

ANNEXURE V TO THE DIRECTORS' REPORT

Form No. MGT-9

Extract of Annual Return

as on the financial year ended on 31st March, 2015

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

I. Registration and other details:

Corporate Identity Number (CIN) of the company

U	3	4	1	0	3	H	R	1	9	8	6	P	L	C	0	2	4	8	7	5
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Registration Date

17th July, 1986

Name of the company

Bajaj Motors Limited

Category / sub-category of the company

Public Limited – Limited by Shares

Address of the registered office and contact details

39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon-122001, Haryana
Tel : 0124-2371453 Fax : 0124-2372553
email : bml@bajajmotors.com website : www.bajajmotors.com

Whether listed company (Yes / No)

No

Name, address and contact details of Registrar and transfer agent, if any

N.A.

II. Principal business activities of the company:

Sl. No.	Name and description of main products / services	NIC code of the product / service	% to total turnover of the company
1	Manufacture of Parts and Accessories of Motor Vehicles	2930	100

III. Particulars of holding, subsidiary and associate companies:

N.A.

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	6112700	6112700	81.44	0	6112700	6112700	81.44	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	275000	275000	3.67	0	603000	603000	8.04	+4.37
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	6387700	6387700	85.11	0	6715700	6715700	89.48	+4.37
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	0	6387700	6387700	85.11	0	6715700	6715700	89.48	+4.37
B. Public Shareholding	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	6387700	6387700	85.11	0	6715700	6715700	89.48	+4.37

ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	% change in share holding during the year

				shares			shares	
1	Surinder Pal Bajaj	101250	1.35	0	101250	1.35	0	0
2	Virender Pal Bajaj	103750	1.38	0	103750	1.38	0	0
3	Subhash Bajaj	821500	10.95	0	821500	10.95	0	0
4	V.P.Bajaj (HUF)	442500	5.90	0	442500	5.90	0	0
5	Sheel S. Bajaj	122500	1.63	0	122500	1.63	0	0
6	Vikas Bajaj	695750	9.27	0	695750	9.27	0	0
7	Sushma S. Bajaj	490490	6.54	0	490490	6.54	0	0
8	S.P.Bajaj (HUF)	352500	4.70	0	352500	4.70	0	0
9	Saurabh Bajaj	505000	6.73	0	505000	6.73	0	0
10	Sanjay Bajaj	497990	6.63	0	497990	6.63	0	0
11	Sumeet Bajaj	522990	6.97	0	522990	6.97	0	0
12	Sushma V. Bajaj	480000	6.40	0	480000	6.40	0	0
13	Kamna Bajaj	107550	1.43	0	107550	1.43	0	0
14	Vimmi Bajaj	75490	1.01	0	75490	1.01	0	0
15	Bajaj Sons Limited	275000	3.66	0	275000	3.66	0	0
16	Ekta Bajaj	251000	3.34	0	251000	3.34	0	0
17	Vikas Bajaj (HUF)	128200	1.71	0	128200	1.71	0	0
18	Preeti Bajaj	60490	0.81	0	60490	0.81	0	0
19	Deepak Bajaj	353750	4.71	0	353750	4.71	0	0
20	Esvee Precision Components Ltd.	0	0	0	328000	4.37	0	+4.37
	Total	6387700	85.11	0	6715700	89.48	0	+4.37

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Esvee Precision Components Ltd.				
	At the beginning of the year	0	0	0	0
	Date of Increase in Promoters Shareholding- 19-January-2015 Reasons for Increase – Transfer	328000	4.37	328000	4.37
	At the End of the year	-	-	328000	4.37

Note: Apart from the above there was no change in the shareholding of Promoters.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No.	% of total shares of Shares of the company
1	New York Life Investment Management India Fund (FVCI II) LLC				

	At the beginning of the Year	1062008	14.15	1062008	14.15
	Date of Decrease in Promoters Shareholding- 19-January-2015 Reasons for Decrease – Transfer	311616	4.15	750392	10.00
	At the End of the year (or on the date of separation, if separated during the year)	-	-	750392	10.00
2	Jacob Ballas Capital India Private Limited				
	At the beginning of the Year	55840	0.74	55840	0.74
	Date of Decrease in Promoters Shareholding- 19-January-2015 Reasons for Decrease – Transfer	16384	0.22	39456	0.52
	At the End of the year (or on the date of separation, if separated during the year)	-	-	39456	0.52

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Virender Pal Bajaj (DIN: 00003030) - Chairman and Managing Director				
	At the beginning of the Year	103750	1.38	103750	1.38
	Date wise Increase / Decrease in Share holding during the year	0	0	-	-
	At the End of the year	-	-	103750	1.38
2	Vikas Bajaj (DIN: 00003039) - Joint Managing Director				
	At the beginning of the Year	695750	9.27	695750	9.27
	Date wise Increase / Decrease in Share holding during the year	0	0	-	-
	At the End of the year	-	-	695750	9.27
3	Surender Pal Bajaj (DIN: 00042105) – Director				
	At the beginning of the Year	101250	1.35	101250	1.35
	Date wise Increase / Decrease in Share holding during the year	0	0	-	-
	At the End of the year	-	-	101250	1.35

4	Subhash Bajaj (DIN: 00044392) – Director				
	At the beginning of the Year	821500	10.95	821500	10.95
	Date wise Increase / Decrease in Share holding during the year	0	0	-	-
	At the End of the year	-	-	821500	10.95
5	Sushma V Bajaj (DIN: 02402794) – Additional Director				
	At the beginning of the Year	480000	6.40	480000	6.40
	Date wise Increase / Decrease in Share holding during the year	0	0	-	-
	At the End of the year	-	-	480000	6.40

V. Indebtedness:

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

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,113,005,093	3,439,127	0	1,116,444,220
ii) Interest due but not paid	5,433,391	0	0	5,433,391
iii) Interest accrued but not due	2,714,898	0	0	2,714,898
Total (i+ii+iii)	1,121,153,382	3,439,127	0	1,124,592,509
Change in Indebtedness during the financial year				
• Addition	179,954,215	0	0	179,954,215
• Reduction	360,072,911	3,439,127	0	363,512,038
Net Change	180,118,696	3,439,127	0	183,557,823
Indebtedness at the end of the financial year				
i) Principal Amount	934,069,269	0	0	934,069,269
ii) Interest due but not paid	4,414,847	0	0	4,414,847
iii) Interest accrued but not due	2,550,570	0	0	2,550,570
Total (i+ii+iii),	941,034,686	0	0	941,034,686

VI. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Virender Pal Bajaj (DIN: 00003030) (MD)	Mr. Vikas Bajaj (DIN: 00003039) (JMD)	Mr. Subhash Chander Kalra (DIN: 01771827) (WTD)	(Rs.)

1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	2,238,400 1,552,935 0	1,998,400 271,894 0	5,44,200 50,000 0	4,781,000 1,874,829 0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify....	7,090,000 0	72,05,000 0	0 0	14,295,000 0
5.	Others: Company's contribution to Funds	16,500	16,500	0	33,000
	Total (A)	10,897,835	9,491,794	5,94,200	20,983,829
	Ceiling as per the Act	11,494,000	11,494,000	11,494,000	22,988,000

B. Remuneration to other Directors: Not Applicable

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl No.	Particulars of Remuneration	Key Managerial Personnel Company Secretary
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	665065 35200 -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify....	-
5.	Others: Company's Contribution to Funds	16500
	Total	716765

VII. Penalties / Punishment/ Compounding of offences:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2015.

For and on behalf of the Board

(V.P. BAJAJ)
CHAIRMAN &
MANAGING DIRECTOR
DIN: 00003030

(VIKAS BAJAJ)
JOINT MANAGING
DIRECTOR
DIN:00003039

Place : Gurgaon

Date : September 4, 2015