patiala -10.12.2010	236.6		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of HDFC Bank Ltd. - 15.12.2010	237.5		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of IDBI Bank Ltd. - 14.01.2011	235.5		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of IDBI Bank Ltd. - 17.02.2011	234.3		—
2,500	(-) Certificate of Deposit of Rs.100,000 each of HDFC Bank Ltd. - 08.03.2011	235.6		—
—	Others	—		292.5
		6,727.5		292.5
	Add: Amortisation of Premium/Discount on acquisition	96.9		0.4
			6,824.4	292.9
	Carried over		40,665.0	32,136.8

Schedule 4 Investments, at Cost (Unless otherwise stated) (Contd.)

		Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
	Brought over		40,665.0	32,136.8
In Mutual Fund Units:				
Unquoted:				
881,991.07	ICICI Prudential Institutional Liquid Plan-Super Institutional Growth	120.0		—
—	Others	—		440.0
			120.0	440.0
			40,785.0	32,576.8
Less:	Provision for diminution in value of Investments		600.6	1,062.1
			40,184.4	31,514.7

	Book Value as at		Market Value as at	
	31 March 2010 Rs. In Million	31 March 2009 Rs. In Million	31 March 2010 Rs. In Million	31 March 2009 Rs. In Million
Quoted	30,321.8	28,713.2	*152,365.7	59,903.0
Unquoted	9,862.6	2,801.5		
Total	40,184.4	31,514.7		

Notes to Investment Schedule :

1. * Quoted Investments for which quotations are not available have been included in market value at the face value /paid up value, whichever is lower, except in case of Debentures, Bonds and Government Securities, where the Net Present value at current Yield to Maturity have been considered.

2. See Note 6 in Schedule 10 to the Accounts.

Schedule 5 Current Assets, Loans and Advances

	Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
(a) Cash and Bank Balances			
Bank Balances :			
With Scheduled Banks:			
In current account	67.2		74.4
		67.2	74.4
(b) Other Current Assets			
(good, unless otherwise stated)			
Dividend and Interest receivable on Investments	9.9		16.3
Redemption money receivable on Investments	—		2.5
		9.9	18.8
(c) Loans and Advances			
(unsecured, good, unless otherwise stated)			
Deposits with Joint Stock Companies:			
(Including **Rs. Nil** secured against pledge of Securities, Previous Year Rs. Nil)	—		—
Doubtful	—		117.4
Less: Provision	—		117.4
	—		—
		—	—
Advances Recoverable in Cash or in kind or for value to be received	280.5		303.6
Sundry Deposits	1.9		2.1
Tax paid in Advance	24,199.2		22,168.8
		24,481.6	22,474.5
Total		24,558.7	22,567.7

Schedule 6 Current Liabilities and Provisions

	Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
(a) Liabilities			
Sundry Creditors:			
Other than dues to Micro and Small enterprises [See note 9]		38.7	10.3
Deposits received		182.8	182.8
Unclaimed Dividends		64.1	65.8
Unclaimed amount of Sale proceeds of Fractional coupons of Bonus Shares (**Rs. 5,595** - Previous Year Rs. 5,595)			
		285.6	258.9
(b) Provisions			
Provision for Employee Benefits [See note 7]	4.0		3.9
Provision for Taxation	22,361.0		21,291.0
Proposed Dividend	3,181.3		1,011.8
Provision for Corporate Dividend Tax on Proposed Dividend	528.3		172.0
		26,074.6	22,478.7
Total		26,360.2	22,737.6

Schedule 7 Income from Operations & Other Income

	Rs. In Million	Rs. In Million	Previous Year Rs. In Million
Income from Operations:			
Dividends			
From Associates and Joint ventures	1,042.2		930.0
Other	366.0		518.6
		1,408.2	1,448.6
Interest [Gross-Tax Deducted **Rs. 2.6 milion** (previous year Rs.4.9 million)]			
On Government Securities	430.3		559.0
On Debentures and Bonds	229.6		97.6
Other	0.9		0.6
	660.8		657.2
Less: Amortisation of premium / (discount) on acquisition of fixed income securities	(89.3)		18.4
		750.1	638.8
Leasing Business			
Lease Rent (**Rs.1,000** - Previous Year Rs. Nil)			
Profit on Sale of Investments,net *		5,901.3	103.8
Surplus on redemption of Securities *		—	7.9
Provision for Diminution in value of Investments written back, net	287.3		—
Less: Write backs on account of amounts written off during the year,as per contra	242.9		—
		44.4	—
Provisions for Doubtful Advances written back	163.1		16.5
Less: Write backs on account of amounts written off sduring the year,as per contra	145.8		—
		17.3	16.5
Other Income:			
Interest on income tax refund		—	134.8
Rent		3.5	2.0
Miscellaneous receipts		10.0	7.1
Surplus on Sale of Assets		—	4.7
Total		8,134.8	2,364.2

* Including on Current Investments **Rs. 398.0 million** (Previous Year Rs. 105.5 million)

Schedule 8 Other Expenses

	Rs. In Million	Rs. In Million	Previous Year Rs. In Million
Repairs & Maintenance			
Buildings and Roads		1.1	1.4
Employees' Emoluments (including remuneration to CEO)			
Salaries,wages,bonus etc.	11.0		10.4
Contribution to Provident and other funds and schemes	1.0		2.0
Welfare expenses	0.4		0.3
		12.4	12.7
Rent		0.1	0.2
Rates and taxes		0.2	4.5
Auditors' Remuneration			
Audit Fees	0.3		0.3
Tax Audit Fees	0.1		0.1
Limited Review	0.1		0.1
Certification	0.1		—
Out of Pocket expenses (Rs. 9,490)	—		0.1
		0.6	0.6
Directors' fees and travelling expenses		1.5	1.0
Commission to Non Executive Directors		—	1.7
Miscellaneous expenses		46.5	28.3
Loss on redemption of securities		0.1	—
Investments written off	242.9		0.1
Less: Provisions made in earlier years in respect of amounts written off during the year,adjusted as per contra	242.9		—
		—	0.1
Bad debts written off	145.8		—
Less: Provisions made in earlier years in respect of amounts written off during the year,adjusted as per contra	145.8		—
		—	—
Provision for Doubtful Debts and Advances		—	6.3
Provision for Diminution in Value of Investments, net		—	66.0
Amount written off against leasehold land		0.2	0.2
Total		62.7	123.0

Schedule 9 Interest

	Rs. In Million	Previous Year Rs. In Million
Interest:		
Other than Fixed Loans	—	3.0
Total	—	3.0

Schedule 10 Notes forming part of financial statements

1. In response to the application made by the company, the company has been registered on 29 October 2009 as a Non-Banking Financial Institution (non-deposit taking). The company has complied with Non-Banking Financial (non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as applicable thereto, except in respect of 'concentration of investments' prescribed in para 18(1) of the above mentioned directions, for which the company has obtained exemption dated 8 March 2010 , subject to fulfillment / observance of certain terms and conditions and review by RBI at the end of one year.

2. Significant Accounting Policies followed by the Company are as stated in the Statement annexed to this schedule.

3. Contingent Liability, not provided for:

		As at 31 March 2010	As at 31 March 2009
		(Rs. In Million)	(Rs. In Million)
Income Tax Matters under dispute:			
i.	Appeal by the Company	909.1	909.1
ii.	Appeal by the Department	1,957.2	2,004.9
		2,866.3	2,914.0
In respect of Penalty on Stamp duty on Order of Demerger		—	10.0

4. (a) Estimated amounts of contracts remaining to be executed on Capital account and not provided for, net of advances — 6.4

   (b) Uncalled portion of Investment partly paid 20.0 20.0

5. (a) Managerial remuneration:

		As at 31 March 2010	As at 31 March 2009
		(Rs. In Million)	(Rs. In Million)
(i)	Salary	8.6	7.9
(ii)	Commission	—	—
(iii)	Privilege Leave Entitlement	0.2	0.2
(iv)	Contribution to Provident Fund, Superannuation & Gratuity	0.9	0.9
(v)	Other perquisites	—	—
		9.7	9.0

   b) There are no transactions during the year, the information of which is required to be disclosed under para 4D of Part II of Schedule VI of the Companies Act, 1956.

6. Investments:

   a. Investments made by the Company other than those with a maturity of less than one year, are intended to be held for a long-term, hence diminution in the value of quoted Investments are not considered to be of a permanent nature. On an assessment of the non-performing investments (quoted and unquoted) and keeping in mind the relevant provisioning norms applicable to the company as a NBFC and as per guidelines adopted by the management, no further provision has been determined during the year ended 31 March 2010.

   b. Disclosure of details of Investments in Investment Schedule-annexed to the Accounts is made in accordance with the approval of Department of Company Affairs, Ministry of Law, Justice & Company Affairs, Government of India, under Section 211(4) of the Companies Act, 1956, vide its letter dated 19.03.2010.

7. 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 Scheme

(Rs. In Million)

Amount To Be Recognised in Balance Sheet	As at 31 March 2010	As at 31 March 2009
	Gratuity	Gratuity
Present Value of Funded Obligations	5.6	5.1
Fair Value of Plan Assets	(2.8)	(2.3)
Net Liability	**2.8**	**2.8**
Amounts in Balance Sheet		
Liability	2.8	2.8
Assets	—	—
Net Liability	**2.8**	**2.8**
Expense To Be Recognised in the Statement of P&L		
Current Service Cost	0.2	0.2
Interest on Defined Benefit Obligation	0.4	0.3
Expected Return on Plan Assets	(0.2)	(0.2)
Net Actuarial Losses / (Gains) Recognised in Year	(0.1)	1.0
Total, Included in "Employee Benefit Expense"	**0.3**	**1.3**
Actual Return on Plan Assets	0.2	0.2
Reconciliation of Benefit Obligations & Plan Assets For the Period		
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	**5.1**	**3.5**
Current Service Cost	0.2	0.1
Interest Cost	0.4	0.3
Actuarial Losses / (Gain)	(0.1)	1.2
Closing Defined Benefit Obligation	**5.6**	**5.1**
Change in Fair Value of Assets		
Opening Fair Value of Plan Assets	**2.3**	**1.9**
Expected Return on Plan Assets	0.3	0.2
Contributions by Employer	0.2	0.2
Closing Fair Value of Plan Assets	**2.8**	**2.3**

Principal Actuarial Assumptions (Expressed as Weighted Averages)		
Discount Rate (p.a.)	8.20%	7.00%
Expected Rate of Return on Assets (p.a.)	7.50%	7.50%
Salary Escalation Rate (p.a.) - Senior Staff	8.00%	7.00%
Salary Escalation Rate (p.a.) - Junior Staff	9.00%	6.00%

Unfunded Scheme

(Rs. In Million)

Particulars	As at 31 March 2010	As at 31 March 2009
	Compensated Absences	Compensated Absences
Present Value of Unfunded Obligations	1.2	1.1
Expense recognised in the Statement of P&L	0.2	0.5
Discount Rate (p.a.)	8.20%	7.00%
Salary Escalation Rate (p.a.) - Senior Staff	8.00%	7.00%
Salary Escalation Rate (p.a.) - Junior Staff	9.00%	6.00%

8. Deferred Tax adjustments recognised in the financial statements are as under:

(Rs. In Million)

Particulars	Balance carried as at 31 March 2009	Arising during the period ended 31 March	Adjusted on revaluation during the year 2010*	Balance carried as at 31 March 2010
Deferred Tax Liabilities:				
On account of timing difference in				
a) Depreciation and Amortisation	76.9	(1.3)	—	75.6
Total	76.9	(1.3)	—	75.6
Deferred Tax Assets:				
On account of timing difference in				
a) Diminution in the value of investments	53.9	(26.2)	—	27.7
b) Provision for bad and doubtful debts, ICDs etc.	76.8	(55.9)	—	20.9
c) Provision for privilege leave etc.	0.4	—	—	0.4
d) Taxes, duties etc	0.4	—	—	0.4
e) Short term capital loss	59.5	(59.5)	—	—
f) Amortisation of premium / discount on acquisition of fixed income securities	56.3	(45.5)	(13.8)	(3.0)
g) Adjustments on account of gratuity provisions	0.9	—	—	0.9
h) Demerger expenses under Section 35D	74.0	(20.1)	—	53.9
i) Provision for diminution in value of investments in terms of scheme of arrangement	178.3	(59.2)	(38.8)	80.3
Total	500.5	(266.4)	(52.6)	181.5
Net	**(423.6)**	**265.1**	**52.6**	**(105.9)**

A provision for diminution in value of investments vested with company as a part of the remaining undertaking was made on 1 April 2007, by adjustment to general reserve. The corresponding deferred tax asset was also recognised by adjustment thereto at a short term gain tax rate of 33.99%. Since the remaining balance of such investments have been held for a long term, the deferred tax assets recognised on corresponding provision for diminution, as also the premium / discount amortised to date would henceforth reverse out at the long term capital gain tax rate of 22.145%. Consequently the deferred tax asset has been revalued at 22.145% and the difference has been adjusted to the balance in the Profit and Loss Account.

9. In absence of any information, on requests to the vendors with regards to their registration (filing of Memorandum) under "The Micro, Small and Medium Enterprises Development Act, 2006. (27 of 2006)" and in view of the terms of payments not exceeding 45 days, no liability exists at the close of the year and hence no disclosures have been made in this regard.

10. Future minimum lease rental in respect of assets
    (i) given on operating lease in the form of office premises after April 1, 2001
    Minimum future lease payments as on March 31, 2010:
    Receivable within one year - **Rs. 1.7 million** (Rs. 1.9 million)
    Receivable between one year and five years - **Rs. 1.5 million** (Rs. 3.2 million)
    Receivable after five years - **Rs. Nil** (Rs. Nil)
    (ii) The company has not taken any asset under an operational lease arrangement.

11. As approved by shareholders on 16 July 2009 and after statutory approvals, the company has issued and allotted 10,110,000 preferential warrants to the promoters on 28 July 2009 at an exercise price of Rs. 449.58 per equity share, which was in accordance with SEBI (Disclosure & Investor Protection) Guidelines, 2000. The warrants have to be converted into equity shares within 18 months of issue date. In July 2009, an amount of Rs. 1,136.3 million was received on account of issuance of preferential warrants to promoter / promoter group. This amount represents 25% of the total proceeds receivable on account of the preferential issue.

    In March 2010, out of 10,110,000 warrants, promoters have applied for conversion of 4,859,000 warrants into equity shares and have paid balance 75% i.e. Rs. 337.185 per equity share aggregating to Rs. 1,638.4 million. Accordingly, company has allotted 4,859,000 shares to promoters at an exercise price of Rs. 449.58 per equity share. Securities premium account appearing in the balance sheet represents premium of Rs. 439.58 per equity share received on these 4,859,000 shares.

    The balance 5,251,000 warrants for which 25% of the issue price has been received have been shown as preferential warrant application money.

12. The disclosures required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 are given in the Annexure forming part of these Financial Statements.

Schedule 10 Notes forming part of financial statements (Contd.)

13. Disclosure of transactions with Related Parties, as required by Accounting Standard 18 'Related Party Disclosures' has been set out in a separate statement annexed to this Schedule. Related parties as defined under clause 3 of the Accounting Standard have been identified on the basis of representations made by key managerial personnel and information available with the Company.

14. Computation of Earnings Per Share:

		For the year ended 31 March 2010	For the year ended 31 March 2009
[A]	**Basic:**		
		(Rs. In Million)	(Rs. In Million)
	Net profit attributable to shareholders		
	before extraordinary item	7,713.3	2,210.2
	after extraordinary item	7,713.3	1,960.2
		(Numbers)	(Numbers)
	Number of shares outstanding at the beginning of the year	101,183,510	101,183,510
	Weighted average number of shares issued during the year (on conversion of warrants)	66,562	—
	Weighted average number of shares outstanding at the end of the year	101,250,072	101,183,510
		(Rs.)	(Rs.)
	Basic EPS		
	before extraordinary item	76.2	21.8
	after extraordinary item	76.2	19.4
[B]	**Diluted:**		
		(Rs. In Million)	(Rs. In Million)
	Net profit attributable to shareholders		
	before extraordinary item	7,713.3	2,210.2
	after extraordinary item	7,713.3	1,960.2
		(Numbers)	(Numbers)
	Number of shares outstanding at the beginning of the year	101,183,510	101,183,510
	Weighted average number of shares issued during the year (on conversion of warrants)	66,562	—
	Dilutive element of warrants outstanding at the end of the year	585,105	—
	Dilutive element of warrants converted during the year (upto date of conversion)	524,000	—
	Weighted average number of shares outstanding at the end of the year	102,359,177	101,183,510
		(Rs.)	(Rs.)
	Diluted EPS		
	before extraordinary item	75.4	21.8
	after extraordinary item	75.4	19.4

15. a) The consolidated financial information/ statements of the company and its group are attached to these independent financial statements. The details of the group regarding the nature of relationship and the basis of consolidation can be referred to in Note No. 1 to the said consolidated financial statements.

    b) The Company's business activity, including its subsidiaries and joint ventures, falls within a single business segment i.e. investment and therefore, segment reporting in terms of Accounting Standard 17 on Segment Reporting is not applicable.

16. Amounts less than Rs. 50,000 have been shown at actuals against respective line items statutorily required to be disclosed.

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

Signature to Schedules "1" to "10"

As per our attached report of even date
For and on behalf of Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451

Pune: 12 May 2010

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

Rahul Bajaj — Chairman

Rajiv Bajaj
Sanjiv Bajaj
D.J. Balaji Rao
S.H. Khan
Nanoo Pamnani
Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

Annexure referred to in Note No.2 in Schedule 10 to the financial statement

Statement of Significant Accounting Policies

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 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:

Income:
The Company recognises income on accrual basis. However where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

(1) a) Interest income is accrued over the period of the loan. However, where a loan is classified as a non-performing asset, as per the prudential norms prescribed by RBI and to the extent applicable to the company as a NBFC and guidelines framed by the management, interest thereon is recognised only when it is actually received.

b) Income from debentures and bonds is accrued over the maturity of the security net of amortisation of premium / discount thereby recognising the implicit yield to maturity, with reference to the coupon dates. However, income is accrued only where interest is serviced regularly and is not in arrears, as per the applicable prudential norms prescribed for NBFCs by the Reserve Bank of India and 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.

3) Fixed Assets and Depreciation

(A) Fixed Assets
Fixed Assets except freehold land are carried at cost of acquisition or construction cost including pre-operative expenses, less accumulated depreciation and amortisation.

(B) Depreciation and Amortisation:

(a) Leasehold land:
Premium on leasehold land is amortised over the period of lease.

(b) On other Fixed Assets
Depreciation on all assets is provided on ' Straight Line basis ' in accordance with the provisions of Section 205 (2) (b) of the Companies Act 1956, in the manner and at the rates specified in Schedule XIV to the said Act.

i. Depreciation on additions is being provided on prorata basis from the month of such additions.

ii. 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.

4) Investments

a) Fixed income securities remaining with the company after transfer of demerged undertakings are carried at their fair market values as at 1st April 2007 where the carrying costs of such investments were higher on that date, less amortisation of premium/ discount thereafter, as the case may be.

b) Other 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.

c) Investments other than fixed income securities are valued at cost of acquisition, less provision for diminution as necessary.

Annexure referred to in Note No.2 in Schedule 10 to the financial statement (Contd.)

d) Investments other than current investments, made by the Company are intended to be held for long-term, hence diminutions in value of quoted Investments are generally not considered to be of a permanent nature. However, current investments representing fixed income securities with a maturity less than 1 year and those intended to be held for a period less than 1 year from the date on which the investment is made are stated at cost adjusted for amortisation and diminution as necessary.

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 and also considering the prudential norms specified by the Reserve Bank of India, applicable to the company in this behalf.

5) 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 of the Life Insurance Corporation of India. However, any deficit in Plan Assets managed by LIC as compared to the actuarial liability is recognised as a liability immediately.

c) Superannuation
Defined Contribution to Superannuation fund is being made as per the Scheme of the Company.

d) Provident Fund Contributions are made to Company's Provident Fund Trust. Deficits, if any, of the fund as compared to aggregate liability is additionally contributed by the company and recognised as an expense.

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

6) Taxation

a) Provision for Taxation is made for the current accounting period (reporting period) on the basis of the taxable profits computed in accordance with the Income Tax Act, 1961.

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

7) Provisions

Necessary provisions are made for present obligations that arise out of events prior to the balance sheet date entailing future outflow of economic resources. Such provisions reflect best estimates based on available information.

Schedule to Balance Sheet as on 31 March 2010

Balance sheet of a non deposit taking non-banking financial company (As required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(Rs. In Million)

	Particulars		
	Liabilities Side :		
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	Nil	Nil
	: Unsecured (Other than falling within the meaning of public deposit*)	Nil	Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate Loans and Borrowings	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans (specify nature)	Nil	Nil
*	Please see Note 1 below		
	Asset Side:	Amount Outstanding	
(2)	Break-up of Loans and Advances including bills receivables (other than those included in (4) below)		
	(a) Secured	Nil	
	(b) Unsecured (Comprises advance income tax paid, interest receivable & other miscellaneous receivables)	24,491.5	
(3)	Break up of Leased Assets and Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors		
	(a) Financial Lease	Nil	
	(b) Operating Lease	Nil	
	(ii) Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire	Nil	
	(b) Repossessed Assets	Nil	
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed	Nil	
	(b) Loans other than (a) above	Nil	
(4)	Break up of Investments:		
	Current Investments		
	1. Quoted:		
	(i) Shares: (a) Equity	Nil	
	(b) Preference	Nil	
	(ii) Debentures and Bonds	Nil	
	(iii) Units of mutual funds	Nil	
	(iv) Government Securities	Nil	
	(v) Others (Please specify)	Nil	
	2. Unquoted:		
	(i) Shares: (a) Equity	Nil	
	(b) Preference	Nil	
	(ii) Debentures and Bonds	Nil	
	(iii) Units of mutual funds	120.0	
	(iv) Government Securities	Nil	
	(v) Others: (a) Certificate of Deposit	6,824.4	
	(b) Commercial Paper	1,329.1	

Schedule to Balance Sheet as on 31 March 2010 (Contd.)

Long Term Investments		
1. Quoted		
(i) Shares: (a) Equity		17,271.1
(b) Preference		Nil
(ii) Debentures and Bonds		9,464.3
(iii) Units of mutual funds		Nil
(iv) Government Securities		3,586.4
(v) Others (Please specify)		Nil
2. Unquoted:		Nil
(i) Shares: (a) Equity		1,218.7
(b) Preference		Nil
(ii) Debentures and Bonds		Nil
(iii) Units of mutual funds		368.4
(iv) Government Securities		Nil
(v) Others: Preference Shares		2.0
Total		**40,184.4**

(5) Borrower group-wise classifications of assets financed as in (2) and (3) above: (Please note (2) below)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related parties **			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	24,491.5	24,491.5
Total	**Nil**	**24,491.5**	**24,491.5**

(6) Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unqouted) Please see Note 3 below.

Category	Market value/break up or fair value or NAV	Book value (Net of provisions)
1. Related Parties **		
(a) Subsidiaries (Unquoted, hence disclosed at break up value)	501.5	2.5
(b) Companies in the same group (disclosed at market value) #	108,870.7	4,219.8
(c) Other related parties		
Unquoted (disclosed at face value)	2.0	2.0
Quoted	4,924.2	1,304.6
2. Other than related parties		
Unquoted @	9,203.5	9,858.1
Quoted (disclosed at market value)	38,570.5	24,797.4
Total	**162,072.4**	**40,184.4**

** As per Accounting Standard of ICAI (Please see Note 3)
# Identified in terms of Section 370(1B) of Companies Act, 1956.
@ Investment in preference shares are disclosed at face value. Investments in equity shares are disclosed at break up value & investments in mutual funds are disclosed at fund value.
The break up values are computed based on latest available financial statements / reports.
The investments in non-performing investments are disclosed at book value net of provisions.

Schedule to Balance Sheet as on 31 March 2010 (Contd.)

(7) Other information

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	291.7
(ii) Net Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	3.6
(iii) Assets acquired in satisfaction of debt	Nil

Notes :

1. As defined in paragraph 2(1)(xii) of the Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments & break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

(8) CRAR

Items	Current Year	Previous Year
(i) CRAR %	137%	126%
(ii) CRAR - Tier I capital (%)	137%	126%
(iii) CRAR - Tier II capital (%)	0%	0%

(9) Exposures

Exposures to Real Estate Sector

Category	Current Year	Previous Year
(a) Direct Exposure	—	—
(i) Residential Mortgages Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented: (Individual housing loans upto Rs.15 lakh may be shown seperately)	—	—
(ii) Commercial Real Estate - Lending secured by mortgages on commercial real estate (office building, retail space, multipurpose commercial premises,multi-family residential buildings, multitenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits	—	—
(iii) Investments in Mortgage Backed Securities (MBS) and other securitised Exposures -		
(a) Residential	—	—
(b) Commercial Real Estate	—	—
(b) Indirect Exposure	2,118.1	329.7
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	2,118.1	329.7

(10) Asset Liability Management

Maturity pattern of certain items of assets and liabilities

	1 day to 30/31 days	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities	—	—	—	—	—	—	—	—	—
Borrowings from Banks	—	—	—	—	—	—	—	—	—
Market Borrowings	—	—	—	—	—	—	—	—	—
Assets	120.0	—	2,074.7	4,404.5	1,724.3	2,951.5	3,631.0	25,278.4	40,184.4
Advances	—	—	—	—	—	—	—	—	—
Investments	120.0	—	2,074.7	4,404.5	1,724.3	2,951.5	3,631.0	25,278.4	40,184.4

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

Rs. In Million

	Name of related party and Nature of relationship	Nature of transaction	2009-10 Transaction Value	2009-10 Outstanding amounts carried in the Balance Sheet	2008-09 Transaction value	2008-09 Outstanding amounts carried in the Balance Sheet
A)	**Holding company, subsidiaries and fellow subsidiary:**					
	Bajaj Auto Holdings Ltd.	Contribution to Equity (24,500 shares of Rs. 100 each)	—	2.5	—	2.5
	(Fully owned subsidiary)	Purchase of part equity portfolio	119.1	—	—	—
B)	**Associates, joint ventures and investing parties:**					
	Maharashtra Scooters Ltd.	Contribution to Equity (2,742,848 shares of Rs. 10 each)	—	2.4	—	2.4
	(A Joint venture - 24 % shares held by	Dividend Received	15.1	—	16.5	—
	Bajaj Holdings & Investment Ltd.)					
	Bajaj Auto Ltd.	Contribution to Equity [45,559,500 shares of Rs. 10 each				
	(An associate - 31.49% shares held by	(Previous year 44,400,000 shares of Rs. 10 each)]	2,010.8	2,862.2	—	851.4
	Bajaj Holdings & Investment Ltd.)	Dividend received	976.8	—	870.0	—
		Business Support Services rendered	5.0	—	4.6	0.3
		Business Support Services received	1.6	—	0.7	—
	Bajaj Finserv Ltd.	Contribution to Equity [51,565,341 shares of Rs. 5 each	420.7	1,357.6	—	936.9
	(An associate - 35.64% shares held by	(Previous year 50,301,000 shares of Rs. 5 each)]	—	—	—	—
	Bajaj Holdings & Investment Ltd.)	Dividend received	50.3	—	43.5	—
		Interest paid	—	—	3.0	—
		Business Support Services rendered	4.9	—	2.4	—
		Business Support Services received	9.2	—	—	—
		Purchase of 9.90% debentures of Tata Sons Ltd	109.8	—	—	—
C)	**Individuals controlling voting power / exercising significant influence and their Relatives:**					
	Rahul Bajaj (Chairman)	Sitting Fees	0.1	—	0.1	—
		Purchase of Bajaj Auto's equity shares by				
		BHIL (250,000 (previous year-450,000) equity shares)*	431.3	—	208.2	—
		Purchase of Bajaj Electricals' equity shares by				
		BHIL (342,000 equity shares)*	71.9	—	—	—
	Shekhar Bajaj	Purchase of Bajaj Auto's equity shares by				
		BHIL (333,000 (previous year-150,000) equity shares)*	580.4	—	69.4	—
		Purchase of Bajaj Finserv's equity shares by				
		BHIL (45,000 equity shares)*	14.9	—	—	—
	Madhur Bajaj	Sitting Fees	0.1	—	0.1	—
		Purchase of Bajaj Auto's equity shares by				
		BHIL (150,000 equity shares)*	—	—	69.4	—
		Purchase of Bajaj Electricals' equity shares by				
		BHIL (760,000 equity shares)*	159.7	—	—	—
	Niraj Bajaj	Purchase of Bajaj Electricals' equity shares by				
		BHIL (1,305,000 equity shares)*	274.3	—	—	—
		Purchase of Bajaj Auto's equity shares by				
		BHIL (150,000 equity shares)*	—	—	69.4	—
	Rajiv Bajaj	Sitting Fees	0.1	—	0.1	—
		Purchase of Bajaj Finserv's equity shares by				
		BHIL (370,000 equity shares)*	124.9	—	—	—
	Sanjiv Bajaj	Sitting Fees	0.1	—	0.1	—
		Purchase of Bajaj Electricals' equity shares by				
		BHIL (742,000 equity shares)*	155.9	—	—	—
	Ruparani Bajaj	Purchase of Bajaj Auto's equity shares by				
		BHIL (61,000 equity shares)*	105.2	—	—	—
		Purchase of Bajaj Electricals' equity shares by				
		BHIL (19,000 equity shares)*	4.0	—	—	—
	Kiran Bajaj	Purchase of Bajaj Auto's equity shares by				
		BHIL (192,000 equity shares)*	332.4	—	—	—
	Anant Bajaj	Purchase of Bajaj Auto's equity shares by				
		BHIL (122,000 equity shares)*	211.6	—	—	—
	Geetika Bajaj	Purchase of Bajaj Auto's equity shares by				
		BHIL (201,500 equity shares)*	350.0	—	—	—
	Kumud Bajaj	Purchase of Bajaj Electricals' equity shares by				
		BHIL (520,000 equity shares)*	109.3	—	—	—
	Niravnayan Bajaj	Purchase of Bajaj Electricals' equity shares by				
		BHIL (149,000 equity shares)*	31.3	—	—	—

Disclosure of Transactions with Related Parties as required by the Accounting Standard -18 (Contd.)

Rs. In Million

	Name of related party and Nature of relationship	Nature of transaction	2009-10 Transaction Value	2009-10 Outstanding amounts carried in the Balance Sheet	2008-09 Transaction value	2008-09 Outstanding amounts carried in the Balance Sheet
D)	**Key Management Personnel & their Relatives:**					
	V S Raghavan (Chief Executive officer)	Remuneration	9.7	—	9.0	—
E)	**Enterprises over which anyone in (c) & (d) exercises significant influence:**					
	Bajaj Electricals Ltd.	Contribution to Equity [16,497,840 shares of Rs. 2 each (Previous year 2,306,768 shares of Rs 10 each)]	968.7	1,057.5	—	88.8
		Dividend Received	23.1	—	18.5	—
	Hindustan Housing Co. Ltd.	Maintenance charges paid	5.0	—	—	—
	Mukand Ltd.	Contribution to Equity (4,056,422 shares of Rs. 10 each)	—	243.7	1.0	243.7
		0.01% 196,169 Redeemable Preference Shares of Rs. 10 each	—	2.0	—	2.0
		Dividend received on Preference Shares [Rs. 197 (Previous year Rs. 197)]				
		Dividend received on Equity Shares	—	—	4.0	—
	Mukand Engineers Ltd.	Contribution to Equity (54,000 shares of Rs. 10 each)	1.0	1.0	—	—
	Anant Trading Co.	Purchase of Force Motors' equity shares by BHIL (204,682 equity shares)*	71.9	—	—	—
	Rishab Trading Co.	Purchase of Force Motors' equity shares by BHIL (200,318 equity shares)*	70.4	—	—	—

Note:

* These are open market transactions through registered share broker. However, shown by way of abundant caution.

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.

Cash Flow Statement

Rs. In Million

Particulars	2009-10		2008-09	
I. OPERATING ACTIVITIES				
Profit before Taxation and extraordinary item		8,069.9		2,236.0
Adjustments:				
Add:				
i) Depreciation	2.2		2.2	
ii) Amount written off against leasehold land	0.2		0.2	
iii) Investment written off	—		0.1	
iv) Provision for doubtful debts and advances	—		6.3	
v) Provision for Diminution in value of Investments	—		66.0	
vi) Interest paid on inter company advances	—		3.0	
vii) Amortisation of premium/discount on acquisition of fixed income securities	(89.3)		18.4	
		(86.9)		96.2
Less:				
i) Provision for Diminution in value of Investments written back	44.4		—	
ii) Provision for doubtful advances written back	17.3		16.5	
iii) Surplus on sale of assets	—		4.7	
iii) Interest on income tax refund	—		134.8	
		61.7		156.0
(Increase)/Decrease in Current Assets				
Other Current Assets	8.9		228.8	
Loans and Advances	40.6		(21.6)	
Increase/(Decrease) in Current Liabilities				
Liabilities	28.5		(300.3)	
		78.0		(93.1)
		7,999.3		2,083.1
(Increase)/Decrease in Investment in subsidiaries, joint ventures and associates,etc.	(2,431.6)		(1,135.7)	
(Increase)/Decrease in other investments, net	(6,104.4)		1,828.5	
		(8,536.0)		692.8
CASH FROM OPERATING ACTIVITIES		(536.7)		2,775.9
Income tax refund for earlier years		88.0		—
Income Tax, Wealth Tax paid		(1,139.9)		(156.3)
Cash flow before extraordinary item		(1,588.6)		2,619.6
Extraordinary item - One time stamp duty on demerger		—		(250.0)
NET CASH FROM OPERATING ACTIVITIES		(1,588.6)		2,369.6
Carried Forward		(1,588.6)		2,369.6

Cash Flow Statement (Contd.)

Rs. In Million

Particulars	2009-10		2008-09	
Brought Forward		(1,588.6)		2,369.6
II) INVESTMENT ACTIVITIES				
i) Capital Expenditure	(7.8)		—	
ii) Sales Proceeds of Assets	—		9.6	
NET CASH FROM INVESTMENT ACTIVITIES		(7.8)		9.6
III) FINANCING ACTIVITIES				
i) Warrant appliaction money received	590.2		—	
ii) Equity shares issued during the year	2,184.5		—	
iii) Interest paid on inter company advances	—		(3.0)	
iv) Dividend Paid	(1,013.5)		(2,031.6)	
v) Corporate Dividend Tax Paid	(172.0)		(343.9)	
NET CASH FROM FINANCING ACTIVITIES		1,589.2		(2,378.5)
NET CHANGE IN CASH & CASH EQUIVALENTS		(7.2)		0.7
Cash and Cash Equivalents as at 01.04.2009 [Opening Balance]		74.4		73.7
Cash and Cash Equivalents as at 31.03.2010 [Closing Balance]		67.2		74.4
		—		—

As per our attached report of even date
For and on behalf of Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451

Pune: 12 May 2010

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

Rahul Bajaj — Chairman

Rajiv Bajaj
Sanjiv Bajaj
D.J. Balaji Rao
S.H. Khan
Nanoo Pamnani
Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

Statement showing particulars as prescribed in the amendment to Schedule VI to the Companies Act, 1956 vide Notification No.G.S.R.388 (E) dated May 15 1995:

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE (PART IV)

I	**REGISTRATION DETAILS**	
	Registration No.	L35911PN1945PLC004656
	State Code	11
	Balance Sheet date	31 March 2010
II	**CAPITAL RAISED DURING THE YEAR ENDED 31 MARCH 2010**	**Rupees in Thousands**
	Public Issue	—
	Rights Issue	—
	Bonus Issue	—
	Private Placement	—
	Others	48,590
		48,590
III	**POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS AS AT 31 March 2010**	
	Total liabilities	38,787,202
	Total assets	38,787,202
	SOURCES OF FUNDS:	
	Paid-up capital	1,060,425
	Reserves and surplus	37,136,591
	Preferential warrant application money	590,186
		38,787,202
	APPLICATION OF FUNDS:	
	Net Fixed Assets	298,470
	Investments	40,184,369
	Net Current Assets	(1,801,516)
	Deferred Tax Adjustments	105,879
		38,787,202

IV	**PERFORMANCE OF THE COMPANY FOR THE YEAR ENDED 31 March 2010**		**Rupees in Thousands**
	i)	Turnover (sale of products and other income)	8,134,847
	ii)	Total Expenditure	64,979
	iii)	Profit before tax	8,069,868
	iv)	Profit after tax	7,713,264
	v)	Expenses / (Income) for earlier years	—
	vi)	Net Profit	7,713,264
	vii)	Earning per share Rs.(See Note 2)(Face Value Rs.10/-)	76.2
	viii)	Dividend Rate (%)	300%

V PRODUCTS OF THE COMPANY

Item Code No.: Product Description: Investment
(ITC Code)--------> Not applicable

Notes:

1. The above particulars should be read along with the balance sheet as at 31 March 2010, the profit and loss account for the year ended on that date and the schedules forming part thereof.

2. Earning per share is arrived at by dividing the Net Profit by total number of shares issued and subscribed as at the end of the year.

Rahul Bajaj — Chairman

Rajiv Bajaj
Sanjiv Bajaj
D.J. Balaji Rao
S.H. Khan
Nanoo Pamnani
Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

Pune: 12 May 2010

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies

1. Name of the Subsidiary	Bajaj Auto Holdings Ltd.
2. Financial year of the Subsidiary ended on	31 March 2010
3. Holding Company's interest : Equity Share Capital	100%
4. Profit or Loss for the current financial year so far as concern the Members of the Holding Company, not dealt with or provided for in the Accounts of the holding company	Profit Rs. 32.5 million
5. Net aggregate Profits or Losses for the previous financial years since becoming subsidiary so far as concern the Members of the Holding Company,not dealt with or provided for in the Accounts of the Holding Company	Profit Rs. 466.5 million
6. Net aggregate amounts received as dividends for previous financial years since becoming subsidiary dealt with in the accounts of the Holding Company in relevant years	Rs. 106.2 million

Rahul Bajaj — Chairman

Rajiv Bajaj
Sanjiv Bajaj
D.J. Balaji Rao
S.H. Khan
Nanoo Pamnani
Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

Pune: 12 May 2010

Report of the Auditors on the Consolidated Financial Statements

The Board of Directors
Bajaj Holdings & Investment Limited

1. We have audited the attached consolidated balance sheet of Bajaj Holdings and Investment Limited (the "Company") and it subsidiaries, its jointly controlled entities and associate companies; hereinafter referred to as the "Group" (refer Note 1 of Schedule 11 to the attached consolidated financial statements) as at 31 March 2010, the related consolidated Profit and Loss Account and the consolidated Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We have audited the financial statements of Bajaj Auto Holdings Limited, a subsidiary, whose financial statements for the year ended 31 March 2010 reflect total assets of Rs. 501.5 million (Previous year Rs. 469.0 million) and total revenue of Rs. 43.2 million (Previous year Rs.96.8 million)

4. We have audited financial statements of Bajaj Auto Limited, as Associate company, which have been accounted in the Consolidated Financial Statements dealt with by this report, whose financial statements for the year ended 31 March 2010 reflect total assets of Rs. 40,800.3 million (Previous year Rs. 34,123.4 million) and revenues of Rs.120,966.5 million (Previous year Rs. 89,367.1 million)

5. We have audited financial statements of Bajaj Finserv Limited, as Associate company, which have been accounted in the Consolidated Financial Statements dealt with by this report, whose financial statements for the year ended 31 March 2010 reflect total assets of Rs. 352,878.7 million (Previous year Rs. 191,107.0 million) and revenues of Rs. 9,854.1 million (Previous year Rs. 3,853.0 million).

6. We did not audit the financial statements of Maharashtra Scooters Limited, a subsidiary, whose financial statement for the year ended 31 March 2010 reflect total assets of Rs. 2,078.8 million (Previous year Rs. 2,068.2 million) and revenue of Rs. 243.3 million (Previous year Rs. 269.8 million), and net decrease in cash flows amounting to Rs 59.1 million for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

7. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 - Consolidated Financial Statements, Accounting Standard (AS) 23 - Accounting for Investments in Associates in Consolidated Financial Statements*, and Accounting Standard (AS) 27 - Financial Reporting of Interests in Joint Ventures* notified under sub-section 3C of Section 211 of the Companies Act, 1956.

8. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components of the Group as referred to above, and to the best of our information and according to the explanations given to us, in our opinion, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

   (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at 31 March 2010;

   (b) in the case of the consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date: and

   (c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date

For **Dalal and Shah**
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451
Pune: 12 May 2010

Consolidated Balance Sheet as at 31 March

	Schedule	Rs. In Million	2010 Rs. In Million	2009 Rs. In Million
I. Sources of Funds				
1. Shareholders' Funds				
a) Share Capital	1	1,060.4		1,011.8
b) Reserves & Surplus	2	53,904.9		44,344.9
			54,965.3	45,356.7
2. Preferential warrant application money			590.2	—
	Total		55,555.5	45,356.7
II. Application of Funds				
1. Fixed Assets				
a) Gross Block		1,091.0		1,083.5
b) **Less:** Depreciation		944.9		940.3
c) Net Block	3	146.1		143.2
d) Lease Adjustment Account-Plant and Machinery		175.0		175.0
			321.1	318.2
2. Goodwill on investments in associates			2,130.9	324.0
3. Investments	4		54,726.6	44,395.2
4. Deferred Tax Adjustments				
a) Deferred Tax Liabilities		(75.6)		(76.9)
b) Deferred Tax Assets		181.5		500.5
			105.9	423.6
5. Currant Assets, Loans and Advances	5			
a) Inventories		1.4		1.8
b) Sundry Debtors		2.2		1.2
c) Cash and Bank Balances		78.8		76.1
d) Other Current Assets		12.1		26.2
e) Loans and Advances		24,619.9		22,601.0
		24,714.4		22,706.3
Less: Current Liabilities and Provisions	6			
a) Liabilities		329.0		302.2
b) Provisions		26,114.4		22,508.4
		26,443.4		22,810.6
Net Current Assets			(1,729.0)	(104.3)
	Total		55,555.5	45,356.7
Notes forming part of the Financial Statement	11			

As per our attached report of even date
For and on behalf of Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451

Pune: 12 May 2010

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

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D.J. Balaji Rao
S.H. Khan
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Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

Consolidated Profit and Loss Account for the year ended 31 March

	Schedule	Rs. In Million	2010 Rs. In Million	2009 Rs. In Million
Income				
Sales including excise duty (share of joint venture)		10.8		6.5
Less: Excise Duty (share of joint venture)		0.8		0.6
Net Sales		10.0		5.9
From operations and Other Income	7	7,184.2		1,589.8
			7,194.2	1,595.7
Expenditure				
Material	8	3.7		1.6
Other Expenses	9	99.9		157.8
Interest	10	—		3.0
Depreciation		2.3		2.2
Share of depreciation of joint venture		2.5		2.4
			108.4	167.0
Operating profit before taxation and extraordinary item			7,085.8	1,428.7
Extraordinary item				
One time Stamp Duty of Scheme of Demerger			—	250.0
Profit for the year before income from associates and taxation			7,085.8	1,178.7
Income from associates after tax			6,902.3	1,895.3
Profit for the year before taxation			13,988.1	3,074.0
Taxation				
Current Tax [including **Rs. Nil** (previous year Rs.Nil) for Wealth tax]		1,080.3		274.8
MAT credit		(978.5)		(65.4)
Deferred Tax		265.1		47.5
Fringe Benefit Tax		—		0.2
			366.9	257.1
Profit for the year after tax			13,621.2	2,816.9
Share of (Debits) / Credits relating to earlier years taxation of joint venture			4.8	0.1
Tax credits pertaining to earlier years			—	212.5
			13,626.0	3,029.5
Adjustments on revaluation of deferred tax assets			52.6	—
Profit available for appropriation			13,573.4	3,029.5
Transfer to Reserve fund in terms of Section 45IC(1) of Reserve Bank of India Act, 1934			1,549.2	407.7
Transfer to General Reserve			6,692.6	1,438.0
Proposed Dividend			3,181.3	1,011.8
Corporate Dividend Tax thereon			528.3	172.0
Balance Carried to Balance Sheet			1,622.0	—
Notes forming part of the Financial Statements	11			
Basic Earnings Per Share (Rs.)				
before extraordinary item			134.6	32.4
after extraordinary item			134.6	29.9
Diluted Earnings Per Share (Rs.)				
before extraordinary item			133.1	32.4
after extraordinary item			133.1	29.9
Nominal value per share (Rs.)			10.0	10.0
Net Profit (Rs. In Million)				
before extraordinary item			13,626.0	3,279.5
after extraordinary item			13,626.0	3,029.5
Number of Shares (In Millions)			101.3	101.2
Number of Shares (In Million) - Diluted			102.4	101.2

As per our attached report of even date
For and on behalf of Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451

Pune: 12 May 2010

V S Raghavan
CEO (Operations)

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P. Murari
— Directors

Schedules No 1-11 annexed to and forming part of the Balance Sheet as at and the Profit and Loss Account for the year ended 31 March 2010

Schedule 1 Share Capital

	Rs. In Million	As at 31 March 2009 Rs. In Million
Authorised		
150,000,000 Shares of Rs.10 each	1,500.0	1,500.0
Issued,Subscribed and Paid up		
*106,042,510 (101,183,510) Equity Shares of Rs. 10 each	1,060.4	1,011.8
Total	1,060.4	1,011.8

Notes

* **A.** Includes prior to buy back of 18,207,304 Equity Shares of Rs. 10 each in 2000:

1. **114,174,388** Equity Shares alloted as fully paid Bonus Shares by way of Capitalisation of Share Premium Account and Reserves
2. **4,342,676** Equity Shares issued by way of Euro Equity Issue represented by Global Depository Receipts (GDR) evidencing Global Depository Shares excluding 2,171,388 Equity Shares alloted as Bonus Shares thereon. GDRs outstanding at the close of the year were 314,297 (654,442)

B. **4,859,000** Equity Shares of Rs. 10 each were issued and allotted to Promoters on 27 March 2010 on conversion of 4,859,000 warrants at a premium of Rs. 439.58 per share

Schedule 2 Reserves and Surplus

	Rs. In Million	Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
Reserve Fund in terms of Section 45IC (1) of Reserve Bank of India Act, 1934				
As per last account		453.5		45.8
Set Aside this Year		1,549.2		407.7
			2,002.7	453.5
Securities Premium Account			2,135.9	—
General Reserve				
As per last Account		43,662.4		42,342.7
Add: Share of accumulated reserves of associate		(2,233.1)		—
Add: Reserve utilised by joint venture towards distribution of dividend		(2.6)		(2.8)
Add: Adjustment on account of change in net assets of associates		—		(115.5)
		41,426.7		42,224.4
Set aside this year	6,672.4			1,411.7
Share of profit / (loss) of joint venture for the year	20.2			26.3
		6,692.6		1,438.0
			48,119.3	43,662.4
Balance in Profit & Loss Account			1,622.0	—
Capital reserve arising on consolidation of joint venture			25.0	229.0
Total			53,904.9	44,344.9

Schedule 3 Fixed Assets

Particulars	Gross Block				Depreciation				Net Block	
	As at 31 March 2009	Additions	Deductions and Adjustments	As at 31 March 2010	Up to 31 March 2009	Deductions and Adjustments	For the Year	As at 31 March 2010	As at 31 March 2010	As at 31 March 2009
	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million	Rs. In Million
Land Freehold	0.4	—	—	0.4	—	—	—	—	0.4	0.4
Land Leasehold	13.4	—	0.2	13.2	—	—	—	—	13.2	13.4
Buildings	142.0	7.8	—	149.8	32.0	—	2.6	34.6	115.2	110.0
Plant & Machinery	50.1	—	0.1	50.0	32.2	0.1	2.0	34.1	15.9	17.9
Furniture, Fixtures, Office equipment etc	1.0	—	—	1.0	0.7	—	—	0.7	0.3	0.3
Vehicles & Aircraft	1.6	0.3	0.3	1.6	0.4	0.1	0.2	0.5	1.1	1.2
Leased Assets : Plant & Machinery	875.0	—	—	875.0	875.0	—	—	875.0	—	—
Total	1,083.5	8.1	0.6	1,091.0	940.3	0.2	4.8	944.9	146.1	143.2
Share of fixed assets of joint ventures	65.5	0.3	0.4	65.4	41.3	0.2	2.5	43.6	21.8	24.2
Previous Year Total	1,089.3	0.4	6.2	1,083.5	936.7	1.0	4.6	940.3	143.2	
Share of fixed assets of joint ventures — Previous Year	65.5	0.4	0.4	65.5	39.2	0.3	2.4	41.3	24.2	

Schedule 4 Investments, at Cost (Unless otherwise stated)

	Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
In Government and Trust Securities		3,936.4	6,881.0
In fully Paid Preference Shares		76.9	311.6
In Equity Shares			
Long Term: Associate Company	17,966.4		13,903.6
Others	14,341.5		20,354.4
Share of joint venture	251.1		251.1
		32,559.0	34,509.1
In Debentures, Bonds and Secured Premium Notes	1,772.4		569.5
Share of joint venture	222.2		217.7
		1,994.6	787.2
In Bonds		7,970.0	1,356.0
In Mutual Fund Units	634.5		1,323.5
Share of joint venture	2.3		14.4
		636.8	1,337.9
In Certificate of Deposits		6,824.3	292.9
In Commercial Paper		1,329.2	—
Total		55,327.2	45,475.7
Less: Provision for diminution in value of Investments		600.6	1,080.5
		54,726.6	44,395.2

Schedule 5 Current Assets, Loans and Advances

	Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
(a) Inventories			
Stores, at cost (share of joint venture)	0.1		—
Tools, at cost	—		—
Stock-in-trade, at cost or market value whichever is lower :			
Raw Materials and Components (share of joint venture)	0.2		0.3
Work-in-progress (including factory made components **Rs. Nil**) (share of joint venture)	1.1		1.5
Finished Goods:			
Vehicles	—		—
Auto Spare parts, etc.	—		—
As valued and certified by Management	1.3		1.8
Goods in transit, at cost to date	—		—
As valued and certified by Management		1.4	1.8
(b) Sundry Debtors, Unsecured			
Outstanding for a period exceeding six months :			
Good	—		—
Others, Good (share of joint venture)	2.2		1.2
		2.2	1.2
(c) Cash and Bank Balances			
Cash on hand (including cheques on hand **Rs. Nil**)	—		—
Bank Balances :			
With Scheduled Banks:			
In current account	67.4		74.5
Share of current accounts of join venture	1.8		1.6
In margin deposits	—		—
In fixed deposits	—		—
Share of fixed deposits of joint venture	9.6		—
	78.8		76.1
With Other Banks :			
In current accounts	—		—
		78.8	76.1
Carried over		82.4	79.1

Schedule 5 Current Assets, Loans and Advances (Contd.)

	Rs. In Million	Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
Brought over			82.4	79.1
(d) Other Current Assets				
(good, unless otherwise stated)				
Dividend and Interest receivable on Investments		12.1		16.3
Interest receivable on Loans etc.		—		7.4
Redemption money receivable on Investments		—		2.5
			12.1	26.2
(e) Loans and Advances				
(unsecured, good, unless otherwise stated)				
Deposits with Joint Stock Companies:				
(Including **Rs. Nil**, (previous year Rs. 16.1 million) secured against pledge of Securities)				
Good	50.4			50.4
Doubtful	21.6			139.0
Less: Provision	21.6			139.0
	—			—
		50.4		50.4
Advances Recoverable in Cash or in kind or for value to be received:				
Due from Subsidiaries	—			—
@ Others, Good	285.4			308.5
Share of advances recoverable of joint venture	13.8			16.6
Doubtful	—			—
Less: Provision	—			—
	—			—
		299.2		325.1
Share of Balances with Customs and Central Excise Departments of joint venture		0.1		0.1
Sundry Deposits		3.0		2.1
Deposit with IDBI under Investment Deposit scheme, 1986		—		1.1
Tax paid in Advance		24,256.9		22,216.7
Share of Tax paid in Advance of joint venture		10.3		5.5
			24,619.9	22,601.0
Total			24,714.4	22,706.3

Schedule 6 Current Liabilities and Provisions

	Rs. In Million	Rs. In Million	As at 31 March 2009 Rs. In Million
(a) Liabilities			
Sundry Creditors:			
Other than dues to Micro and Small scale enterprises		45.4	17.0
Share of other creditors of joint venture		7.8	7.3
Share of Advances against Orders of joint venture		27.4	27.4
Deposit from Dealers and others		182.8	182.8
Share of Deposit from Dealers and others of joint venture		—	0.7
Unclaimed Dividends		64.1	67.0
Share of Unclaimed Dividends of joint venture		1.5	—
Unclaimed amount of Sale proceeds of Fractional coupons of Bonus Shares (**Rs. 5,595** - Previous Year Rs. 5,595)			
		329.0	302.2
(b) Provisions			
Provision for Employee Benefits	4.0		3.9
Provision for Taxation	22,399.8		21,319.5
Share of Provision for Taxation of joint venture	1.0		1.2
Proposed Dividend	3,181.3		1,011.8
Provision for Corporate Dividend Tax on Proposed Dividend	528.3		172.0
		26,114.4	22,508.4
Total		26,443.4	22,810.6

Schedule 7 Income from Operations & Other Income

	Rs. In Million	Rs. In Million	Previous Year Rs. In Million
Income from Operations:			
Dividends			
Other	378.6		529.1
Other - Share of joint venture	27.8		33.9
		406.4	563.0
Interest			
On Government Securities	430.3		559.0
On Debentures and Bonds	231.7		97.6
On Debentures and Bonds - Share of joint venture	20.0		18.8
Other	10.3		53.2
	692.3		728.6
Less: Amortisation of premium / discount on acquisition of fixed income securities	(89.3)		18.4
		781.6	710.2
Leasing Business			
Lease Rent (**Rs. 1,000** - Previous Year Rs. Nil)			
Profit on Sale of Investments,net		5,906.4	105.5
Share of Profit on Sale of Investments,net of joint venture		0.6	5.7
Surplus on redemption of Securities		—	7.9
Provision for Diminution in value of Investments written back, net	289.7		—
Less: Write backs on account of amounts written off during the year,as per contra	242.9		—
		46.8	—
Provision for Interest Receivable on ICD - written back		—	29.5
Provisions for Doubtful Advances written back	163.1		16.5
Less: Write backs on account of amounts written off during the year,as per contra	145.8		—
		17.3	16.5
Other Income:			
Interest on income tax refund		—	134.8
Rent		3.5	2.0
Surplus on sale of assets		—	4.7
Share of surplus on sale of assets of joint venture		—	0.2
Share of provision no longer required of joint venture		—	0.2
Miscellaneous receipts		21.6	9.6
Total		7,184.2	1,589.8

Schedule 8 Materials (Share of joint venture)

	Rs. In Million	Rs. In Million	Previous Year Rs. In Million
(a) Raw materials and components consumed		3.3	2.3
(b) Finished Goods purchase		—	—
(c) Excise duty on increase / (decrease) in stocks of finished goods, at Plant		—	—
(d) (Increase)/Decrease in Stocks			
Stocks at close			
Work in progress(including factory made components **Rs. Nil** - Opening Rs. Nil)	1.1		1.5
Finished Goods	—		—
Auto Spare Parts	—		—
	1.1		1.5
Less: Stocks at commencement			
Work in progress(including factory made components Rs. Nil)	1.5		0.8
Finished Goods	—		—
Auto Spare Parts	—		—
	1.5		0.8
		0.4	(0.7)
Total		3.7	1.6

Schedule 9 Other Expenses

	Rs. In Million	Rs. In Million	Previous Year Rs. In Million
Share of stores & tools consumed of joint venture		0.5	0.4
Share of Power, fuel and water of joint venture		0.8	0.8
Repairs & Maintenance			
Buildings and Roads	1.1		1.4
Share of Buildings repairs of joint venture	0.6		0.5
Share of Machinery repairs of joint venture	0.5		0.4
Share of Other repairs of joint venture	0.3		0.3
		2.5	2.6
Employees' Emoluments			
Salaries,wages,bonus etc.	11.0		10.4
Share of Salaries,wages,bonus etc. of joint venture	25.8		24.9
Contribution to Provident and other funds and schemes	1.0		2.0
Share of Contribution to Provident and other funds and schemes of joint venture	4.5		4.3
Welfare expenses	0.4		0.3
Share of Welfare expenses of joint venture	1.7		1.6
		44.4	43.5
Rent		0.1	0.2
Rates and taxes		0.2	4.5
Share of Rates and taxes of joint venture		0.1	0.1
Auditors' Remuneration			
Audit Fees	0.3		0.3
Share of Audit Fees of joint venture	0.1		0.1
Tax Audit Fees	0.1		0.1
Limited Review	0.1		0.1
Certification	0.1		—
Out of pocket expenses	—		0.1
Share of Out of pocket expenses of joint venture	—		—
		0.7	0.7
Directors' fees and travelling expenses		1.5	1.0
Commission to Non Executive Directors		—	1.7
Miscellaneous expenses		46.9	28.6
Share of Miscellaneous expenses of joint venture		1.8	1.0
Bad debts written off	145.8		—
Less: Provisions made in earlier years in respect of amounts written off during the year,adjusted as per contra	145.8		—
		—	—
Loss on assets sold,demolished,discarded and scrapped		—	0.1
Share of Loss on assets sold,demolished,discarded and scrapped of joint venture		0.1	—
Investments written off	242.9		0.1
Less: Provisions made in earlier years in respect of amounts written off during the year,adjusted as per contra	242.9		—
		—	0.1
Provision for Doubtful Debts and Advances		—	6.3
Provision for Diminution in Value of Investments, net		—	66.0
Loss on redemption of securities		0.1	—
Amount written off against leasehold land		0.2	0.2
Total		99.9	157.8

Schedule 10 Interest

	Rs. In Million	Previous Year Rs. In Million
Interest:		
Other than Fixed Loans	—	—
Others	—	3.0
Total	—	3.0

Schedule 11 Notes forming part of consolidated financial statements

1. The Consolidated Financial Statements include results of the Subsidiary, Associates and Joint Venture of Bajaj Holdings & Investment Ltd., consolidated in accordance with AS-21 "Consolidated Financial Statements", AS-23 "Accounting for Investment in Associates in Consolidated Financial Statements" & AS-27 "Financial Reporting of Interests in Joint Ventures".

Name of the Company	Country of incorporation	% Shareholding of Bajaj Holdings & Investment Ltd.	Consolidated as
Bajaj Auto Limited	India	31.49%	Associate
Bajaj Finserv Limited	India	35.64%	Associate
Bajaj Auto Holdings Limited	India	100%	Subsidiary
Maharashtra Scooters Limited	India	24%	Joint venture

2. 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.

3. The accounting policies of the parent are best viewed in its independent financial statements, Note 2 of schedule 10. 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.

4. Notes pertaining to Subsidiary, joint ventures and associates, to the extent required to fairly present the needed disclosures. The figures disclosed in this note are at full value and not the proportionate share of the parent company.

A) Maharashtra Scooters Limited

In view of the uncertainty in utilising the carried forward business loss as per Income Tax Act 1961, as a prudent measure, the Company has not recognised net deferred tax asset arising on this account.

5. Consolidated Contingent Liability

(Rs. In Million)

Particulars		As at 31 March 2010	As at 31 March 2009
(i)	Sales Bills Discounted	—	—
(ii)	Claims against the Company not acknowledged as debts (being share of Joint Venture and Associates)	1,341.7	1,328.8
(iii)	Guarantees given by the associate to banks, on behalf of subsidiary of associate	73.5	80.9
(iv)	Guarantees given by the Company to HDFC - for loans to Employees (being share of Associates)	1.4	2.0
(v)	Taxes, duties and other sums due (Including **Rs. 2,093.6 million** (previous year Rs.2,015.3 million) being share of Joint Venture and associates)	4,978.9	4,948.4
(vi)	Claims made by temporary workmen (of associate)	Liability unascertained	Liability unascertained
(vii)	Claims, under policies, not acknowledged as debts (being share of associate)	20.2	21.2
(viii)	Uncalled liability on Partly Paid Investments	20.0	37.5

6. Capital Commitments to the extent not provided for, net of advances (being share of associates) — 266.8 | 690.2

7. Deferred Taxes

Liabilities	75.6	76.9
Assets	181.5	500.5
Net	(105.9)	(423.6)

Schedule 11 Notes forming part of consolidated financial statements (Contd.)

8. Due to different methods of computing cash flow adopted by two of the subsidiaries of the associates carrying on business of insurance, consolidated cash flows for the year could be better viewed when summarised as follows:

Particulars	For 2009-10	For 2008-09
From Operating Activities	(1,615.9)	2,338.4
From Investment Activities	46.7	59.2
From Financing Activities	1,571.9	(2,397.4)
Net Change	2.7	0.2
Cash & Cash Flow Equivalents at the beginning of the year	76.1	75.9
Cash & Cash Flow Equivalents at the end of the year	78.8	76.1

9. Consolidated related party transactions are same as related party transactions of stand alone Bajaj Holdings & Investment Limited.

10. Statement of additional financial information, directed to be disclosed as a condition put forth by the ministry of company affairs for grant of exemption from the applicability of section 212(1) of the Companies Act, 1956, is attached hereto.

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

Signature to Schedules "1" to "11"

As per our attached report of even date
For and on behalf of Dalal and Shah
Firm Registration Number: 102021W
Chartered Accountants

Anish Amin
Partner
Membership Number: 40451

Pune: 12 May 2010

V S Raghavan
CEO (Operations)

Mandar Velankar
Company Secretary

Rahul Bajaj — Chairman

Rajiv Bajaj
Sanjiv Bajaj
D.J. Balaji Rao
S.H. Khan
Nanoo Pamnani
Manish Kejriwal
Naresh Chandra
P. Murari
— Directors

Financial information of Subsidiaries for the year ended March 31, 2010

(Rs. In Million)

Particulars	Bajaj Auto Holdings Ltd.
(a) Paid -Up Share Capital	2.5
(b) Share Premium	—
Other reserves	499.0
(c) Total Assets	501.5
(d) Total Liabilities	501.5
(e) Investments*	429.7
(f) Turnover/Operating result	43.2
(g) Profit Before Taxation	42.7
(h) Provision for Taxation	10.2
(i) Profit After Taxation	32.5
(j) Proposed Dividend	—

* For details of investments refer schedule 4 of the consolidated financial statements

BAJAJ

Bajaj Holdings &
Investment Limited

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