

ANNEXURE V TO THE DIRECTORS' REPORT

Form No. MGT-9

Extract of Annual Return

as on the financial year ended on 31st March, 2017

[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																				
17 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	603000	603000	8.04	0	879447	879447	11.72	0
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	6715700	6715700	89.48	0	6992147	6992147	93.16	0
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	6715700	6715700	89.48	0	6992147	6992147	93.16	0
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
D.	Others	0	789848	789848	10.52	0	513401	513401	6.84	-3.68
Grand Total (A+B+C+D)		0	7505548	7505548	100	0	7505548	7505548	100	-3.68

ii) Shareholding of Promoters

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

1	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.	328000	4.37	0	604447	8.05	0	3.68
Total		6715700	89.48	0	6992147	93.16	0	3.68

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.	328000	4.37	604447	8.05
Total		328000	4.37	604447	8.05

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 Shares	% of total Shares of the company
1	New York Life Investment Management India Fund (FVCI II) LLC				
	At the beginning of the Year	750392	10	750392	10
	Date of Decrease in Shareholding - 27th September, 2016 Reasons for Decrease – Share Transfer+C117	262637	3.5	487755	6.5
	At the End of the year (or on the date of separation, if separated during the year)	-	-	487755	6.5
2	Jacob Ballas Capital India Private Limited				
	At the beginning of the Year	39456	0.52	39456	0.52

Date of Decrease in Shareholding - 27th September, 2016 Reasons for Decrease – Share Transfer	13810	0.18	25646	0.34
At the End of the year (or on the date of separation, if separated during the year)	-	-	25646	0.34

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 Whole-time Director				
	At the beginning of the Year	103750	1.38	103750	1.38
	Date wise Increase / Decrease in Share holding during the year - NA	0	0	103750	1.38
	At the End of the year	103750	1.38	103750	1.38
2	Vikas Bajaj (DIN: 00003039) - Managing Director				
	At the beginning of the Year	695750	9.27	695750	9.27
	Date wise Increase / Decrease in Share holding during the year - NA	0	0	695750	9.27
	At the End of the year	695750	9.27	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 - NA	0	0	101250	1.35
	At the End of the year	101250	1.35	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 - NA	0	0	821500	10.95
	At the End of the year	821500	10.95	821500	10.95
5	Sushma V Bajaj (DIN: 02402794) – Director				
	At the beginning of the Year	480000	6.40	480000	6.40
	Date wise Increase / Decrease in Share holding during the year - NA	0	0	480000	6.40
	At the End of the year	480000	6.40	480000	6.40

V. Indebtedness:

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

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	607,787,526	0	0	607,787,526

ii)	Interest due but not paid	2,360,437	0	0	2,360,437
iii)	Interest accrued but not due	1,574,162	0	0	1,574,162
Total (i+ii+iii)		611,722,125	0	0	611,722,125
Change in Indebtedness during the financial year					
	Addition	120,000,000	0	0	120,000,000
	Reduction	279,776,604	0	0	279,776,604
Net Change		159,776,604	0	0	159,776,604
Indebtedness at the end of the financial year					
i)	Principal Amount	451,140,164	0	0	451,140,164
ii)	Interest due but not paid	0	0	0	0
iii)	Interest accrued but not due	805,357	0	0	805,357
Total (i+ii+iii)		451,945,521	0	0	451,945,521

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/WT/Manager			Total Amount (Rs.)
		Mr. Virender Pal Bajaj (WTD) (DIN: 00003030)	Mr. Vikas Bajaj (MD) (DIN: 00003039)	Mr. Subhash Chander Kalra (WTD) (DIN: 01771827)	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,010,000	2,890,000	763,484	6,663,484
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1,814,250	306,257	80,000	2,200,507
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	11,160,000	11,630,000	0	22,790,000
	- others, specify....	0	0	0	0
5	Others: Company's contribution to Funds	21,600	21,600	0	43,200
Total (A)		16,005,850	14,847,857	843,484	31,697,191
Ceiling as per the Act		16,851,180	16,851,180	16,851,180	33,702,360

B. Remuneration to other Directors: Not Applicable

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

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	861529
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	35934
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0
2	Stock Option	0
3	Sweat Equity	0

4	Commission		
	-	as % of profit	0
	-	others, specify....	0
5	Others: Company's Contribution to Funds		17911
Total			915374

VII. Penalties / Punishment/ Compounding of offences:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2017.

For and on behalf of the Board

*VIRENDER PAL BAJAJ
CHAIRMAN & WHOLE-TIME
DIRECTOR
DIN: 00003030*

*VIKAS BAJAJ
MANAGING
DIRECTOR & CEO
DIN:00003039*

Place : Gurugram

Date : September 6, 2017