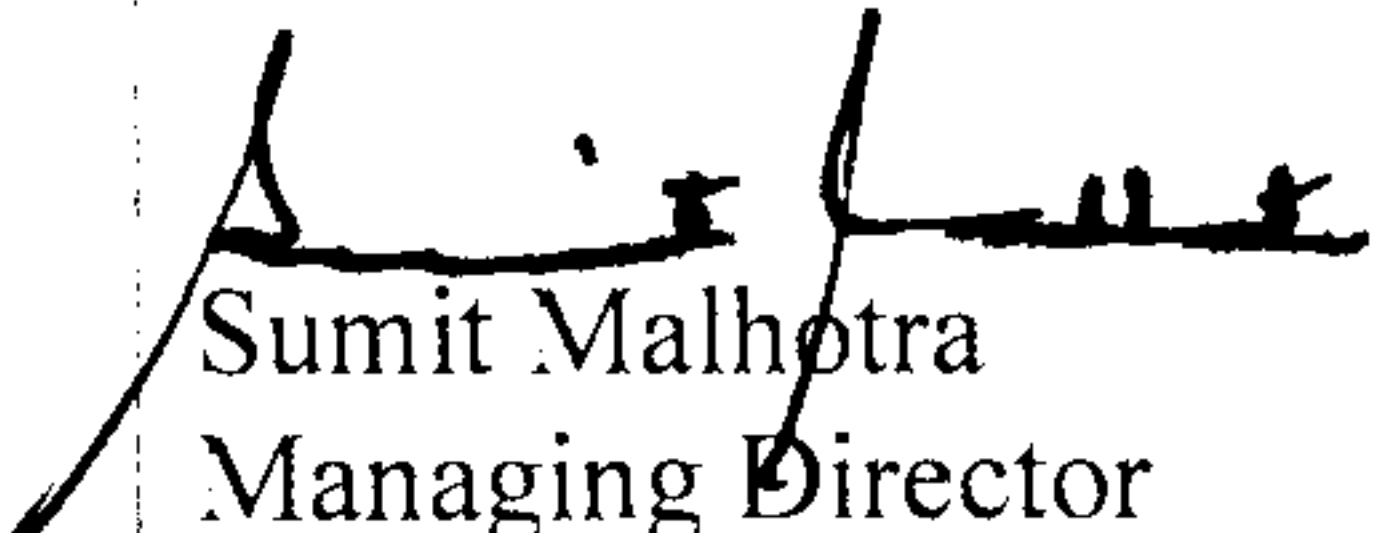


FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchanges

1.	Name of the Company:	Bajaj Corp Limited
2.	Annual financial statements for the year ended	31st March 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable



Sumit Malhotra
Managing Director



V. C. Nagori
Chief Financial Officer



Gaurav Dalmia
Audit Committee Chairman

For R.S. Dani & Company
Chartered Accountants
Firm registration number: 000243C



C.P. Kothari
Partner
Membership No.: 072229





bajaj
Corp Ltd.

SEVENTH
ANNUAL
REPORT
2012-13

bajaj
Corp Ltd.

bajaj
ALMOND
DROPS
HAIR OIL

Bajaj Almond Drops Hair Oil
Nourished hair.
Stylish you.

300% MORE
VITAMIN E*



*300% more Vitamin E than ordinary coconut oil.

Notice to Shareholders

NOTICE is hereby given that the **Seventh Annual General Meeting** of the Members of Bajaj Corp Limited will be held on **Friday, the 2nd day of August, 2013 at 12 Noon** at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2013, Statement of Profit and Loss for the year ended on that date and Reports of Directors and Auditors thereon for the said year.
2. To confirm the Interim Dividend of ₹ 6.50/- per equity share declared on 14,75,00,000 equity shares of face value ₹ 1/- each already paid for the financial year 2012-13.
3. To appoint a Director in place of Mr. Sumit Malhotra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Haigreve Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. R. S. Dani & Company (Firm Registration Number 000243C), Chartered Accountants, retiring Auditors as Auditors of the Company to hold office from conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT in partial modification of Special Resolution passed by the Members of the Company through Postal Ballot on October 6, 2011 and pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 and Schedule XIII thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such approval(s), permission(s) and/or sanction(s) as may be necessary, the consent and approval of the members of the Company be and is hereby accorded to the revision in remuneration of Mr. Sumit Malhotra, Managing Director of the Company, with effect from April 1, 2013 for the remaining period of his term in office, on the terms and conditions as set out below:-

I. Remuneration:

- a) Basic Salary: In the range of ₹ 4,00,000/- per month to ₹10,00,000/- per month.
- b) Allowances and Perquisites:
 - i) House Rent Allowance: 50 % of Basic Salary.
 - ii) Other allowances:
The Managing Director shall be paid

other allowances as per the rules of the Company including but not limited to Special Allowance, Medical, Conveyance and Leave Travel provided however that the aggregate value of all such allowances paid shall not exceed 200% of the Basic Salary.

- iii) Contribution to Provident Fund: Company's contribution to Provident Fund equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.
- iv) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.
- v) An amount not exceeding 15% of Basic Salary will be paid to the Managing Director annually in lieu of superannuation.
- vi) Leave: Leave with full pay or encashment thereof as per the rules of the Company. Encashment of the unavailed leave is allowed at the end of the tenure.
Explanation:
Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.
- vii) Performance Linked Incentive to the achievement of targets as per the rules of the Company not exceeding 2 times of the total basic salary per annum.
- c) Amenities:
 - i) Vehicle: The Company shall provide suitable vehicle for use by the Managing Director as per rules of the Company.
 - ii) Communication facilities: The Managing Director is entitled for use of telephone, telefax and other communication facilities at his residence.

II. Overall remuneration:

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

III. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the period of 3 (Three) years from the date of revision in remuneration of Mr. Sumit Malhotra, Managing Director i.e. April 1, 2013, the Managing Director shall be paid the remuneration mentioned hereinabove as the Minimum Remuneration and shall be governed by the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956 as may for the time being, be in force.

"RESOLVED FURTHER THAT in case the Company has in any financial year no profits or if its profits are inadequate anytime during the period of three years commencing from April 1, 2013, the Managing Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors (which term shall be deemed to include the Remuneration Committee) to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII thereto or any modification thereto and as may be agreed by and between the Board and Mr. Sumit Malhotra."

"RESOLVED FURTHER THAT save as expressly modified by this resolution, all other terms and conditions of appointment of Managing Director, Mr. Sumit Malhotra vide Special Resolution passed by the Members of the Company through Postal Ballot on October 6, 2011 remain unaltered and continue to apply."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT in partial modification of Special Resolution passed by the Members of the Company through Postal Ballot on October 6, 2011 and pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 and Schedule XIII thereto (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such approval(s), permission(s) and/or sanction(s) as may be necessary, the consent and approval of the Members of the Company be and is hereby accorded to the revision in remuneration of Mr. Jimmy Rustom Anklesaria, Whole-time Director of the Company with effect from April 1, 2013 for the remaining period of his term in office, on the terms and conditions as set out below:-

I. Remuneration:

- a) Basic Salary: In the range of ₹ 5,00,000/- per month to ₹ 10,00,000/- per month
- b) Allowances and Perquisites:
 - i) House Rent Allowance: 50% of Basic Salary.
 - ii) Other allowances:
The Whole-time Director shall be paid

other allowances as per the rules of the Company including but not limited to Medical, Conveyance and Leave Travel provided however that the aggregate value of all such allowances paid shall not exceed 200% of the Basic Salary.

- iii) Contribution to Provident Fund: Company's contribution to Provident Fund equal to 12% of Basic Salary or up to such an amount permissible under the law and as may be decided by the Board of Directors from time to time.
 - iii) Gratuity payable at the time of retirement/cessation shall be as per the scheme of the Company.
 - iv) An amount not exceeding 15% of Basic Salary will be paid to the Whole-time Director annually in lieu of superannuation.
 - v) Leave: Leave with full pay or encashment thereof as per the rules of the Company. Encashment of the unavailed leave is allowed at the end of the tenure.
- Explanation:
Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.
- (vi) Performance Linked Incentive to the achievement of targets as per the rules of the Company not exceeding 2 times of the total basic salary per annum.
- c) Amenities:
- i) Vehicle: The Company shall provide suitable vehicle for use by Whole-time Director as per rules of the Company.
 - ii) Communication facilities: The Whole-time Director is entitled for use of telephone, telefax and other communication facilities at his residence.

II. Overall remuneration:

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

III. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the period of 3 (Three) years from the date of revision in remuneration of Mr. Jimmy Rustom Anklesaria, Whole-time Director i.e. April 1, 2013, the Whole-time Director shall be paid the remuneration mentioned hereinabove as the Minimum Remuneration and shall be governed by the

provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956 as may for the time being, be in force.

"RESOLVED FURTHER THAT in case the Company has in any financial year no profits or if its profits are inadequate anytime during the period of three years commencing from April 1, 2013, the Whole-time Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors (which term shall be deemed to include the Remuneration Committee) to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole-time Director in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII thereto or any modification thereto and as may be agreed by and between the Board and Mr. Jimmy Rustom Anklesaria."

"RESOLVED FURTHER THAT save as expressly modified by this resolution, all other terms and conditions of appointment of Whole-time Director, Mr. Jimmy Rustom Anklesaria vide Special Resolution passed by the Members of the Company through Postal Ballot on October 6, 2011 remain unaltered and continue to apply."

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable rules, regulations, guidelines and other statutory provision for the time being in force, Memorandum and Articles of Association of the Company and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) as may be required and subject to such terms, conditions and modifications as may be prescribed while any such approval, consent, permission and/or sanction is granted and/or accorded, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the 'Board' which term shall be deemed to include any committee authorised to exercise its powers including the powers conferred by this resolution), to vary the terms referred to in the Prospectus dated August 9, 2010, filed by the Company with the Registrar of the Companies, Maharashtra, Mumbai (the 'Prospectus') including to vary and / or revise the utilisation of the proceeds from the Initial Public Offering ('IPO') of Equity Shares made in pursuance of the said Prospectus for promotion of future products, acquisitions and other strategic initiatives and general corporate purposes and change in amount or schedule of deployment for the Objects of Issue identified in the Prospectus, as the case may be."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, deal with such matters, take necessary

steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any other officer(s) / authorised representative(s) of the Company to give effect to the aforesaid resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time, the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI ICDR Regulations"), the notifications issued by the Reserve Bank of India ("RBI") and other applicable laws, listing agreement entered into by the Company with the stock exchanges where the shares of the Company are listed, Memorandum of Association and Articles of Association and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) of the Government of India, RBI, Securities and Exchange Board of India ("SEBI") and all other concerned authorities (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorised to create, issue, offer and allot securities in one or more tranches, whether denominated in rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more domestic or foreign market(s), upto an amount not exceeding ₹ 1,000 crore (Rupees One thousand crore only) including Equity Shares and/or Other Financial Instruments ("OFIs"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), any other depository receipt mechanism, Preference Shares and/or convertible into Equity Shares (either at the option of the Company or the holders thereof) at a later date, any such instrument, Debentures all or any of the aforesaid with or without detachable or non-detachable warrants and/or warrants of

any nature and/or secured premium notes and/or floating rate notes/ bonds and/or other financial instruments with or without voting rights (hereinafter collectively referred to as the "Securities") with or without premium, in the course of domestic and/or international offerings through public issue(s) and or private placement(s) and/or Qualified Institutional Placements ("QIP") and/or Further Public Offering ("FPO") and/or any other permitted modes to be subscribed to in Indian and/or any foreign currency(ies) by resident or non-resident / foreign investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional Investors ("FIIs") and their sub-accounts/Qualified Institutional Buyers ("QIB"), Mutual Funds, Pension Funds, Venture Capital Funds, Banks, Financial Institutions, Insurance Companies, National Investment Funds, Insurance Funds set up by the Army, Navy or Air Force, the Department of Posts of the Government of India and such other persons or entities, whether or not such investors are members of the Company, to all or any of them, jointly or severally through a prospectus, offer document and/or other letter or circular ("Offer Document") and such issue and allotment to be made on such occasion or occasions, at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue and in such form and manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other Advisors, with authority to retain oversubscription upto such percentage as may be permitted by the Appropriate Authorities."

"RESOLVED FURTHER THAT the Relevant Date for determining the pricing of the securities on Qualified Institutional Placement to QIBs as per the provisions of Chapter VIII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended from time to time, shall be:

- (i) In case of allotment of equity shares, the date of the meeting in which the Board of Directors of the Company decides to open the proposed issue;
- (ii) In case of allotment of eligible convertible securities, either the date of the meeting in which the Board of Directors of the Company decided to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares or such date, if any, as may be notified by SEBI or the RBI or any Appropriate Authority from time to time."

"RESOLVED FURTHER THAT the Relevant Date for determining the pricing of the securities, issue of equity shares underlying the Global Depository Receipts as per the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time, shall be the date thirty days prior to the date on which the meeting of the general body of shareholders is held, in terms of section 81(1A) of the Companies Act, 1956, to

consider the proposed issue.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to allot further shares upto 15 % (fifteen percent) of its issue size to the Stabilisation Agent by availing the Green Shoe Option subject to the provisions of relevant SEBI Regulations and enter into and execute all such agreements and arrangements with any Merchant Banker or Book Runner, as the case may be, involved or concerned in such offerings of Securities and to pay all such fee/ expenses as may be mutually agreed between the Company and the said Stabilisation Agent."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Guarantor(s), Depository(ies), Custodian(s), Trustee, Stabilisation Agent, Registrar, Banker/Escrow Banker to the Issue and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian/ International Stock Exchanges."

"RESOLVED FURTHER THAT the Board and/or an agency or body authorised by the Board may issue Depository Receipt(s) or Certificate(s), representing the underlying securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and/or International Capital Markets for the instruments of this nature and to provide for the tradability or free transferability thereof, as per the Indian/ International practices and regulations and under the norms and practices prevalent in the Indian/ International Markets."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of further equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such further equity shares ranking *pari-passu* with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue and in the offer document."

"RESOLVED FURTHER THAT subject to the existing law and regulations, such Securities to be issued, that are not subscribed, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/ foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/ Foreign Institutional Investors ("FIIs")/ Qualified Institutional Buyers ("QIBs")/ Mutual Funds/ Pension Funds/ Venture Capital Funds/ Banks and/or Employees and Business Associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/ offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and/ or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company to the end and intent that the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT to the extent permissible under Law, the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

By Order of the Board of Directors

Sujoy Sircar
Company Secretary

Place: Mumbai
Dated: May 3, 2013

Registered Office:

221, 2nd Floor, Building No. 2,
Solitaire Corporate Park,
167, Guru Hargovind Marg,
Chakala, Andheri (E),
Mumbai – 400093

NOTES:

1. **A member entitled to attend and vote at the ANNUAL GENERAL MEETING ("MEETING") is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, shall be deposited at the registered office of the Company not less than FORTY-EIGHT hours before the commencement of the Meeting.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. In terms of Article 129 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Sumit Malhotra and Mr. Haigreve Khaitan, Directors, retire by rotation and being eligible, offer themselves for re-appointment. The Board of Directors commends their respective re-appointments.
5. Brief resume of all Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/ chairmanships for Board/Committees, shareholding and relationship between directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges in India, are provided in the annexure.
6. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to Special Business to be transacted at the Meeting is annexed hereto.
7. Relevant documents referred in accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Seventh Annual General Meeting.
8. The Register of Members and Share Transfer Register Books of the Company shall remain closed from Saturday, July 27, 2013 to Friday, August 2, 2013 (both days inclusive) for the purpose of Seventh Annual General Meeting of the Company.
9. An Interim Dividend of 650% (₹ 6.50/- per share on equity shares of face value ₹ 1/- each) declared by the Board of Directors on January 11, 2013, was paid to the shareholders of the Company.
10. Members are requested to furnish their Bank Account details, change of address and all other required details to the Registrar & Share Transfer Agents, M/s. Karvy Computershare Private Limited in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their copies of PAN card to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents.
12. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue.

13. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

By Post/ Courier/ Hand Delivery	M/s Karvy Computershare Pvt. Ltd. Unit : Bajaj Corp Limited Plot Nos. 17-24, Vittal Rao Nagar Madhapur, Hyderabad - 500 081 Tel. No.: 040 4465 5000/2342 0815 - 28 Fax No.: 040 2342 0814 Email: einward.ris@karvy.com
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14. Pursuant to the provisions of Section 205A to Section 205C of the Companies Act, 1956, all unclaimed/unpaid monies by way of dividend transferred to the "Unpaid Dividend Account" of the Company as contemplated under Section 205A of the Companies Act, 1956 that remains unclaimed/un - encashed for a period of 7 (seven) years from the respective date of such transfer has to be transferred by the Company to "The Investor Education and Protection Fund" being the fund established by the Central Government under Section 205C (1) and no claims shall lie against the said Fund or the Company in respect thereof.

The details of Dividends paid by the Company and the corresponding due dates for transfer of such unclaimed/unencashed dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to the Investor Education and Protection Fund
2010-2011	Monday, August 8, 2011	Thursday, September 13, 2018
2011-2012	Tuesday, February 7, 2012	Sunday, April 14, 2019
2012-2013	Friday, January 11, 2013	Wednesday, March 18, 2020

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the registered office of the Company or Karvy Computershare Pvt. Ltd. well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

15. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. Companies are now permitted to send various notices/documents such as Notice, Balance Sheet, Profit & Loss Account, Auditor's Report, Directors' Report and Explanatory Statement etc. to its shareholders through electronic mode to the registered e-mail Ids of its shareholders. The Company has taken up this initiative of the Ministry

assiduously and will send the electronic copies of the Annual Report 2012-2013 to all those shareholders at their registered email ids provided to us by the respective Depositories. The physical copies of the Annual Report will also be available at our Registered Office in Mumbai for inspection during office hours. Members are also requested to support this Green Initiative by registering/updating their email addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Company/Karvy Computershare Pvt. Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form). In case any Member(s) insist for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) by post, free of cost.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

In respect of Item No. 6

Mr. Sumit Malhotra, aged 52 years, holds a Bachelor of Pharmaceuticals and Masters in Business Administration degree. He is responsible for the Personal Care and Health Care Divisions of the Company and has close to 25 years of experience in the Fast Moving Consumer Goods (FMCG) sector. The shareholders of the Company through Postal Ballot held on October 6, 2011, appointed Mr. Sumit Malhotra as Managing Director of the Company with effect from August 8, 2011 for a period of 5 years and fixed his remuneration and terms and conditions of office.

In appreciation and recognition of his visionary leadership and phenomenal contribution to the Company, the Board of Directors (the "Board") based on approval and recommendation of the Remuneration Committee, at their Meeting held on May 3, 2013, proposed revision in the remuneration of Mr. Sumit Malhotra, Managing Director with effect from April 1, 2013, subject to approval of shareholders at their General Meeting and such other approvals as may be required, for the remaining period of his term in office. Other terms and conditions of his appointment have remained unchanged.

The terms of contract in the form of revision in remuneration payable to the Managing Director as stated in the resolution at item No. 6 along with Memorandum of Interest or Concern as stated hereunder may be treated as Abstract of Arrangement and Memorandum of Interest of Directors under Section 302 of the Companies Act, 1956.

The remuneration as stated in resolution at Item No. 6 has been proposed to be paid to the Managing Director as the Minimum Remuneration which, in the event of absence or inadequacy of profits of the Company in any financial year commencing April 1, 2013 and during the tenure of office of Mr. Sumit Malhotra as Managing Director of the Company, would be in excess of the maximum remuneration payable to him as Managing Director as specified in Schedule XIII to the Companies Act, 1956 and therefore will require approval of the Shareholders at General Meeting and also the Central Government in terms of Section 198(4) read with Schedule XIII of the Companies Act, 1956.

The additional information required to be furnished pursuant to the provisions of Schedule XIII to the Companies Act, 1956 is annexed herewith along with the Notice calling the 7th Annual General Meeting of the shareholders of the Company.

A copy each of the resolutions passed by the Remuneration Committee and the Board of Directors at their respective Meetings held on May 3, 2013 and the Special Resolution passed by the Members of the Company through Postal Ballot on October 6, 2011, as referred to above, are available for inspection by any Shareholder at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up-to and including the date of the 7th Annual General Meeting, viz., August 2, 2013.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 6 of the Notice.

Mr. Sumit Malhotra is interested and/or concerned in the resolution at Item No. 6 of the Notice. Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

In respect of Item No 7

Mr. Jimmy Rustom Anklesaria, aged about 58 years, holds a Bachelor of Commerce and Master in Business Administration degree. Mr. Anklesaria is responsible for pursuing opportunities of inorganic growth in the FMCG sector by identifying brands/product portfolio/companies in oral care and personal care segments along with a dedicated management team for evaluating various targets in terms of synergy with company's existing brands, growth potential, future profitability and commercial viability and a host of other factors. The shareholders of the Company through Postal Ballot held on October 6, 2011, appointed Mr. Jimmy Rustom Anklesaria as Whole-time Director designated Director-Business Development of the Company with effect from August 8, 2011 for a period of 5 years and fixed his remuneration and terms and conditions of office.

In appreciation of his leadership and guidance, the Board of Directors (the "Board"), based on approval and recommendation of the Remuneration Committee, at their Meeting held on May 3, 2013, proposed revision in the remuneration of Mr. Jimmy Anklesaria, Whole-time Director with effect from April 1, 2013, subject to approval of shareholders at their General Meeting and such other approvals as may be required, for the remaining period of his term in office.

The terms of contract in the form of revision in remuneration payable to the Whole-time Director as stated in the resolution at Item No.7 along with Memorandum of Interest or Concern as stated hereunder may be treated as Abstract of Arrangement and Memorandum of Interest of Directors under Section 302 of the Companies Act, 1956.

The remuneration as stated in resolution at Item No. 7 has been proposed to be paid to the Whole-time Director as the Minimum Remuneration which, in the event of absence or inadequacy of profits of the Company in any financial year commencing April 1, 2013 and during the tenure of office of Mr. Jimmy Rustom Anklesaria as Whole-time Director of the Company, would be in excess of the maximum remuneration payable to him as Whole-time Director as specified in Schedule XIII to the

Companies Act, 1956 and therefore will require approval of the Shareholders at General Meeting and also the Central Government in terms of Section 198(4) read with Schedule XIII of the Companies Act, 1956. The additional information required to be furnished pursuant to the provisions of Schedule XIII to the Companies Act, 1956 is annexed herewith along with the Notice calling the 7th Annual General Meeting of the shareholders of the Company.

A copy each of the resolutions passed by the Remuneration Committee and the Board of Directors at their respective Meetings held on May 3, 2013 and the Special Resolution passed by the Members of the Company through Postal Ballot on October 6, 2011, as referred to above, are available for inspection by any Shareholder at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up-to and including the date of the 7th Annual General Meeting, viz., August 2, 2013.

The Board of Directors recommend passing of the Special Resolution set out in Item No. 7 of the Notice.

Mr. Jimmy Rustom Anklesaria is interested and/or concerned in the resolution at Item No. 7 of the Notice. Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

In respect of Item No 8

In the year 2010, the Company through an Initial Public Offering ("IPO") had raised ₹ 297 crore. The Net Issue proceeds ₹ 275.46 crore [Actual ₹ 278.04 crore] was proposed to be applied for the following objects set out in the Prospectus:

Sr. No.	Expenditure Items	Total Estimated Expenditure (₹in crore)
1.	Promote our future products	220.00
2.	Acquisitions and other strategic initiatives	50.00
3.	General Corporate Purposes	5.46
	Total	275.46

The actual issue expenses aggregated to approximately ₹ 18.96 crore [Budgeted in Prospectus ₹ 21 crore]. Out of the Net Issue Proceeds, the Company has spent ₹ 23.32 crore up till March 31, 2013 in accordance with the objects set out in the "Objects of the Issue" section in the Prospectus. As on March 31, 2013, the total unutilized amount out of net proceeds of the IPO is ₹ 254.72 crore. Pending such utilization, the net issue proceeds are currently invested in interest bearing liquid investments, bank deposits and other permitted financial products.

The FMCG sector, in which your Company operates, is impacted by various factors outside our control, including, among others:

- Adverse fluctuations in prices of key raw materials;
- Prevailing local economic, income and demographic conditions;
- Availability of and demand for products comparable to those we manufacture;
- Changes in customer tastes and preferences.

In addition to the above factors, the uncertainty surrounding the global financial markets, commodity inflation and high interest rates have dampened the demand for new products.

The management continues its efforts for development of new products in the personal care segment. Presently, the Company is conducting a comprehensive process of product formulation, product development and internal testing for its proposed product launches. In addition, final packaging and design, consumer testing and research and development are continuing to provide value additions to the proposed products. The Company has already launched Kailash Parbat Cooling Oil and the product has created a niche market for it.

The Company has also been actively pursuing opportunities of inorganic growth in the FMCG sector by identifying brands/product portfolio/companies in oral care and personal care segments. A dedicated management team is evaluating various targets in terms of synergy with company's existing brands, growth potential, future profitability and commercial viability and a host of other factors. The Company had submitted Non-Binding bids for businesses in the personal care segment; however due to certain factors including higher valuations, these bids have not materialized. The Company continues its efforts towards identifying suitable opportunities, both domestically and abroad.

The Company operates in a competitive and dynamic market and may have to revise its plans for development of its business by undertaking promoting its future products, including any industry consolidation initiatives, such as potential acquisition opportunities and other strategic initiatives. Any such change in Company's plans may require rescheduling of its expenditure programs, increase or decrease the amount to be allocated for promotion of future products, acquisitions and other strategic initiatives and general corporate purposes depending upon the market and other conditions as may be deemed conducive for the business of the Company. Consequently, the manner in which the available resources including the Net Issue Proceeds may require suitable modifications.

It was therefore considered appropriate to provide the Management with flexibility to vary the time schedule and/or amount of deployment for the Objects of Issue identified in the Prospectus, as the case may be.

Pursuant to the provisions of section 61 of the Companies Act, 1956, the terms of a contract referred to in the prospectus cannot be varied except subject to the approval of or except on authority given by the Company in general meeting. Accordingly, approval of the Members is sought to confer authority in favour of the Board for varying and/or modifying the schedule and/or amount of deployment of net IPO proceeds for Objects of Issue as stated in the Prospectus. Requisite approvals in this regard are proposed to be sought to the ordinary resolution as more particularly stated in the resolution as set out in Item No 8 of the accompanying notice.

The Board of Directors accordingly recommends passing of the resolution as ordinary resolution set out at item No. 8 of the accompanying notice for the approval of the members.

The Directors of the Company may be considered to be concerned and/or interested in the aforesaid resolution to the extent of equity shares held, if any, by them.

Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said resolution.

In respect of Item No 9

The shareholders of the Company, at the 6th Annual General Meeting held on August 1, 2012, had authorized the Board of Directors to create, offer, issue and allot securities of the Company including Global Depository Receipts, American Depository Receipts, convertible preference shares etc. through Qualified Institutions Placements ("QIP") and/or further public offering or through any other mode as permitted by the Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009, ("SEBI ICDR Regulations") or any other Act/Regulations whichever is applicable.

As per Regulation 88 of Chapter VIII of the SEBI ICDR Regulations, allotment pursuant to the special resolution approving the QIP shall be completed within a period of 12 months from the date of passing of the resolution. As stated aforesaid, the special resolution in this regard was passed by the shareholders on August 1, 2012 up to an amount not exceeding ₹ 1,000 crore, which for the purpose of raising funds through the QIP route is valid for a period of one year from the date of passing of the special resolution by the Shareholders. To enable the Company raise equity funds depending upon its business needs and as may be advised, approval of shareholders is being sought for issue of equity shares and/or other financial instruments convertible into equity through QIP under SEBI ICDR Regulations and/or issuance of securities in the international markets by way of ADR/GDR etc as per the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time, in one or more tranches, up-to an amount not exceeding ₹1,000 crore.

Pursuant to the provisions of Regulation 85 of Chapter VIII of the SEBI ICDR Regulations, 2009, issue of specified securities shall be made at a price not less than the average of the weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the relevant date. The relevant date for the purpose of Regulation 85 means:

- (i) in case of allotment of equity shares, the date of the meeting in which the Board of Directors of the issuer or the Committee of Directors duly authorised by the Board of Directors of the issuer decides to open the proposed issue;
- (ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board of Directors of the issuer or the Committee of Directors duly authorised by the Board of Directors of the issuer decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares

Further as per the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time, issue of specified securities shall not be less than the higher of the following two averages:

- (i) The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date;
- (ii) The average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date.

The "relevant date" for purpose of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended from time to time, means the date thirty days prior to the date on which the meeting of the general body of shareholders is held, in terms of section 81(1A) of the Companies Act, 1956, to consider the proposed issue.

For making any further issue of shares to any person/s other than existing Equity Shareholders of the Company as also under the provisions of SEBI ICDR Regulations, 2009, approval of Shareholders is required to be obtained by way of passing a Special Resolution, in pursuance to the provisions of section 81(1A) of the Companies Act, 1956.

Therefore, the Board of your Company has recommended the Resolution contained in Item No. 9 to be passed by the shareholders, so as to enable it to issue further equity shares and/or other securities which will include issue on QIP basis. The said Special Resolution is only an enabling one seeking delegation of authority to the Board to explore possible avenues for raising capital.

All the Directors may be deemed to be interested in the Resolution at Item No. 9 to the extent of shares and/or securities of the Company that may be held by them and/or by the entity or entities in which any of respective Director is deemed to be interested.

Save as aforesaid, none of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

The following additional information as required by Schedule XIII to the Companies Act, 1956 and pertaining to the Special Resolutions proposed at Item No 6 and 7 of the Notice dated May 3, 2013 for convening the 7th Annual General Meeting of Bajaj Corp Limited is given below:-

I. General Information:

- i) Nature of Industry:
Company is primarily engaged in the Hair Oil & Hair Care business.
- ii) Date or expected date of commencement of commercial production:
The Company was incorporated on April 25, 2006.
- iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not Applicable.

- iv) Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2013:

Particulars	(₹ in crore)
Turnover & Other Income	646.77
Net profit as per Profit & Loss A/c (After Tax)	167.38
Profit as computed under section 309(5) read with section 198 of the Act	208.94
Net Worth	483.79

- v) Export performance and net foreign exchange collaborations:

During the year ended March 31, 2013, the Company's FOB value of exports in foreign currency was ₹4.87 crore. The Company has no significant foreign exchange earnings or outgo in relation to any foreign collaboration.

- vi) Foreign investments or collaborators, if any:
Not Applicable.

II. Information about the appointee(s):

i) Background details:

Mr. Sumit Malhotra holds a Bachelor of Pharmaceuticals and Masters in Business Administration degree. He is responsible for the Personal Care and Health Care Divisions of the Company and has close to 25 years of experience in the Fast Moving Consumer Goods (FMCG) sector. Mr. Sumit Malhotra is associated with the Bajaj Group since 2004. He joined Bajaj Consumer Care Limited ("BCCL") in July 2004 as Vice-President (Marketing & Sales) and was elevated to President (Marketing & Sales) in April 2007. He is responsible for leading the Sales and Marketing department of the Company. He started his career as Area Sales Manager in TTK Limited and has worked in organizations such as J K Helene Curtis, Balsara Home Products Limited.

The Members of the Company through Postal Ballot held on October 6, 2011 approved the remuneration of Managing Director as - Basic Salary in the range of Rs. 3,30,000/- per month to Rs. 7,00,000/- per month and other perquisites and allowances as fully set out in the Notice of postal Ballot dated August 8, 2011.

Mr. Jimmy Rustom Anklesaria holds a Bachelor of Commerce and Master in Business Administration degree. He possesses intimate knowledge of the domestic market in India and of the International markets in emerging economies and the United Kingdom (U.K). He has successfully created shareholder value by identifying and managing inorganic growth opportunities in Africa, Latin America, the European Union (EU). He has over 30 years of experience in the Fast Moving Consumer Goods (FMCG) sector in various FMCG companies in India. Prior to joining Bajaj Corp, Mr. Jimmy Anklesaria was Executive Vice President-International Operations in Godrej Consumer Products Limited.

The Members of the Company through Postal Ballot held on October 6, 2011 approved the remuneration of Whole-time Director as - Basic Salary in the range of Rs. 4,00,000/- per month to Rs. 8,00,000/- per month and other perquisites and allowances as fully set out in the Notice of postal Ballot dated August 8, 2011.

ii) Recognition or Awards:

The information is already covered in the section "Background details".

iii) Job Profile and their suitability:

Mr. Sumit Malhotra, Managing Director is responsible for the overall operations and affairs of the Company. The Managing Director provides guidance through his creative vision for future development and strategic growth of the Company and also analytical oversight for the effective accomplishment of all deliverables. Taking into consideration his qualifications and expertise in relevant fields, the Managing Director is best suited for the responsibilities assigned to him by the Board of Directors.

Mr. Jimmy Rustom Anklesaria, Whole-time Director (designated Director-Business Development) is responsible for pursuing opportunities of inorganic growth in the FMCG sector by identifying brands/product portfolio/companies in oral care and personal care segments along with a dedicated management team for evaluating various targets in terms of synergy with company's existing brands, growth potential, future profitability and commercial viability and a host of other factors. Taking into consideration his qualifications and expertise in relevant fields, the Whole-time Director is best suited for the responsibilities assigned to him by the Board of Directors.

iv) Remuneration proposed:

Mr. Sumit Malhotra, Managing Director- Basic Salary in the range of ₹ 4,00,000 per month to ₹ 10,00,000 per month and other perquisites and allowances as fully set out in the notice.

Mr. Jimmy Rustom Anklesaria, Whole-time Director- Basic Salary in the range of ₹ 5,00,000 per month to ₹ 10,00,000 per month and other perquisites and allowances as fully set out in the notice.

- v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profiles of Mr. Sumit Malhotra, Managing Director and Mr. Jimmy

Rustom Anklesaria, Whole-time Director, the responsibilities shouldered by both the Managing Director and Whole-time Director and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

- vi) Pecuniary relationship(s) directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to them, Mr. Sumit Malhotra, Managing Director and Mr. Jimmy Rustom Anklesaria, Whole-time Director do not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

- i) Reasons of loss or inadequate profits:

Not applicable, as the Company has posted a net profit after tax of ₹ 167.38 crore during the year ended March 31, 2013.

- ii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

Not applicable, as the Company has adequate profits. The Company posted a net profit after tax of ₹ 167.38 crore during the year ended March 31, 2013.

IV Disclosures:-

The information and disclosures of the remuneration package of the managerial person has been mentioned in the Annual Report in the Corporate Governance Report Section under the heading "Remuneration paid / payable to Managing / Executive Director(s)(Whole-time Directors)" for the year ended March 31, 2013.

By Order of the Board of Directors

Sujoy Sircar
Company Secretary

Place: Mumbai
Dated: May 3, 2013

Registered Office:

221, 2nd Floor, Building No. 2,
Solitaire Corporate Park,
167, Guru Hargovind Marg,
Chakala, Andheri (E),
Mumbai – 400093

ANNEXURE TO ITEMS 3 & 4 OF THE NOTICE

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Sumit Malhotra	Mr. Haigreve Khaitan
Director Identification Number	02183825	00005290
Date of Birth	28.09.1961	13.07.1970
Nationality	Indian	Indian
Date of appointment on the Board	01.04.2008	04.02.2010
Qualifications	Bachelors degree in Pharmacy with honours from Institute of Technology, Benaras Hindu University, Varanasi and a post graduate diploma in business management from IIM, Ahmedabad.	Bachelors degree in Law from the Calcutta University
Expertise in functional area	23 years of experience in the Fast Moving Consumer Goods (FMCG) sector	Partner at Khaitan & Co. and is a Member of the Bar Council of West Bengal, Incorporated Law Society, International Bar Association, London, the Indian Council of Arbitration, the Indian Law Institute, the Bar Association of India and the Entrepreneurs Organization.
Number of equity shares held in the Company	700	Nil
List of Directorships held in other companies	1. Uptown Properties And Leasing Private Limited	1. Ceat Limited 2. Harrisons Malayalam Limited 3. Inox Leisure Limited 4. JSW Ispat Steel Limited 5. National Engineering Industries Limited 6. Jindal Steel & Power Limited 7. Sterlite Technologies Limited 8. Xpro India Limited 9. AVTEC Limited 10. Great Eastern Energy Corporation Limited 11. Vinar Systems Private Limited 12. Torrent Pharmaceuticals Limited 13. The West Coast Paper Mills Limited 14. Ambuja Cements Limited 15. Firstsource Solutions Limited

Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31.03.2013	Nil	1. Harrisons Malayalam Ltd. - Audit Committee - Remuneration Committee 2. Inox Leisure Ltd. - Audit Committee - Compensation & Remuneration Committee 3. National Engineering Industries Ltd. - Audit Committee - Remuneration Committee - Shareholders Grievance Committee 4. Jindal Steel & Power Ltd. - Audit Committee 5. JSW Ispat Steel Limited - Audit Committee - Share Transfer & Investors Grievance Committee 6. Ambuja Cements Limited - Compliance Committee 7. Torrent Pharmaceuticals Limited - Audit Committee 8. Sterlite Technologies Ltd. - Audit Committee - Remuneration Committee 9. AVTEC Ltd. - Audit Committee 10. Great Eastern Energy Corporation Ltd. - Remuneration Committee - Share Transfer Committee
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Board of Directors

Kushagra Nayan Bajaj

Promoter, Non-Executive Chairman

Sumit Malhotra

Managing Director

Jimmy Rustom Anklesaria

Whole-time Director

Gaurav Dalmia

Independent, Non-Executive Director

Dilip Cherian

Independent, Non-Executive Director

Aditya Vikram Ramesh Somani

Independent, Non-Executive Director

Haigreve Khaitan

Independent, Non-Executive Director

Sujoy Sircar

Company Secretary

Statutory Auditors
R. S. Dani & Co.

Chartered Accountants

Bankers

Corporation Bank

HDFC Bank Limited

Kotak Mahindra Bank Limited

State Bank of India

Registered Office

221, 2nd Floor, Bldg.No.2,

Solitaire Corporate Park,

167, Guru Hargovind Marg,

Chakala, Andheri (East),

Mumbai - 400 093.

Registrar & Transfer Agent

Karvy Computershare Private Limited

17-24, Vittal Rao Nagar,

Madhapur,

Hyderabad -500 081.

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A Message from the Chairman

Dear Stakeholders,

It is indeed a pleasure for me to inform you that even under very difficult macro-economic conditions in India, the company has demonstrated an impressive financial performance for the year ending March 31, 2013. The company continues to grow at one of the fastest growth rates in the FMCG sector both in terms of top line and bottom-line in spite of pressure on margins due to increase in input costs.

The highlight of the company's performance includes:

- Sales increased to ₹ 60,566 lacs in FY2013 registering a growth of 28.25 % over the previous year.
- Profit after tax increased to ₹ 16,738 lacs registering a growth of 39.38 % over the previous year.

The Bajaj Almond Drops Hair Oil brand continues to remain the market leader in the light hair oil category. We have now reached almost ₹ 43.70 lacs cases and our market share continues to inch upwards month on month. I am sure, over the next couple of years this will become the second largest hair oil brand in India across all categories.

The Indian economy is going through a period of unprecedented flux, partly created due to global economic scenario and partly created by our own internal issues. I think it is only during these times that the men get separated from the boys, and I am happy to state that so far Bajaj Corp has proven its mettle and can clearly be classified as one of those men who have grown successfully in spite of all the challenges around it. I do not think such macro-economic problems within India will continue for a long time. Yes, they are here to stay for a short to medium term, but for the long term, I am extremely bullish for the growth of the Indian economy. And that's what makes me believe that over the next decade, a 10 to 20 fold increase in the business of Bajaj Corp is easily possible just within the Indian economy.

The FMCG sector as a whole, being a bellwether sector, has performed well in the markets as well as fundamentally. Bajaj Corp also, since its IPO, has performed well and as I'm given to understand is amongst the top 2 best performing stocks across all sectors post IPO, over the last 3 years. We are going to initiate the process of bringing down the Promoter shareholding to 75% as per the SEBI norms and hopefully that will help broad base the existing shareholder base.



Having one of the highest EBITDA and Net Income margins in the industry is sense of pride. But, over a very long period of time, I do not believe that these margins are sustainable and margins in the region of 300 to 400 basis points lower is something which is more realistic and more possible on a regular term basis going forward. Having said that, the company management will leave no stone unturned to try and maintain margins if not increase it, in the years to come. **You would be happy to know that Bajaj Almond Drops Hair Oil brand today reaches more people and touches the lives of more people on a daily basis than any other product or brand which has come out from the Bajaj Group stable. As per India's leading Market Research agency IMRB, our brand Bajaj Almond Drops Hair Oil is consumed by 2.5 Crore Households or approximately 12.5 Crore individuals on an yearly basis.**

We adhere to the highest levels of Corporate Governance and CSR activities within the group. We believe ourselves as not owners but trustees of the company on behalf of all stakeholders and therefore, we shall continue to nurture the business accordingly. We will not do anything nor let anything happen which will tarnish the rich and glorious heritage and name that the Bajaj Group is synonymous with. The Bajaj Group is among the few corporate houses in India which is known for trust, integrity, honesty and hard work-the 4 pillars on which any institution needs to be based. I assure you that over the time, these will get highlighted even more and we will continue to shine as we have always done. With that I would like to thank our esteemed shareholders for reposing trust and faith in management of Bajaj Corp.

With Warm Regards,

Kushagra Nayan Bajaj
Chairman

Directors' Report

Your Directors have pleasure in presenting their Seventh Annual Report and the audited statement of accounts for the financial year ended March 31, 2013.

Financial Results

The summarised financial results of the Company for the financial year ended March 31, 2013 are presented below:

(₹ in Lacs)

	Financial Year ended March 31, 2013	Financial Year ended March 31, 2012
Sales and other income	64,676.98	51,069.13
Profit before interest, depreciation and taxation	21,291.92	15,401.45
Finance Cost	8.20	7.85
Depreciation	328.39	259.92
Profit before tax	20,955.33	15,133.68
Provision for taxation – Income Tax	4,182.54	3,028.19
– Wealth Tax	5.00	5.41
– Deferred Tax	29.51	91.30
Profit after tax	16,738.28	12,008.78
Balance brought forward from previous year	8,458.18	4,516.53
Disposable surplus after adjustments	25,196.46	16,525.31
Appropriations-		
-Interim dividend	9,587.50	5,900.00
-Corporate dividend tax	1,555.34	957.13
-Transfer to General Reserve	1,680.00	1,210.00
-Balance carried to balance sheet	12,373.62	8,458.18

The Company achieved a turnover of ₹64,676.98 lacs as compared to ₹51,069.13 lacs in the previous year thereby registering a growth of approximately 27% over previous year. Profit before tax and exceptional items were ₹20,955.33 lacs as against ₹15,133.68 lacs of the previous year. The Profit after tax stood at ₹16,738.28 lacs as compared to the profit of ₹12,008.78 lacs in the previous year. The operations and financial results of the Company are elaborated in annexed Management Discussion and Analysis Report.

Dividend

The Board of Directors of the Company had declared an Interim Dividend of 650% (i.e. ₹6.50/- per share on equity shares of the face value of ₹1/- each) for the financial year 2012-13. Total outgo on the Interim Dividend was ₹11,142.8 lacs (including Dividend Tax of ₹1,555.3 lacs as against ₹6,857.13 lacs (including Dividend Tax of ₹957.13) in the previous year. The above outgo constitutes

a payout ratio of 66.57% of annual profits as against 57.10% in the previous year. The Board therefore has not proposed any final dividend and accordingly, the Interim Dividend paid during the year shall be treated as Final Dividend for the financial year 2012-13.

Operations

EBITDA as a percentage to sales is higher at 28.25% in the current year as against 23.17% in the previous year. The increase is mainly on account of increase in MRP of Company's products during the previous year which resulted in increase in sales value, thereby decreasing percentage of material cost to sales.

During the year the price of key ingredients i.e. Light Liquid Paraffin decreased on an average 6% compared to the previous year. The packaging cost has also reduced marginally. However, the prices of Refined Oil was increased almost 14.5% over the previous year.

Compliance with minimum Public shareholding norms

The equity shares of the Company were listed on The National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") with effect from August 18, 2010. At present, the Promoter shareholding of the Company stands at 84.75% and Public shareholding is 15.25%. Pursuant to the notifications issued by the Ministry of Finance amending the revised minimum and continuous public shareholding requirements in case of listed companies, your Company is required to increase its public shareholding to at least 25% in the manner prescribed by the Securities and Exchange Board of India ("SEBI") on or before August 17, 2013.

Therefore in light of the aforesaid, to achieve the minimum public shareholding of 25% of the equity share capital within the prescribed timeframe, Bajaj Corp and its Promoter/Promoter Group shareholders are evaluating various options, including the option of divestment under the OFS Scheme, in one or more tranches. The timeline for the same will be dependent on various factors including but not limited to market conditions, and will be within the overall time available to the Company for this compliance.

Listing of Securities

The Company's equity shares are listed on BSE and NSE. The Annual Listing fees to each of these Stock Exchanges have been paid by the Company.

Corporate Governance

Your Company continues to imbibe and emulate the best corporate governance practices aimed at building trust among all stakeholders- shareholders, employees, customers, suppliers and others. Your Company believes that fairness, transparency, responsibility and accountability are the four key elements of corporate governance. The Corporate Governance report presented in a separate section forms part of this Annual Report.

Management Discussion and Analysis

The Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report.

Subsidiary Companies

As on March 31, 2013, the Company had the following wholly owned subsidiaries, which are presently unlisted, namely:

- Bajaj Bangladesh Limited
- Uptown Properties and Leasing Private Limited

The Company incorporated Bajaj Bangladesh Limited in Bangladesh with an initial paid-up capital of approximately ₹1.37 lacs (equivalent to Taka 2 lacs). The subsidiary company has obtained Certificate of commencement of business, Trade Licence and Tax Identification Number in Bangladesh. It has also appointed National Distributors for distribution of our products in Bangladesh. Bajaj Bangladesh will seek to establish a market for the hair oil products and other related businesses of the Company in Bangladesh.

In terms of General Circular No: 2/2011 dated February 8, 2011 issued by the Government of India, Ministry of Corporate Affairs granting general exemption under Section 212 of the Companies Act, 1956, and consent of the Board of Directors vide their resolution passed at the Board Meeting held on May 3, 2013 for not attaching the Balance Sheet of subsidiaries, the Company has not attached with its Balance Sheet as at March 31, 2013, copies of the balance sheet, statement of profit and loss and reports of the Board of directors and auditors of the Company's subsidiaries and has disclosed the requisite information in the Consolidated Balance Sheet as at March 31, 2013.

Pursuant to the General Circular No: 2 /2011 dated February 8, 2011 the Company hereby undertakes that:

1. Annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company and subsidiary companies seeking such information at any point of time.
2. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the registered office of the Company and of the subsidiary companies concerned.
3. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.

Subsidiaries Operations

Bajaj Bangladesh Limited

Bajaj Bangladesh Limited has entered into a third party manufacturing agreement with a party who is a pioneer in Bangladesh in the pharmaceuticals segment. The process of setting up the plant has already commenced and will be operational by middle of financial year 2013-14. The plant will have captive production in Bangladesh. The Company did not have any operations during the period under review.

Uptown Properties and Leasing Private Limited

During the financial year ended March 31, 2013, the net losses of Uptown were ₹ 122.43 lacs as against net profits of ₹ 777.95 lacs on account of profit on sale of investments

during the previous year. There was no business activities during the financial year ended March 31, 2013.

Consolidated Financial Statements

In compliance with Accounting Standards 21, 23 and 27 of Companies (Accounting Standards) Rules, 2006 and pursuant to the Listing Agreement with the Stock Exchanges, the Consolidated Financial Statements form part of this Annual Report.

As directed by the Central Government and pursuant to the Accounting Standard – 21 (AS – 21) prescribed under the Companies (Accounting Standards) Rules, 2006, Consolidated Financial Statements presented by your Company include financial information about its aforesaid subsidiaries. The financial statements of BCL as well as its aforesaid subsidiaries will be available on the website of the Company (www.bajajcorp.com).

Fixed Deposits

The Company has not accepted any fixed deposits and as such, no amount on account of principal or interest on fixed deposits was outstanding as on the date of the balance sheet.

Directors

Mr. R. F. Hinger, Vice-Chairman and Whole-time Director passed away on March 16, 2013. Mr. Hinger aged 73 years, was associated with the Bajaj Group for over 50 years. In 1982 he was given the responsibility of the FMCG business and spearheaded the business for the last 31 years. Through his astute leadership, he was able to transform the premium Hair oil brand-Bajaj Almonds Drops into a household name in the country. Last year, he was bestowed with an "Appreciation Award" for his outstanding and dedicated services and devotion to the principles and ideals of Bajaj Group. The Directors wish to place on record their deep appreciation for the services rendered by Mr. Hinger and pray that the departed soul may rest in peace.

Mr. Sumit Malhotra, (DIN 02183825) and Mr. Haigreva Khaitan (DIN 00005290), Directors of the Company, will retire by rotation and being eligible, offer themselves for re-appointment.

All the appointments of the Directors of the Company are in compliance with the provisions of Section 274 (1)(g) of the Companies Act, 1956.

Directors' Responsibility Statement

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, as amended, with respect to the

directors' responsibility statement, it is hereby confirmed:

- (i) that in preparation of accounts for the financial year ended March 31, 2013, the applicable accounting standards have been followed along with proper explanation relating to the material departures;
- (ii) that the directors of the Company have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and of the profit of the Company for the year ended March 31, 2013;
- (iii) that the directors of the Company 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; and
- (iv) that the directors of the Company have prepared the accounts of the Company for the financial year ended March 31, 2013 on a going concern basis.

Auditors and Auditors' Report

M/s. R. S. Dani & Company, Chartered Accountants, existing Statutory Auditors will retire at the conclusion of the ensuing 7th Annual General Meeting and seek re-appointment as Statutory Auditors of the Company at the ensuing Annual General Meeting.

The Company has received a certificate from M/s. R. S. Dani & Company, to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Board of Directors recommends to the shareholders the appointment of M/s. R. S. Dani & Company, as Auditors of the Company.

The observations and comments given in the report of the Auditors read together with notes to accounts are self explanatory and hence do not call for any further information and explanation under Section 217(3) of the Companies Act, 1956.

Cost Auditors

In exercise of the powers conferred by sub section (1) of section 233B of the Companies Act, 1956 (1 of 1956), the Central Government has directed that all companies to which the Companies (Cost Accounting Records) Rules, 2011 apply, and which are engaged in the production, processing, manufacturing or mining of the products/ activities as specified in the said Order dated November 6, 2012 and wherein the aggregate value of the turnover made by the company from sale or supply of all its products or activities during the immediately preceding

financial year exceeds hundred crore of rupees; or wherein the company's equity or debt securities are listed or are in the process of listing on any stock exchange, whether in India or outside India, shall get its cost accounting records, in respect of each of its financial year commencing on or after the 1st day of January, 2013, audited by a cost auditor who shall be, either a cost accountant or a firm of cost accountants, holding valid certificate of practice under the provisions of Cost and Works Accountants Act, 1959 (23 of 1959).

In compliance with the aforesaid Order dated November 6, 2012, the Company has appointed M/s. Hitesh Jain & Associates, Cost Accountants, Rajasthan, for conducting cost audit for the Company's personal care products business for the financial year ending March 31, 2014.

Particulars of employees

As required under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, particulars of employees are set out in the Annexure - II and forms part of this report.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The relevant data regarding the above is given in the Annexure-I hereto and forms part of this report.

Acknowledgements

Industrial relations have been cordial at all the manufacturing units of the Company.

The Directors express their appreciation for the sincere co-operation and assistance of Central and State Government authorities, bankers, customers and suppliers and business associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by your Company's employees. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

For and on behalf of the Board of Directors

Kushagra Nayan Bajaj
Chairman

Mumbai,
May 3, 2013

ANNEXURE-I to Directors' Report for the year ended March 31, 2013

Disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under the Companies Act (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

A. Conservation of Energy

Bajaj Corp continued to emphasize on the conservation and optimal utilization of energy in every manufacturing unit of the Company. The energy conservation measures implemented during FY 2012-2013 are listed below:

- Maintenance of machines as per schedule.
- Lights in the Raw Material/Packing Material and Finished Stock godown area are switched off during night across locations.
- Installed Material sensor on every machine resulting into reduction of power consumption.
- Water collected through rain water harvesting at the plant premises to raise the water level in the borewell.
- Replacement of street lights and installation of Compact Fluroscnt Lamps (CFL) in manufacturing and godown areas.
- The Company continued its efforts towards effective utilization of energy for reduction in power consumption.

The details of total energy consumption and energy consumption per unit of production are given in Form A.

B. Technology Absorption

Efforts made by Company in technology absorption are given in prescribed Form B attached.

C. Foreign Exchange Earnings and Outgo

During the year, foreign exchange earnings and outgo was ₹487.22 lacs and ₹44.41 lacs respectively. The details of total exchange used and earned are provided in Note B27 & B28 annexed to the Accounts.

FORM – A

Disclosure of Particulars with respect to Conservation of Energy

For the year ended March 31		2013	2012
A.	Power & Fuel Consumption		
	<i>Electricity</i>		
	(a) Purchased		
	Units (in Kwh)	498,571	326,266
	Total Amount (in ₹)	3,245,768	2,181,383
	Rate per unit (in ₹)	6.51	6.69
	(b) Own Generation		
	<i>(i) Through Diesel generator</i>		
	Units (in Kwh)	64,284	42,333
	Cost per unit (in ₹)	15.16	13.64
	Total Cost (in ₹)	974,252	577,214
	<i>(ii) Through Steam Turbine / Generator</i>		
	Units (in Kwh)	Nil	Nil
B.	Average Consumption per unit of production of Hair Oil		
	Electricity (Kwh/Manufactured Kilo Ltr. of Hair Oil)	36.36	26.82

FORM – B

Disclosure of particulars with respect to technology absorption (to the extent applicable)

I. Research and Development (R&D)

1. Specific areas in which R&D is carried out by the Company:

Research & Development efforts were focused on improvement in existing products and development of new products in following segments:

- Hair care products.
- Ayurvedic products.
- Research programs to understand the physiology of hair.
- Optimization of vegetable oil content in the existing formulations by incorporation of refined rice bran oil.
- Developments of new and innovative Serum Products to prevent entangling knots and provide soft and silky feeling in hair are under progress. These products will be 100% natural based on environmental friendly approaches.
- Development of new and very effective products to prevent Dandruff in Hair.
- Development of Value Added Coconut Oil.
- Consumer in sight for product evaluation and design.
- Development of Shrink Wrapping of products in the manufacturing units.
- Complexity reduction in Brahmi Amla Hair Oil and Jasmine Hair Oil.
- Development of competencies in new areas like Skin Care, Hair Care, Oral care, Ayurveda Preparations and Soap.
- Modification of specifications in the field for analysis of our ingredient of raw material to further improve the quality of our end products.

2. Benefits derived as a result of the above R & D

- On account of above R&D efforts we are able to do reengineering in our premium brand and reduce our cost of production with same standards of quality.
- Development of Serum Product for nourishing hair for better growth and keeping hair healthy is under progress.
- We have also been able to launch 30 ml sku of ADHO in pet bottle and 15ml sku in pouch (besides 500ml pet in the previous year) which have been very well accepted by the consumers.
- We have created a deep rooted stability study in our laboratory.

Future Plan of Action:

Continued efforts are being made to develop innovative and commercially viable process and also for improving shelf life, stability, quality, convenience and meeting regulatory compliances. Company will continue to do research on new variants and Skus under hair care segment and develop competencies in new areas like Skin Care, Personal Care, Ayurveda Preparations and Soap.

3. Expenditure on R&D

₹ in lacs

For the year ended March 31	2013	2012
a) Capital	0.99	0.77
b) Recurring	1.67	1.95
c) Total	2.66	2.72
d) Total R&D expenditure as a percentage of total turnover	0.004%	0.01%

II. Technology absorption, adaptation and innovation

1. Efforts in brief, made towards technology absorption, adaptation and innovation

- Participation in national conferences.
- Imparting training to personnel in various manufacturing techniques by Indian experts and suppliers of plant and machinery.
- Company is going towards 100% automation and in that process Company is shifting from manual cap pressing technique to automatic cap pressing technique.
- New packaging technology adapted for which shrink wrapping machines has been installed.
- Successful installation of 10 tracks pouch filling machine.
- New conveyor system has been introduced for shifting of finished goods from production line to storage area.

2. Benefits derived as a result of the above efforts:

- Increase in Productivity
- Power saving
- Reduction in Manpower Cost
- Reduction in production wastage

3. Information regarding Technology imported (imported during the last 5 years reckoned from the beginning of the financial year)

Technology imported	None
Year of import	Not applicable
Has technology been fully absorbed	Not applicable
If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action	Not applicable

ANNEXURE-II to Directors' Report for the year ended March 31, 2013

Statement pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975

Name	Designation/ Nature of duties	Qualification	Experience (Yrs.)	Remuneration (₹ in Lacs)	Date of appointment	Age (Yrs.)	Particulars of last employment
1. Late Mr. R. F. Hinger*	Vice Chairman and Executive Director	B.Sc.	50	228.68	01.04.08	73	Bajaj Consumer Care Ltd.** - Whole Time Director
2. Mr. Sumit Malhotra	Managing Director	BPharma (Hons.), PGDBM (IIM,Ahmedabad)	27	130.60	01.04.08	52	Bajaj Consumer Care Ltd.** - President (Sales & Mktg.)
3. Mr. Jimmy Anklesaria	Whole-time Director - Business Development	B. Com, MBA	35	171.56	15.07.11	58	Godrej Consumer Products Ltd. - Executive Vice Presi- dent (International Opera- tions)

Notes:

- Gross Remuneration shown above is subject to tax and comprises salary (including arrears, allowances, rent, medical reimbursement, leave travel benefits, leave encashment, contribution to provident fund & gratuity under LIC scheme) in terms of actual expenditure incurred by the company.
- All the employees have adequate experience to discharge the responsibilities assigned to them.
- None of the above employees is related to any of the Directors of the Company.
- The nature of employment is contractual.

* Deceased on March 16, 2013

** Pursuant to fresh certificate of incorporation dated November 25, 2011, the name of the Company has been changed to Bajaj Resources Limited.

Corporate Governance Report

(Pursuant to Clause 49 of the Listing Agreement entered with the Stock Exchanges)

Company's philosophy on code of corporate governance

The elements of transparency, fairness, disclosure and accountability form the cornerstone of corporate governance policy at Bajaj Corp Limited (BCL). These elements are embedded in the way we operate and manage the business and operations of the Company. We value, practice and implement ethical and transparent business practices aimed at building trust amongst various stakeholders. We believe that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence.

It is the constant endeavor of the Board of Directors to leverage the resources at its disposal and foster an environment for growth and development of human resources. The management team is fully committed and empowered to take the Company forward within the framework of effective accountability, which in turn enables the conversion of opportunities into achievements for the betterment of the Company and its stakeholders. Systems are in place for strategic planning, risk management, financial plans and budgets, integrity of internal controls and reporting, emphasis on transparency and full disclosure on the various facets of the Company's operations, its functioning and its financials and total compliance with all statutory/ regulatory requirements not only in the letter of the law but also in its spirit. Good corporate governance standards have enabled BCL build and sustain its reputation for quality and also attract and retain the best and brightest talents.

The philosophy and practice of corporate governance can be summarised as:

- Responsible and ethical decision-making
- Transparency in all business dealings and transactions

- Timely and accurate disclosures of information
- Integrity of reporting
- The protection of the rights and interests of all stakeholders
- Effective internal control to manage elements of uncertainty and potential risks inherent in every business decision

Board of Directors

Composition

The Board of Directors as on March 31, 2013 consists of 7 Directors. 2 of the Directors are Executive Directors and the remaining 5 Directors are Non-Executive Directors. The Executive Directors consist of 1 Managing Director and 1 Director (Business Development). 1 of the 7 Directors belongs to the promoter group.

Pursuant to Clause 49 of the Listing Agreement, the Board of Directors of the Company shall have an optimum combination of executive directors with not less than fifty percent (50%) of the Board of Directors comprising of Non-Executive Directors. In the case of BCL, since 5 out of 7 Directors are Non- Executive, the Company is complying with the requirement of 50% of the Board comprising Non-Executive Directors.

Further pursuant to Clause 49 of the Listing Agreement, if the Chairman of the Board is a Non – Executive Director and he is a promoter of the Company, atleast one-half of the Board should consist of Independent Directors. Since, 4 out of 7 Directors are Independent, the Company is also complying with the requirement of at least one – half of the Board consisting of Independent Directors.

The Board of Directors of BCL, therefore, has a healthy blend of Executive and Non-Executive Directors. Moreover, all the Non- Executive Directors are eminent professional and bring the wealth of their professional expertise and experience to the management of the Company (See Table 1).

TABLE 1: Composition of the Board of Directors during 2012-13

Name	Position	Age (years)	Directorship Tenure (years)	Relationship with other Director
Mr. Kushagra Nayan Bajaj (Chairman) DIN 00017575	Non-Independent, Non-Executive	35	5	None
Mr. Roshan Fateh Lal Hinger * (Vice Chairman) DIN 00974574	Non Independent, Executive	73	5	None
Mr. Sumit Malhotra (Managing Director) DIN 02183825	Non Independent, Executive	51	5	None
Mr. Jimmy Rustom Anklesaria Director (Business Development) DIN 03464365	Non Independent, Executive	58	1	None
Mr. Gaurav Dalmia DIN 00009639	Independent, Non Executive	46	3	None
Mr. Dilip Cherian DIN 00322763	Independent, Non Executive	56	3	None
Mr. Haigreve Khaitan DIN 00005290	Independent, Non Executive	42	3	None
Mr. Aditya Vikram Ramesh Somani DIN 00046286	Independent, Non Executive	39	3	None

* Deceased on March 16, 2013

Other Directorship and Membership of Board Committees

Details of the number of Directorships held in other Companies and Committee positions held by Directors of BCL are summarized below:

TABLE 2: Directorship in other Companies and Committee position in all public limited companies as at March 31, 2013

Name	Directorship			Committee Membership			Committee Chairmanship		
	Public Companies	Others	Total	In Listed Public Companies	In Unlisted Public Companies	Total	In Listed Public Companies	In Unlisted Public Companies	Total
Mr.Kushagra Nayan Bajaj	2	5	7	Nil	Nil	Nil	Nil	Nil	Nil
Mr.Sumit Malhotra	0	1	1	1	Nil	1	Nil	Nil	Nil
Mr. Jimmy Rustom Anklesaria	0	3	3	Nil	Nil	Nil	Nil	Nil	Nil
Mr.Gaurav Dalmia	8	23	31	3	1	4	1	Nil	1
Mr.Dilip Cherian	3	8	11	1	Nil	1	1	Nil	1
Mr.Haigreve Khaitan	14	1	15	9	2	11	Nil	Nil	Nil
Mr.Aditya Vikram Ramesh Somani	1	3	4	2	Nil	2	Nil	Nil	Nil

Notes:

1. Private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956 have been excluded for the purposes of calculating committee positions.
2. Memberships in only Audit Committee and Shareholders' & Investors' Grievance Committee including Bajaj Corp Limited have been considered for committee positions as per the Listing Agreement.

None of the Directors of BCL is a member in more than 10 committees and Chairman of more than 5 committees across all companies in which he is a Director.

Membership term

As per statutory requirements, not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation. One-third of such Directors for the time being as are liable to retire by rotation shall retire from office and, if eligible, may seek re-appointment at a general meeting. All the Directors of BCL are such retiring directors.

Responsibilities of the Managing Director and Director-Business Development

Presently, the Company has Managing Director– Mr. Sumit Malhotra and Director – Business Development – Mr. Jimmy Rustom Anklesaria at the helm of affairs. There is clear demarcation of responsibility and authority between these two.

- The Managing Director is responsible for leading and directing our Company's strategy and business operations. He is also responsible for the sales and marketing division and achieving the annual business plan, taking new initiatives and investments.
- The Director-Business Development is responsible for acquisitions and strategic initiatives.

Managing Director and the Director – Business Development along with the senior management provide periodic reports to the Board on their responsibilities, performance and targets.

Pecuniary relationship and transactions of Non-Executive Directors with BCL

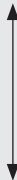
The register of contracts maintained by the Company pursuant to the provisions of Section 301 of the Companies Act, 1956, contains particulars of all contracts or arrangements to which Section 297 or 299 apply. The register is signed by all the Directors present during the respective Board meetings held from time to time.

Board procedures

Board Meetings and Attendance

During the financial year 2012-13, the Board met five times. (See Table 3)

TABLE 3: Board meetings

Date of Board Meeting	Duration of gap from previous Board Meeting	Maximum gap permitted as per Clause 49
April 3, 2012	6 days	 120 days
April 24, 2012	20 days	
August 1, 2012	98 days	
October 5, 2012	64days	
January 11, 2013	97days	

The maximum time gap between any two meetings is less compared to the mandated requirement of not more than 4 months in Clause 49 of the Listing Agreement. Generally the dates of the meetings were decided well in advance.

The details of attendance of Directors at the five Board meetings held during the financial year 2012-13 and at the last Annual General Meeting held on August 1, 2012 are given in Table 4.

TABLE 4: Attendance at the meetings of the Board of Directors during 2012-13

Name	Position	Board Meetings held	Board Meetings attended	Whether attended previous AGM on August 1, 2012
Mr. Kushagra Nayan Bajaj	Non-Independent, Non-Executive	5	3	Yes
Mr. Roshan Fateh Lal Hinger*	Non Independent, Executive	5	4	Yes
Mr. Sumit Malhotra	Non – Independent, Executive	5	5	Yes
Mr. Jimmy Rustom Anklesaria	Non Independent, Executive	5	5	No
Mr. Gaurav Dalmia	Independent, Non Executive	5	4	Yes
Mr. Dilip Cherian	Independent, Non Executive	5	3	Yes
Mr. Haigreve Khaitan	Independent, Non Executive	5	3	Yes
Mr. Aditya Vikram Ramesh Somani	Independent, Non Executive	5	4	Yes

* Deceased on March 16, 2013

Information provided to the Board

The Board of BCL has complete access to any information within the Company. At the meetings, the Board is provided with all the relevant information on important matters affecting the working of the Company as well as all the related details that require deliberation by the members of the Board.

Comprehensive information regularly provided to the Board, inter alia, include:

- i) Annual operating plans, budgets and updates;
- ii) Production, sales and financial performance statistics;
- iii) Expansion plans, capital expenditure budgets and updates;
- iv) Plant-wise operational review;
- v) Quarterly financial results;
- vi) Utilisation of IPO proceeds;
- vii) Minutes of meetings of Board Committees viz; Audit, Remuneration, Shareholders' & Investors' Grievance and Management Committees as well as the abstracts of the circular resolutions passed;
- viii) General notices of interest;
- ix) Staff matters, including senior appointments;
- x) Materially important legal proceedings by or against the Company;
- xi) Share transfer and dematerialisation compliance;
- xii) Significant developments relating to labour relations and human resource relations;
- xiii) Voluntary retirement schemes;
- xiv) Fatal/serious accidents or mishaps and any material effluent or pollution problems;
- xv) Details of foreign exchange exposure and steps taken by management to limit the risk of adverse rate movement;
- xvi) Details of acquisition plans;
- xvii) Information Technology strategies and related investments;
- xviii) Legal compliances reporting system; and
- xix) Insider trading - related disclosure procedures and such other matters.

Board Committees

As of March 31, 2013, the Board had five committees (See Table 5)

TABLE 5: Board Committees

Committee	Members (Position)
Audit Committee	Mr. Gaurav Dalmia, Chairman* (Independent, Non-Executive)
	Mr. Aditya Vikram Ramesh Somani (Independent, Non Executive)
	Mr. Dilip Cherian (Independent, Non Executive)
	Mr. Roshan Fateh Lal Hinger (Non-Independent, Executive)**
Remuneration Committee	Mr. Gaurav Dalmia, Chairman* (Independent, Non-Executive)
	Mr. Haigreve Khaitan (Independent, Non-Executive)
	Mr. Aditya Vikram Ramesh Somani (Independent, Non-Executive)
Shareholders' & Investors' Grievance Committee	Mr. Dilip Cherian , Chairman* (Independent, Non-Executive)
	Mr. Roshan Fateh Lal Hinger (Non Independent, Executive)**
	Mr. Sumit Malhotra, (Non Independent, Executive)
Management Committee	Mr. Kushagra Nayan Bajaj, Chairman *(Non-Independent, Non-Executive)
	Mr. Roshan Fateh Lal Hinger (Non Independent, Executive)**
	Mr. Sumit Malhotra (Non Independent, Executive)
	Mr. Gaurav Dalmia (Independent, Non-Executive)
	Mr. Aditya Vikram Ramesh Somani (Independent, Non-Executive)
IPO Committee	Mr. Kushagra Nayan Bajaj, Chairman *(Non-Independent, Non-Executive)
	Mr. Roshan Fateh Lal Hinger (Non Independent, Executive)**
	Mr. Sumit Malhotra (Non Independent, Executive)

* Chairman of the respective Committee

** Deceased on March 16, 2013

The Board is responsible for the constituting, assigning, co-opting and fixing of terms of service for committee members of various committees. The Chairman of the Board, in consultation with the Company Secretary of the Company and the Committee Chairman, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the full Board for approval. The quorum for meetings is either two members or one-third of the members of the committees, whichever is higher. In the case of all the above committees of BCL, two members constitute the quorum, subject to the specific provisions laid down in the Listing Agreement .

Code of conduct

The Company has adopted a Code of Conduct for the Directors and senior management of the Company. The same has been posted on the website of the Company. The members of the Board and senior management of the Company have submitted their affirmation on compliance with the code for the effective period. The declaration by the Managing Director to that effect forms part of this Report.

Audit Committee

Constitution and composition

The Audit Committee was constituted on August 29, 2008 and was reconstituted on February 4, 2010 and February 11, 2011. The composition of the Audit Committee is given in Table 5 above.

Meetings and attendance

The Audit Committee met four times during the year on the following dates:

Date of Audit Committee Meetings	Duration of meeting
April 24, 2012	30 Minutes
August 1, 2012	25 Minutes
October 5, 2012	20 Minutes
January 11, 2013	25 Minutes

The attendance of each Committee Member is provided in Table 6

TABLE 6: Attendance at the meetings of the Audit Committee of Directors during financial year 2012-13

Name of Committee Members	Position	Committee Meetings held	Committee Meetings attended
Mr. Gaurav Dalmia, Chairman	Independent, Non-Executive	4	3
Mr. Aditya Vikram Ramesh Somani	Independent, Non-Executive	4	4
Mr. Dilip Cherian	Independent, Non-Executive	4	3
Mr. Roshan Fateh Lal . Hinger*	Non-Independent, Executive	4	3

* Deceased on March 16, 2013

All the above members possess sound knowledge of accounts, audit and finance.

Mr. Kushagra Nayan Bajaj, Non Executive Chairman and Mr. V. C. Nagori, Chief Financial Officer are permanent invitees to the Audit Committee meetings. In addition, the heads of the Finance and Internal Audit functions, representatives of statutory auditors and other executives as are considered necessary, generally attended these meetings. The Company Secretary acted as the Secretary to the Audit Committee.

Brief description of Terms of Reference

The scope and function of the Audit Committee is in accordance with Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement, as amended from time to time, and its terms of reference include the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the quarterly and annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;

- d) Significant adjustments to financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions ;
 - g) Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
 8. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 9. Carrying discussions with internal auditors on any significant findings and follow up there on.
 10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 11. Carrying discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. To look into the reasons for substantial defaults in the payment to the depositors, debentureholders, shareholders (in case of nonpayment of declared dividends) and creditors.
 13. To monitor the use of proceeds received in the initial public offering.
 14. Approval of appointment of CFO (i.e. the Whole-time Financial Director or any other person heading the finance function or discharging that function) after assessing the qualification and background etc of the candidate.
 15. To review the functioning of the Whistle Blower mechanism.

Remuneration Committee

Composition of the Committee

The composition of the Remuneration Committee is given in Table 5 above.

Meetings and Attendance

The attendance of each Committee Member is provided in Table - 7

TABLE 7: Attendance at the meetings of the Remuneration Committee of Directors during financial year 2012-13

Name of Committee Members	Position	Committee Meetings held	Committee Meetings attended
Mr. Gaurav Dalmia, Chairman	Independent, Non-Executive	1	1
Mr. Haigreve Khaitan	Independent, Non-Executive	1	0
Mr. Aditya Vikram Ramesh Somani	Independent, Non-Executive	1	1

Terms of Reference

The Remuneration Committee was constituted in 2010 with the following terms of reference:

- a. To determine the Company's policy on remuneration to Executive Directors and their relatives working in the Company, including pension rights and compensation payments.
- b. To approve the remuneration payable to all managerial personnel (under the Companies Act, 1956) including Executive Directors.

Remuneration Policy

The Remuneration Committee is fully empowered to determine/approve and revise, subject to necessary approvals, the remuneration of managerial personnel including Vice Chairman, Managing Director and Director-Business Development after taking into account the financial position of the Company, trends in the industry, qualifications, experience, past performance and past remuneration, etc.

The Non-Executive Directors are paid sitting fees for every meeting of the Board and its Committees attended by them.

Remuneration to Directors

Remuneration of Non-Executive Directors

Non-Executive Directors were paid sitting fee of ₹20,000 for attending each Board Meeting and ₹15,000 for attending each Committee Meeting. The details of sitting fees paid to Non-Executive Directors during the financial year 2012-13 are provided in Table 8.

The Company has not paid any commission to Non-Executive Directors for the year under review.

Remuneration of Executive Directors

The Executive Directors, Mr. Sumit Malhotra and Mr. Jimmy Rustom Anklesaria were paid remuneration as per their respective terms of appointment approved by the shareholders of the Company.

Upon retirement, Mr. Sumit Malhotra and Mr. Jimmy Rustom Anklesaria will be entitled to retiral benefits as per rules of the Company. No pension will be paid by the Company to any of the Directors.

BCL has no stock option plans and hence such instrument does not form part of the remuneration package payable to any Executive Director and/or Non-Executive Director. During the period under review, the Company has paid Performance Incentive, details of which are disclosed in Table 8. The Company did not advance any loans to any of the Executive and/or Non-Executive Directors during the period under review.

The details of remuneration paid to the Directors of the Company are given in Table 8.

TABLE 8: Remuneration of Directors during financial year 2012-13

Name of Directors	Relationship with other Directors	Salary (Net)	Performance Incentive	Sitting fees	Total	Notice period
All figures in ₹						
Mr. Kushagra Nayan Bajaj	--	--	--	90,000	90,000	N.A.
Mr. Roshan Fateh Lal Hinger* Executive Vice Chairman	--	2,16,17,525	12,50,000	--	2,28,67,525	N.A.
Mr. Sumit Malhotra Managing Director	--	1,10,60,238	20,00,000	--	1,30,60,238	N.A.
Mr. Jimmy Rustom Anklesaria Director - Business Development	--	1,26,55,510	45,00,000	--	1,71,55,510	N.A.
Mr. Gaurav Dalmia	--	--	--	1,55,000	1,55,000	N.A.
Mr. Dilip Cherian	--	--	--	1,65,000	1,65,000	N.A.
Mr. Haigreve Khaitan	--	--	--	40,000	40,000	N.A.
Mr. Aditya Vikram Ramesh Somani	--	--	--	1,70,000	1,70,000	N.A.

* Deceased on March 16, 2013.

Note: The Remuneration Committee reviews performance of Executive Directors in consultation with the Head of Human Resources and decides Performance Linked Incentive.

Shareholders' & Investors' Grievance Committee

Constitution and composition

The Shareholders' and Investors' Grievance Committee was constituted in 2010 by the Board for a speedy redressal of all grievances/complaints relating to shareholders/investors. Reference to this Committee has been made by SEBI in Clause 49 of the Listing Agreement.

The composition of the Remuneration Committee is given in Table 5.

The Committee specifically looks into the redressal of shareholder and investor complaints on matters relating to transfer of shares, non-receipt of refund application money, etc. In addition, the Committee advises on matters which can facilitate better investor services and relations.

Mr. Sujoy Sircar, Company Secretary, is designated as the Compliance Officer.

The Company has designated email id "complianceofficer@bajajcorp.com" exclusively for the purpose of registering complaints by investors electronically. This e-mail id is displayed on the Company's website i.e. www.bajajcorp.com

Table 9 shows the nature of complaints received from shareholders during 2012-13. No complaint(s) were pending as on March 31, 2013.

TABLE 9: Details of Investor Complaints received during the year 2012-13

Nature of complaints received during 2012-13	No. of complaints
Non-Receipt of Annual Report	3
Non-Receipt of Dividend Warrants	18
Non-Receipt of Share Certificates	0
Others	1
Total	22

Meetings and attendance

During the year under review, the Shareholders' & Investors' Grievance Committee met three times. The attendance of each Committee Member is provided in Table 10.

TABLE 10: Attendance at the meetings of the Shareholders' and Investors' Grievance Committee of Directors during the financial year 2012-13

Name of Committee Members	Position	Committee Meeting Held	Committee Meeting Attended
Mr. Dilip Cherian, Chairman	Independent, Non-Executive	3	3
Mr. Roshan Fateh Lal Hinger*	Non-Independent, Executive	3	2
Mr. Sumit Malhotra	Non-Independent, Executive	3	3

* Deceased on March 16, 2013.

Management Committee

Composition of the Committee

The Composition of Management Committee is given in Table 5.

Meetings and attendance

During the year under review, the Management Committee met three times.

The attendance of each Committee Member is provided in Table - 11

TABLE 11: Attendance at the meetings of the Management Committee of Directors during the financial year 2012-13

Name of Committee Members	Position	Committee Meetings held	Committee Meetings attended
Mr. Kushagra Nayan Bajaj, Chairman	Independent, Non-Executive	3	2
Mr. Roshan Fateh Lal Hinger*	Non-Independent, Executive	3	1
Mr. Sumit Malhotra	Managing Director	3	3
Mr. Gaurav Dalmia	Non-Independent, Executive	3	1
Mr. Aditya Vikram Ramesh Somani	Independent, Non-Executive	3	1

* Deceased on March 16, 2013.

Terms of Reference

The Management Committee is a non-mandatory requirement under the Listing Agreement with the Stock Exchanges. Post listing of the equity shares of the Company on the Stock Exchanges, the complexity and nature of various compliances have increased manifold.

Further routine business items are presently being approved by the Board of Directors of the Company. Since some of the activities are required to be completed within a short span of time and since the Directors of the Company are in different locations, it is not possible to convene a Board Meeting on short notice. Therefore, the Board has delegated powers to the committee such as opening and closing of Bank Account, availing working capital facilities and short term borrowing, issuing power of attorney, authorise various employees of the Company to represent and appear before the statutory authorities etc.

IPO COMMITTEE

Composition of the Committee

The composition of IPO Committee is given in Table 5 above.

The IPO Committee is a non-mandatory requirement under the Listing Agreement with the Stock Exchanges.

Meetings and attendance

During the year under review, there was no meeting of the IPO Committee.

Terms of reference:

The IPO Committee constituted in 2010, primarily for the purpose of the Initial Public Offering of the Company. The terms of reference of the Committee related to the Company's Initial Public Offering and covered the entire gamut of provisions that are required to be complied with in respect to the IPO.

Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement with the Stock Exchanges and compliance with the non-mandatory requirements of this clause has been detailed hereunder:

Non-mandatory requirements under Clause 49 of the Listing Agreement

The status of compliance with the non-mandatory requirements of Clause 49 of the Listing Agreement is

provided below:

Remuneration Committee

The Company has a Remuneration Committee, the details of which are provided in this Report under the section "Remuneration Committee".

Audit qualification

It is always the Company's endeavor to present unqualified financial statements. There are no audit qualifications in the Company's financial statements for the year under review.

Training of Board members

Directors are fully briefed on all business-related matters, risk assessment and new initiatives proposed by the Company.

Whistle Blower Policy

The Board of Directors of the BCL and Chairman of the Company are committed to maintain the highest standards of honesty, openness and accountability and recognise that each and every person in BCL has an important role to play in achieving the organisational goals. It is the policy of the Company to encourage employees, when they have reasons to suspect questionable accounting/ audit practices, or the reporting of fraudulent financial information to shareholders, the Government or the financial markets, and/or serious misconduct otherwise, to report those concerns to the Company's management.

Subsidiary Companies

At present the Company has no materially Indian unlisted subsidiary company. Accordingly, the requirement of appointing at least one independent director on the Board of Directors of the materially Indian unlisted subsidiary is not applicable. The Board reviews the financial statements particularly investments made by its Indian unlisted subsidiary company and the minutes of the Board Meetings of the unlisted subsidiary company are placed at the Board Meeting of the Company along with a statement of all significant transactions and arrangements entered into by the Indian unlisted subsidiary company.

Information to Shareholders

General information of shareholders' interest is set out in a separate section titled "Shareholder Information".

Auditors' Certificate on Corporate Governance

The Company has obtained a certificate from its Auditors testifying to its compliance with the provisions relating to Corporate Governance laid down in Clause 49 of the Listing Agreement with the Stock Exchanges. This certificate is annexed to the Directors' Report for the year 2012-13 and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

Report on Corporate Governance

This section, read together with the information given in the sections (i) Management Discussion and Analysis and (ii) Shareholder Information, constitutes a detailed compliance report on Corporate Governance during the financial year 2012-13.

Management Discussion and Analysis

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

Steps for Prevention of Insider Trading Practices

In compliance with the SEBI (Prevention of Insider Trading) Regulations as amended, the Company has issued a comprehensive set of guidelines advising and cautioning management staff and other relevant business associates on the procedure to be followed while dealing in equity shares of BCL and disclosure requirements in this regard. The Company believes that 'The Code of Internal Procedure and Conduct' that it has framed in this regard will help in ensuring compliance with the amended SEBI regulations.

Material Disclosures and Compliance

Details of related party transaction during the year have been set out under Note No.31 of Notes for Information forming part of Statement on Significant Account Policies & Notes forming Part of the Accounts. These are not having any potential conflict with the interests of the Company at large.

Disclosures

All material transactions entered into with related parties have been disclosed in this Corporate Governance Report.

The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India in preparation of its financial statements and the Company has not adopted a treatment different from that prescribed in an Accounting Standard.

The Company has laid down the procedures about Risk Assessment and Minimization and the same has been informed to the Board. These procedures are periodically reviewed to ensure that the Executive Management controls risk through means of a properly defined framework.

Pursuant to Clause 49 of the Listing Agreement, the statement of uses and application of Public Issue proceeds are disclosed to the Audit Committee as part of the quarterly unaudited and annual audited financial statements. The Monitoring Agency report is immediately placed before the Audit Committee upon receipt.

No transaction of material nature has been made by the Company with its Promoters, Directors and their Relatives, Management etc. that may have potential conflict with the interest of Company at large.

The Company publishes its criteria of making payment of sitting fee / remuneration to its non-executive Directors in the Annual Report.

None of the Non-Executive Directors of the Company holds equity shares in the Company. The following Executive Directors are holding equity shares of the Company as per details given below:

Sr. No.	Name of the Director	No. of shares held
1	Mr. Sumit Malhotra	700
2	Mr. Jimmy Rustom Anklesaria	3150

A new appointee on the Board discloses his shareholding in the Company prior to his appointment. These details are also disclosed in the notice to the general meeting called for the appointment of Directors.

Details of Non-compliance

During the last 3 years, there were no instances of non-compliance on any matter related to the capital markets. No penalties or strictures were imposed on the Company by any Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets.

Shareholder Information

Information on general body meetings

Date, Time and Venue of 7th AGM :	Friday, August 2, 2013 at 12 Noon at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai – 400021.
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The previous three Annual General Meetings (AGM) of the Company were held on the following date, time and venue. (See Table 12)

TABLE 12: Date, Time and Venue of Annual General Meetings held :

AGM	Day, Date & Time	Venue
4th AGM	Friday, June 25, 2010 at 2.00 P.M.	221, 2nd Floor, Bldg.No.2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093.
5th AGM	Monday, August 8, 2011 at 11.00 A. M.	Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai – 400 021.
6th AGM	Wednesday, August 1, 2012 at 12:00 Noon	Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Y B Chavan Centre, General Jagannath Bhosle Marg, Nariman Point, Mumbai-400 021

The summary of Special Resolutions and other important resolutions passed at the previous 3 Annual General Meetings are reported below:

4th AGM

Subject matter of the Resolutions	Type of Resolutions
1. Appointment of Mr. Dilip Cherian as Director of the Company, liable to retire by rotation.	Ordinary Resolution
2. Appointment of Mr. Gaurav Dalmia as Director of the Company, liable to retire by rotation.	Ordinary Resolution
3. Appointment of Mr. Aditya Vikram Ramesh Somani as Director of the Company, liable to retire by rotation.	Ordinary Resolution
4. Appointment of Mr. Haigreave Khaitan as Director of the Company, liable to retire by rotation.	Ordinary Resolution
5. Revision in remuneration payable to Mr. Roshan Fateh Lal Hinger, Vice Chairman up to the remaining tenure of his present term.	Special Resolution
6. Revision in remuneration payable to Mr. Sumit Malhotra, Whole-time Director up to the remaining tenure of his present term.	Special Resolution

5th AGM

Subject matter of the Resolutions	Type of Resolutions
1. Appointment and revision of Mr. Roshan Fateh Lal Hinger as Whole time Director of the Company, liable to retire by rotation.	Special Resolution
2. Revision in remuneration payable to Sumit Malhotra, Whole-time Director up to the remaining tenure of his present term.	Special Resolution
3. Appointment of Mr. Kushagra Nayan Bajaj as Director of the Company, liable to retire by rotation.	Ordinary Resolution
4. Appointment of Mr. Gaurav Dalmia as Director of the Company, liable to retire by rotation.	Ordinary Resolution

6th AGM

Subject matter of the Resolutions		Type of Resolutions
1.	Appointment of Mr. Dilip Cherian, as Director of the Company, liable to retire by rotation	Ordinary Resolution
2.	Appointment of Mr. Aditya Vikram Ramesh Somani, as Director of the Company, liable to retire by rotation	Ordinary Resolution
3.	Appointment of Mr. Jimmy Rustom Anklesaria, as Director of the Company, liable to retire by rotation	Special Resolution
4.	Resolution under Section 81 (1A) of the Companies Act, 1956 regarding further issue of share capital read with SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009	Special Resolution

Postal Ballot

During the year, pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules 2011, one postal ballot was conducted for seeking approval from shareholders as per the details herein below:-

	In Favour	Against	Total
SPECIAL RESOLUTION for issue of equity shares pursuant to Chapter VIII-A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Institutional Placement Programme to achieve minimum public shareholding of 25%.			
No. of Equity shares embodying the votes cast	126143913	3145641	129289554
% to total no. of equity shares for which votes have been cast	99.97%	0.03%	100%
Votes representing 9400 equity shares were invalid and hence rejected.			
SPECIAL RESOLUTION under Section 372A of the Companies Act, 1956 for confirmation of the resolution passed at the meeting of Board of Directors for corporate guarantee given to a body corporate			
No. of Equity shares embodying the votes cast	126143913	3145641	129289554
% to total no. of equity shares for which votes have been cast	97.56%	2.44%	100%
Votes representing 9550 equity shares were invalid and hence rejected.			

Scrutiniser

The Board of Directors of the Company has appointed Mr. R. Ramachandran, Past President of the Institute of Company Secretaries of India and Practicing Company Secretary as Scrutiniser for conducting Postal Ballot voting process through fair and transparent manner.

Procedure for Postal Ballot

Postal Ballot is carried out following the procedure set out in Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Financial Calendar

Financial Year 2013-14	:	April 1, 2013 to March 31, 2014
Audited Annual Results for the year ended March 31, 2013	:	May 3, 2013
Mailing of Annual Report	:	By first week of July 2013
Unaudited first quarter financial results	:	By first week of August 2013*
Unaudited second quarter financial results	:	By second week of November 2013*
Unaudited third quarter financial results	:	By second week of February 2014*

* Tentative

Dividend Announcement

The Board of Directors of the Company at its meeting held on January 11, 2013 declared interim dividend @ 650% (₹ 6.50 per share) on the equity share of the face value of ₹1 /- each and the same was paid to the shareholders. The interim dividend shall be taken as final dividend for the financial year 2012-13.

Payment of Dividend

Dividend paid by account payee/non-negotiable instrument or through NECS/RTGS/Electronic Clearing Service (ECS) as notified by the SEBI through the stock exchanges. In view of the advantages of receiving dividend through NECS/RTGS/ECS, shareholders are requested to opt for this mode. The details of action required to be taken by shareholders in this regard are outlined in the notice of the annual general meeting. For further clarifications or additional details, shareholders may please contact the Company. The declared dividend is paid by the Company within the statutory time period under the Companies Act, 1956.

Unclaimed Dividends

Pursuant to the provisions of Section 205A to Section 205C of the Companies Act, 1956, all unclaimed/unpaid monies by way of dividend transferred to the "Unpaid Dividend Account" of the Company as contemplated under Section 205A of the Companies Act, 1956 that remains unclaimed/unencashed for a period of 7 (seven) years from the respective date of such transfer has to be transferred by the Company to "The Investor Education and Protection Fund" being the fund established by the Central Government under Section 205C (1) and no claims shall lie thereafter against the said Fund or the Company in respect of such amounts transferred.

The details of unclaimed dividend are as under:-

Dividend for the year	No. of Share-holders	Amount (₹)	Date of Declaration of Dividend	Due Date of transfer to the Investor Education and Protection Fund
2010-2011	111	20,121.00	Monday, August 8, 2011	Thursday, September 13, 2018
2011-2012	178	50,152.00	Tuesday, February 7, 2012	Sunday, April 14, 2019
2012-13	342	1,62,389.50	Friday, January 11, 2013	Wednesday, March 18, 2020

Information on Directors being appointed / re-appointed

The information regarding Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting is given under Annexure to items 3 & 4 of the Notice convening Annual General Meeting.

Communication to Shareholders

The Company has published its quarterly, half-yearly and annual results in all the editions of Free Press (English) and Navshakti (vernacular), Mumbai. Quarterly results were sent to the Stock Exchanges immediately after the Board approved them. The financial results and other relevant information are regularly and promptly updated on the website of the Company www.bajajcorp.com.

Share Transfer

The power to approve share transfer/transmission, etc. as well as the dematerialisation/ rematerialisation has been delegated to Mr. Kushagra Bajaj, Chairman, Mr. Sumit Malhotra, Managing Director, Mr. D. K. Maloo, Vice President (Finance), Mr. Sujoy Sircar, Company Secretary of the Company with effect from October 21, 2010. All transfers pertaining to shares held in physical form as well as requests for dematerialisation/rematerialisation are processed in fortnightly cycles.

Registrar and Transfer Agent

Karvy Computershare Private Limited, as the Registrar and Share Transfer Agents of BCL, handle all share transfers and related processes. They provide the entire range of services to the Shareholders of the Company relating to share transfers, change of address or mandate and dividend. The electronic connectivity with both the depositories - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is also handled by Karvy Computershare Private Limited.

Share Transfer System

Share transfers received by the Company are registered within 15 days from the date of receipt in most of the cases, provided the documents are complete in all respects.

The number of shares transferred in physical category during the year 2012-13 was nil as compared to 35 shares in 2011-12.

Dematerialisation of Shares

During the year 2012-13, nil shares were dematerialised as compared to 36 shares during the year 2011-12. The distribution of shares in physical and electronic modes as at March 31, 2013 and March 31, 2012. (See Table 13)

TABLE 13: Details of Shares held in physical and electronic mode (Face Value ₹ 1/- each)

Categories	Position as at March 31, 2013		Position as at March 31, 2012		Shares Dematerialised during financial year 2012-13	
	No. of Shares	% to total shareholding	No. of Shares	% to total shareholding	No. of Shares	% to total shareholding
Physical	506	0.00	756	0.00	Nil	0.00
Demat:						
NSDL	21202675	14.37	21267707	14.42	0	0.00
CDSL	126296819	85.63	126231537	85.58	0	0.00
Sub-total	147499494	100.00	147499244	100.00	0	0.00
Total	147500000	100.00	147500000	100.00	-	-

Listing on stock exchanges and stock codes

The Company's equity shares are listed and traded on the following stock exchanges :

Name	Address	Stock Code
BSE Ltd. (BSE)	1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	533229
The National Stock Exchange of India Ltd. (NSE)	Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051	BAJAJCORP

The ISIN Number of Company's Equity Shares (face value of ₹ 1/- each) for NSDL & CDSL is INE933K01021.

The Company has paid listing fees for the financial year 2012-13 to all the stock exchanges where its securities are listed.

Market Price Data**Equity Shares**

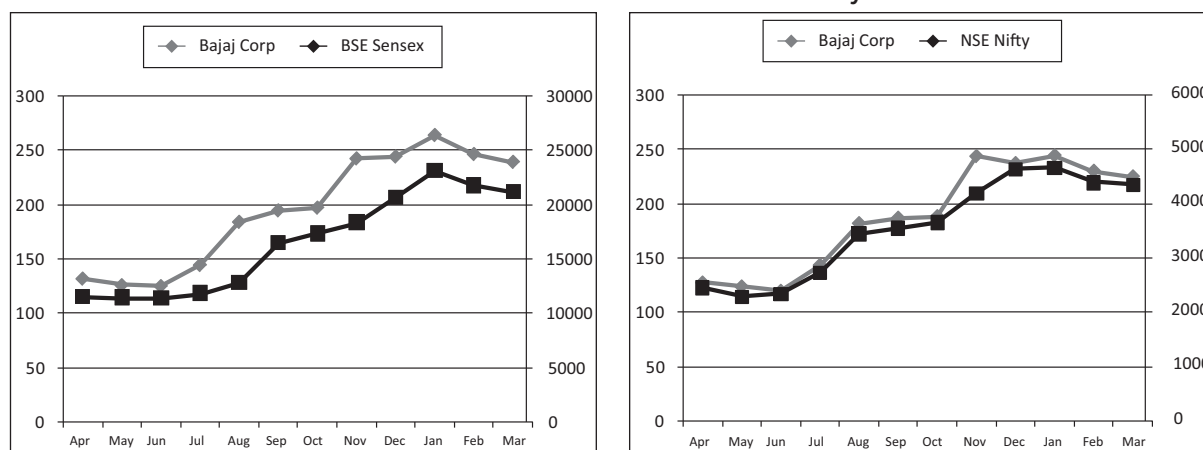
The details of high/low market price of the equity shares of the Company at BSE Limited (BSE) and at The National Stock Exchange of India Limited (NSE) during the last accounting year of the Company are provided hereunder. (See Table 14)

TABLE 14: Monthly high/low Market Price of Equity Shares of BCL during financial year 2012-13

Month	Quotation at BSE Limited (BSE)			Quotation at National Stock Exchange (NSE)		
	HIGH	LOW	CLOSING	HIGH	LOW	CLOSING
	FV ₹ 1	FV ₹ 1	FV ₹ 1	FV ₹ 1	FV ₹ 1	FV ₹ 1
April 2012	132.50	115.00	124.50	127.60	123.55	124.45
May 2012	126.45	114.50	118.05	124.00	115.30	117.15
June 2012	125.60	114.15	118.45	120.00	117.30	118.30
July 2012	145.00	118.60	142.40	143.70	137.25	141.70
August 2012	184.50	128.00	177.70	182.00	173.10	179.65
September 2012	195.00	165.00	179.30	186.95	178.30	179.35
October 2012	197.50	173.50	185.55	188.40	183.40	185.65
November 2012	242.60	183.70	229.55	243.45	210.30	228.55
December 2012	244.35	206.30	233.35	237.00	232.60	234.20
January 2013	264.05	231.30	243.15	244.10	233.55	243.25
February 2013	246.65	218.00	221.60	229.95	220.00	221.80
March 2013	239.45	212.25	219.70	224.80	218.00	221.15

The comparable movements of BCL's shares against the broad based indices, namely BSE Sensex and NSE Nifty during the year ended March 31, 2013 is depicted in Chart A

CHART A: Relative Performance of BCL's shares versus BSE Sensex/NSE Nifty :



Distribution of Shareholding

The shareholding distribution of equity shares (Face Value ₹1/- each) as at March 31, 2013 (See Table 15)

TABLE 15: Shareholding distribution as at March 31, 2013

Distribution Schedule as on March 31, 2013					
Sr. No	Category	No of shareholders	% of total shareholders	Number of shares	% of Capital
1	upto 5000	17211	98.89	2495919	1.69
2	5001 - 10000	56	0.32	406575	0.28
3	10001 - 20000	59	0.34	786724	0.53
4	20001 - 30000	24	0.14	596614	0.40
5	30001 - 40000	9	0.05	322265	0.22
6	40001 - 50000	7	0.04	337372	0.23
7	50001 - 100000	13	0.07	889887	0.60
8	100001 and above	25	0.14	141664644	96.04
	Total	17404	100.00	147500000	100.00

Shareholding Pattern

Table 16 gives the shareholding pattern (Face Value ₹1/- each) of the Company as at March 31, 2013.

TABLE 16: Shareholding pattern as at March 31, 2013

Category	March 31, 2013		March 31, 2012	
	No. of Shares	Percentage	No. of Shares	Percentage
Promoters	125000000	84.75	125000000	84.75
Mutual Funds/UTI	206910	0.14	428490	0.29
Financial Institutions/Banks	5400	0.00	2410	0.00
Foreign Institutional Investors	14748531	10.00	13573802	9.20
NRIs & OCBs	184285	0.12	237271	0.16
Bodies Corporate	1928060	1.31	2895421	1.96
Individuals	5162911	3.50	5112505	3.47
Others	263903	0.18	250101	0.17
Total	147500000	100.00	147500000	100.00

Investor Services

The Company under the overall supervision of Mr. Sujoy Sircar, Company Secretary is committed to provide efficient and timely services to its shareholders. Before IPO, all the share transfers and related process were being conducted in-house. Post IPO i.e. w.e.f. August 18, 2010, the Company has appointed M/s. Karvy Computershare Private Limited as its registrar and share transfer agents for rendering the entire range of services to the shareholders of the Company in regard to share transfer, change of address, change of mandate, dividend, etc. The electronic connectivity with both the depositories - NSDL and CDSL is being maintained by Karvy Computershare Private Limited. The Company Secretary in co-ordination with the Registrar and Transfer Agent at periodic intervals attends and resolves various investor related complaints to the satisfaction of the investors.

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 all the registered Shareholder/s. The prescribed form for such nomination can be obtained from the Company. Nomination facility in respect of shares held in electronic form is also available with Depository Participant (DP) as per the bye-laws and business rules applicable to NSDL and CDSL.

Plant Locations

Hair Oil Manufacturing Units

1. Parwanoo, Himachal Pradesh

Khasra N 434
Opp ESI Hospital,
Sector-1, Parwanoo,
Tehsil Kasauli, District Solan, Himachal Pradesh

2. Dehradun, Uttarakhand

Industrial Khasra No. 122/13 MI,
Selaquin Ind. Area,
Dehradun, Uttarakhand

3. Paonta Sahib, Himachal Pradesh

Village Batamandi,
Tehsil Paonta Sahib,
District Sirmore, Himachal Pradesh

4. Udaipur, Rajasthan

Old Station Road,
Udaipur 313 001
Rajasthan

Address for Correspondence

Investors and shareholders can correspond with:

- 1) The Company at the following address:
Secretarial Department
Bajaj Corp Limited
221 Solitaire Corporate Park,
167 Guru Hargovind Marg
Chakala, Andheri (E)
Mumbai - 400 093
Tel: (9122) 66919477/78 Fax: (9122) 66919476
E-mail: complianceofficer@bajajcorp.com
Website: www.bajajcorp.com

AND/OR

- 2) The Registrars and Share Transfer Agents of the Company M/s. Karvy Computershare Private Limited at their following address: -

By Post/ Courier/ Hand Delivery	M/s Karvy Computershare Private Limited Unit : Bajaj Corp Limited 17-24, Vittal Rao Nagar, Madhapur, Hyderabad -500081 Phone No. (91 40) 4465 5000/2342 0815-28 Fax No. (91 40) 2342 0814 Email: einward.ris@karvy.com
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Declaration

I, Sumit Malhotra, Managing Director of Bajaj Corp Limited, hereby affirm and declare, to the best of my knowledge and belief and on behalf of the Board of Directors of the Company and senior management personnel, that :

- The Board of Directors has laid down a code of conduct for all Board members and senior management of the Company ;
- The code of conduct has been posted on the website of the Company ;
- The code of conduct has been complied with.

For Bajaj Corp Limited

Place : Mumbai
Date : May 3, 2013

Sumit Malhotra
Managing Director

Certificate

To,

The Members of
Bajaj Corp Limited

We have examined the compliance of conditions of Corporate Governance by **BAJAJ CORP LIMITED** (the Company) for the year ended March, 31, 2013 as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges of India.

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 the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For **R. S. Dani & Company**
Chartered Accountants
Registration No: 000243C

C. P. Kothari
Partner
Membership No. 072229

Date : May 3, 2013
Place : Noida

Management Discussion and Analysis

The Indian Economy

The year 2012-2013 was characterized by stagflation where the economy was suffering due to low growth and at the same time it was experiencing high inflation. After front loading a 50 basis rate cut on 18th April 2012, RBI maintained the policy rates to control inflation. There has been a constant decline in the growth of the economy. The Q3 GDP figure has come at 4.5% and the FY 13 GDP growth has been projected to be at 5.5%. The headline WPI inflation consistently remained above 7% providing little room for RBI to initiate rate cut for major part of the 2012 calendar year. Due to the high dependence on imports and huge amount of gold imports, the current account deficit for Q3 shot up to 6.7% of GDP as compared to 5.4% of GDP in Q2. Thus the economy was battling high twin deficits i.e. current account deficit and fiscal deficit which led to huge depreciation in rupee value.

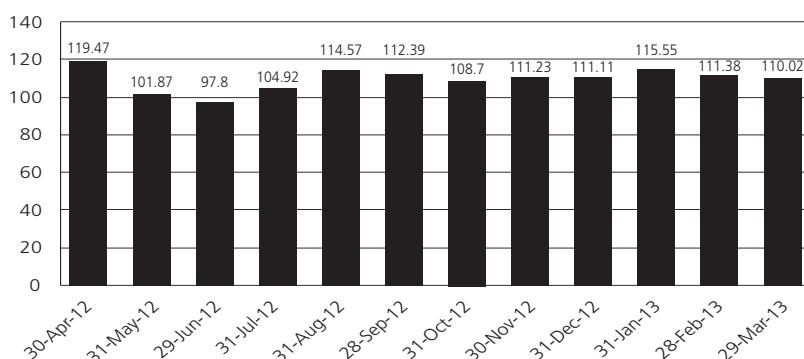
The high inflationary environment cooled in last quarter of the financial year with January, 2013 WPI at 7.31%,

February, 2013 at 6.84% and finally March, 2013 inflation coming at 5.96%. This provided head room space for RBI to affect 25 basis policy rate cut in January, 2013 as well as in March, 2013. It is expected that the inflation figures will be lower for the coming months on account of the high base effect and falling commodity prices which will enable RBI to further reduce policy rates by up to 100 basis points in FY 2014 to revive growth in economy.

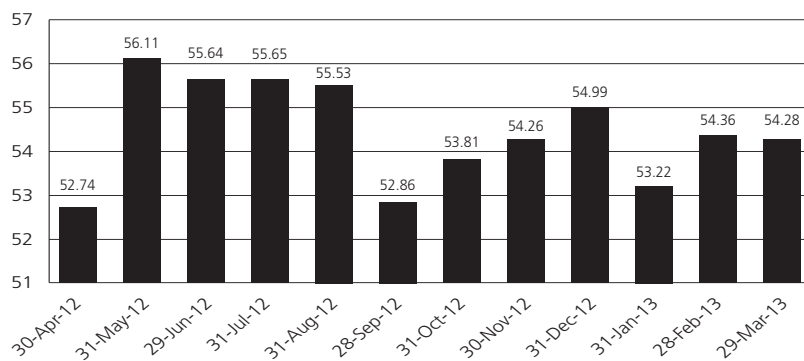
CRUDE PRICES IN \$ PER BARREL

Crude oil prices remained at elevated levels throughout the year above \$100 per barrel averaging \$110 per barrel. However there was a sudden fall in crude oil prices at the end of Q1 where Brent crude oil prices fell to as low as \$97.8 per barrel. In the last few days in April 2013, the crude oil prices have fallen sharply from \$110 per barrel to \$97 per barrel. The commodity prices are falling due to lower expectations of further quantitative easing by FED on the assumptions of earlier than expected recovery in the US economy.

Brent Crude Oil Prices



One Dollar Vs Rupee



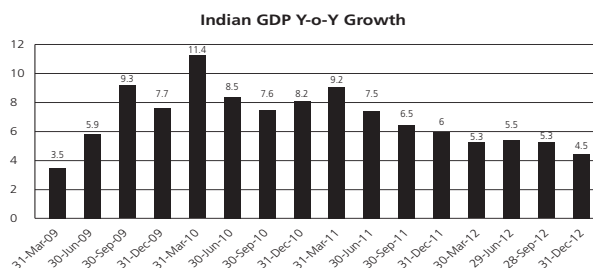
Due to uncertain economic policies of the government and high inflation coupled with high interest rates, Indian economy experienced worse slowdown in growth since the global financial crisis. Indian economy is expected to have grown at 5.5% in FY13.

Due to the lag effect of the reforms announced by the government, the domestic growth in FY14 is expected to be better than FY13. Assuming a normal monsoon, agricultural growth should remain close to trend level. Further support by RBI in loosening the monetary policy in the context of falling inflation will further augment growth in domestic economy.

Going forward the outlook for the Indian economy is extremely positive since the Brent crude oil has fallen below \$100 per barrel and Gold Prices have also crashed below \$1500 per ounce in international markets on the hopes of early recovery of growth in USA economy. India being one of the biggest crude oil and Gold importers, the current fall in prices will help reduce the Current account deficit by up to 1% of GDP.

If the global growth outlook remains stable, India should be able to see GDP growth above 7 per cent in the year 2013-14.

INDIAN GDP (Source Indian Statistical Organisation)



The Hair Oil Industry

Branded Hair oil category grew by 18% to reach ₹ 7,870 crore. Volume sales grew by 7% which is among the highest growth rates in the past 3 years.

Light hair oil segment continues to be the fastest growing segment within hair oils for the 5th straight year. This segment grew by 16% in volume and 26% by value to reach ₹ 1,239 crore, the second biggest segment in hair oils.

The source of business for Light hair oils continues to be people upgrading from basic hair oils like Coconut oils and Amla hair oils. The growth from other unbranded hair oils has also helped this segment grow faster than other segments. This clearly demonstrates that consumers are looking at value added oils and are willing to pay a premium for good products.

Low Unit Price (LUP) packs have also helped in the growth of Light hair oils. The average pack size for LHO is 33.3

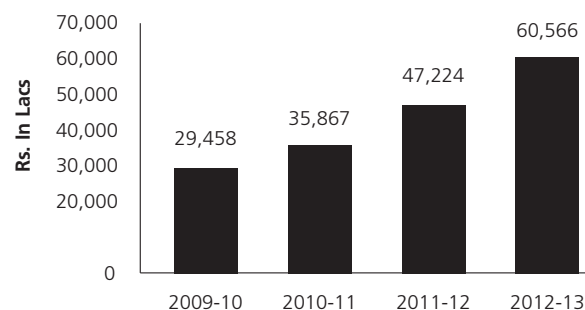
ml while the comparable figure is 94.8ml for the Hair oil category. LUP packs now contribute 9% to the LHO segment and have grown by 44%.

Rural markets continue to be the focus area for Light Hair Oils with a growth of 13% vs 6% for Hair Oil category. Distribution expansion has played a very significant role in the growth of rural markets.

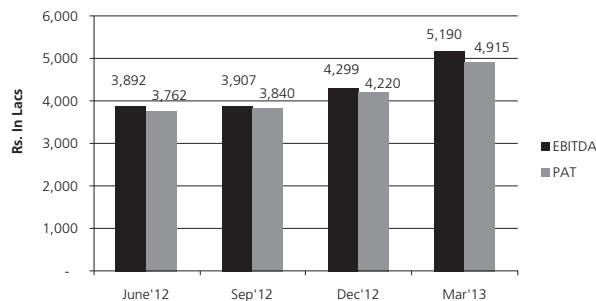
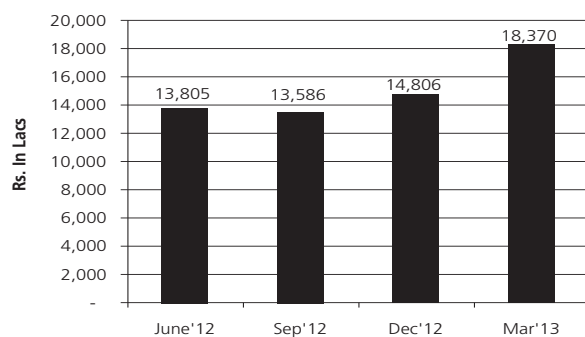
The highlights of the Company's performance in FY 13 are :-

- Sales increased to ₹ 60,566 lacs in FY13 from ₹ 47,224 lacs in FY12, registering a growth of 28.25%
- Earnings before interest, depreciation and tax increased to ₹ 17,287 lacs in FY13 from ₹ 11,664 lacs in FY 12, registering a growth of 48.21%
- Profit after Tax (PAT) increased by 39.38% from ₹ 12,009 lacs in FY12 to ₹ 16,738 lacs in FY13.

Company sales during last four years:



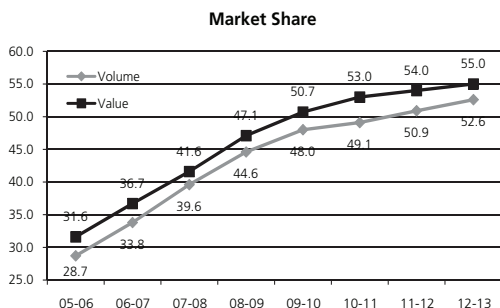
Quarterly sales, EBITDA & PAT of the Company during the years are as follows:



OUR PERFORMANCE

Our company derives a significant portion of its revenue from Bajaj Almond Drops Hair Oil which is the market leader in Light Hair Oil segment. It has been growing from strength to strength for the last 8 years and now has 56% market share by value.

Graph: Market share trend last 8 years



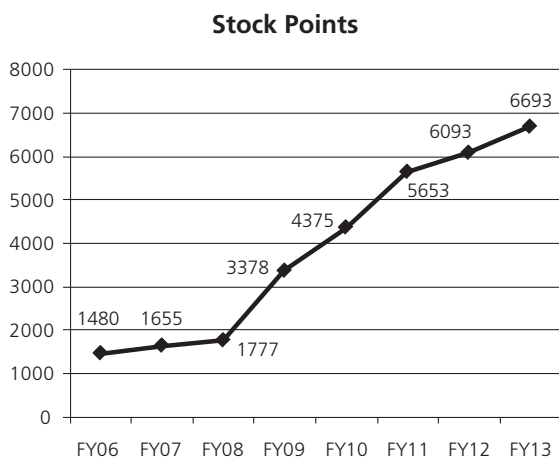
The key contributors to our growth have been

1. Distribution expansion
2. Rural market growth
3. LUP packs & new packs

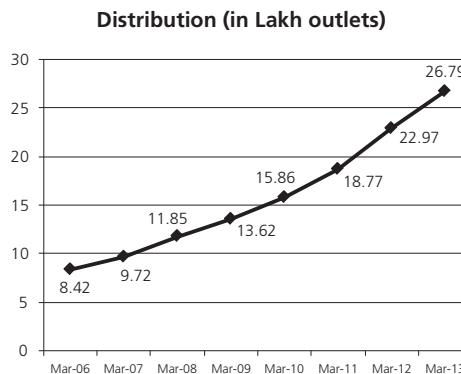
Distribution expansion

We have been focused on increasing the reach of our brands in the smallest of markets. We now reach 6693 stock points through our direct distribution network of stockists and Super stockists. Apart from these, there are another 10000+ wholesalers who stock and sell our brands to retailers, giving Bajaj Almond Drops Hair Oil a retail presence across 26.79 Lakh outlets.

Graph: Stock points trend



Graph: Distribution trend

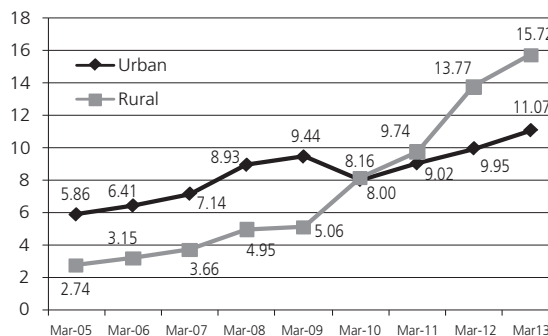


Rural Market growth

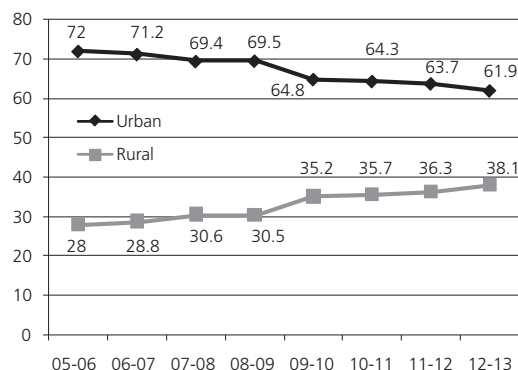
While hair oils have always had a rural skew, LHOs in general and Bajaj Almond Drops Hair Oil in particular had an urban skew to its sales. Our rural sales volume offtakes are now growing at 21% as compared to 15% for the urban markets. This has been a conscious strategy to focus on the rural market.

In CY12 we added 4.16L new outlets to our retail network out of which 3.02L were in rural India. In CY11 as well, of the total 4.1L new outlets, 3.15L were in Rural markets.

Graph: Urban rural distribution trend



Graph: Urban Rural salience trend



LUP packs & new packs

Low unit Price (LUP) Packs now contribute 16% to our consumer sales and growing at 44%. We have close to 95% share of LUP packs which account for 9% of total Light Hair Oil sales.

Our 500ml family pack, introduced 2 years ago, has also grown at more than 100% in consumer off take. This demonstrates tremendous consumer loyalty for the brand.

It also illustrates our strategy of providing affordable price points to new consumers through LUP packs while providing value for money packs to loyal users. With our range of 10 SKUs ranging from ₹ 1 to ₹ 185 we cater to varied needs of consumers.

Graph: SKU-wise volume contribution

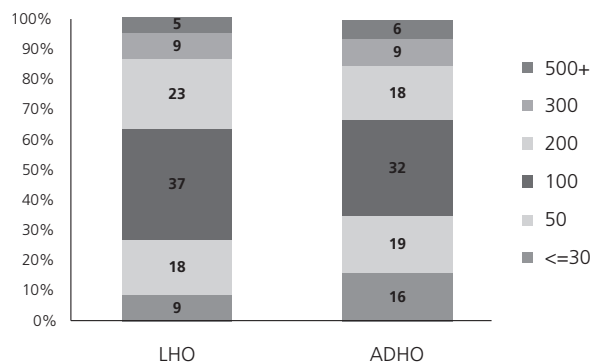


Table: Saliency of Low Unit selling Price SKUs

SKU	04-05	05-06	06-07	07-08	08-09	09-10	10-11	11-12	12-13
Sachet	1%	2%	3%	4%	6%	7%	10%	13%	15%
15	0%	0%	0%	0%	0%	0%	0%	0%	0%
20	1%	1%	1%	1%	1%	3%	3%	3%	4%
30	0%	0%	0%	0%	0%	0%	0%	0%	1%
50	17%	19%	18%	17%	17%	18%	16%	16%	19%
75	2%	2%	3%	5%	5%	4%	4%	3%	3%
100	45%	45%	41%	39%	38%	34%	33%	29%	31%
200	34%	31%	28%	24%	22%	21%	20%	19%	12%
300	0%	0%	6%	10%	11%	13%	14%	11%	7%
500	0%	0%	0%	0%	0%	0%	0%	6%	8%
Grand Total	100%	100%	100%	100%	100%	100%	100%	100%	100%

Acquisitions Initiative/Strategy

Bajaj Corp has identified inorganic growth as a strategy to create shareholder value over the long term. This may take the form of purchasing brands or acquiring companies as a means to gain access to high growth categories, new markets or consolidate market share in existing categories like hair care. In line with our acquisition strategy of entering high growth categories where we believe we can add value, your Company has pursued several opportunities during the FY2012-13 both within India and outside India. The Company had progressed to different stages of the M&A process in various transactions in multiple geographies including in India.

During the process of its acquisition forays your Company had engaged the services of reputed advisors, both in India and in foreign geographies. The advice was availed in the field of strategic advisory, tax and structuring advisory, as the case may be. Your Company will continue to take counsel of such experts as it believes that such services bring tremendous knowledge, expertise and also some excellent processes which help enhance the Company's competencies besides helping in areas of governance.

Your Company continues to pursue M&A very aggressively and expects to close a couple of acquisition transactions in FY 2014. However, in interest of its shareholder value the Company will make very prudent decisions on acquisitions by way of strategic importance, pricing of the deal and its financing, having observed some hard knocks that several Indian and foreign companies have taken in the last few years when such companies were over aggressive in pursuit of their inorganic growth and the hits taken on account of impairment / forex losses for cross border acquisition and challenges at the time of closing of their ECBs.

The Company's acquisition initiatives will primarily be focused in India, where the company believes it can create shareholder value by leveraging the strengths of your Company's marketing, sales and distribution, although assets in India continue to remain expensive even though there is slight slowdown in the FMCG sector. Few emerging markets in Africa, Middle East SAARC and South East Asia are also targeted for M&A initiative if opportunities can be developed to fit our strategy and meet investment philosophy.

Operations

The Company has been continuously striving to strengthen procurement process, manufacturing operations, marketing & human resource management and back-end operations which is demonstrated in the Company's performance during the year 2012-13.

The Company witnessed the escalation in prices of inputs, and substantial increase in the freight cost and the increase in the minimum wages and manpower cost. The Company has effectively handled these challenges with a blend of strategic planning and proper sourcing mechanism.

1. Procurement

The increasing cost push of the inputs remained a major challenge through out the year under review.

During FY13 the crude oil prices remained at elevated levels above \$100 per barrel averaging \$110 per barrel. However there was fall in the prices at the year, end.

We experienced escalation in prices of some of the key raw materials like vegetable oil and menthol. Vegetable oil alone witnessed an all time hike in prices and increased by 15% over the prices of previous year, though the prices of light liquid paraffin which is the major input relented a little during the year. The prices of glass bottles also remained at high levels through out the first three quarters of the year. On account of unprecedented increase in the diesel prices the freight cost shot up and resultantly increased, the cost of all the inputs.

We successfully responded to the volatility in the market scenario and the challenges in the costs by initiating the following actions:-

1. Hedging the risk through advance contracts for key ingredients like Light Liquid Paraffin and menthol.
2. Developed set of suppliers /vendors for supply of each item of raw and packing materials thereby taking advantage of competitive prices.
3. We have also enhanced the storage capacities with respect to key and critical raw material ingredients like Light Liquid Paraffin which normally faces volatility in prices.
4. Reengineering of packing material to reduce the cost of material and to reduce the manpower cost.

2. Manufacturing

Company has five production units (including third party manufacturing units), of which three units

are situated in Himachal Pradesh (at Parwanoo & PaontaSahib) one is situated in Uttarakhand (Dehradun) for manufacturing of all variants of hair oils and one unit is located at Udaipur, Rajasthan for the manufacturing of our oral care product. During the year, operations at Paonta Sahib Unit, which is our main facility, were further upgraded and scaled up by adding the production capacities coupled with further automation of the processes to increase the productivity and to reduce manpower cost.

3. Treasury Operations

During the year, your Company's treasury operations continued to remain focused on deployment of surplus funds and managing the temporary liquidity within well defined frame work. The year under review was characterised by falling interest rates combined with volatility in yields.

1. We have been actively managing our investment portfolio between certificate of deposits, Indian Government bonds and PSU Corporate bonds depending upon the interest rate scenario and liquidity condition in the market to get higher returns without compromising on the credit quality of the portfolio. This active fund management strategy gave us good returns on our portfolio when RBI cut policy rates by 100 basis points in FY 2012 - 2013. In addition to fall in interest rates, the credit spreads on corporate bonds also compressed significantly resulting in higher returns on our portfolio.
2. Going forward, we see the inflation staying below 6% which will assist RBI to proactively cut interest rates to augment growth in domestic economy. We intend to continue to tactically shift our allocation between Government bonds, State Development loans, Corporate bonds and Certificate of deposits depending upon market scenario.
3. Your company treasury remains committed to actively manage the Treasury and earn higher returns without sacrificing the credit quality of the portfolio. Within two years of Treasury operations, your company has achieved credible name and reputation for active participation in wholesale debt market.

4. Human Resources & Industrial Relations

Apropos to our Organizational Philosophy, we are in a continuous process to empower and educate our people assets, in order to ensure that the short / long term strategies formulated, are communicated and adhered, to achieve competitive success.

A better understanding of the long term strategic goals builds commitment within the work force of Bajaj Corp Ltd and shall invigorate a strong foundation to achieve those goals and align the individual performances with overall strategy.

Our approach has evolved from concentrating on the "Organization of the Business" to the "Business of the Organization". The department operates with the principles of strategic HR, aligned with the organizational goals and objectives, keeping the long term vision in perspective.

We have institutionalized a process wherein, post Financial and Customer objectives being formulated, we tend to mobilize our Talent to formulate the deliverables that shall drive the results and achievements in their respective domains.

There have been continuous and sustained interventions that have been scheduled/designed in order to contribute towards strengthening our Core HR Pillars i.e. Attract, Develop, Engage and Retain.

A number of best practices and initiatives have been introduced to ensure our Recruitment, On boarding and Induction processes have a smooth transition. This has led to acquisition of quality manpower and drive customer centric culture with open communication and transparency. The Learning and Organizational Development process has been institutionalized and provides differentiated development structure (Segmented Approach) to grade and identify differentiated levels of performers across functions and locations. Our Engagement Calendar and Employee Centric Initiatives aim at reaching out to our people assets and their families in order to further make them part of our extended Bajaj Corp Family. We have also established and migrated certain processes and procedures, in terms of automation, to attain maximum reach, conversion and reduce Turn Around Time (TAT).

As on March 31, 2013 the company had 362 people on its roll.

The industrial relations at the Company's units, head office and sales centers were cordial throughout the year, under review.

Financial Review

During FY13 company registered a strong growth in sales. Sales at ₹ 60, 566.13 lacs recorded a growth of 28.25% over previous year mainly due to strong double digit growth (20.53%) in volume.

Abridged Profit & Loss Account of the Company

(₹ in lacs)

Particulars	2012-13	2011-12	YoY %
Sales	60,566.13	47,223.53	28.25%
Other Operating Income	105.72	107.94	-2.06%
Total	60,671.85	47,331.47	28.19%
Cost of Material Consumed	25,770.76	21,990.29	17.19%
Employee Cost	2,916.44	2,289.60	27.38%
Advertisement & Sales Promotional Expenses	8,791.72	6,470.90	35.87%
Other Expenses	5,906.14	4,916.89	20.12%
EBITDA	17,286.79	11,663.79	48.21%
Finance Cost	8.20	7.85	4.46%
Depreciation	328.39	259.92	26.34%
Other Income	4,005.13	3,737.66	7.16%
Profit before exceptional item & Tax	20,955.33	15,133.68	38.47%
Exceptional Item	0.00	0.00	
Tax	4,217.05	3,124.90	34.95%
Profit After Tax	16,738.28	12,008.78	39.38%

EBITDA margin increased from 24.70% to 28.54% during the year mainly on account of increase in MRP. The increase in prices of oil and packing material was nearly compensated by decrease in prices of LLP.

Your Company registered a growth of 39.38% in PAT on YoY basis.

Key Profitability Ratios

Particulars	2012-13	2011-12
EBITDA/Sales	28.54%	24.70%
Profit before Tax & Exceptional Item/Sales	34.60%	32.05%
PAT/Sales	27.64%	25.43%
Earnings Per Share (₹)	11.35	8.14

Key Balance Sheet Ratios

Particulars	2012-13	2011-12
ROCE	45.97%	37.64%
RONW	36.72%	29.87%
Book Value per Share (₹)	32.80	29.00
Net Working Capital* in no. of days sales	-6	-21

* Excludes cash & bank balance

With efficient management of supply chain, receivables and creditors, Company continued to keep the net working capital (excluding cash & bank balance) at negative level.

We continue to be a debt free Company.

During the year Company paid an Interim Dividend ₹ 6.50/- per share i.e, 650% of its share capital. This translated into a cash outflow of ₹11,142.8 lacs (including Corporate Dividend Tax) and a dividend payout ratio of 66.57%.

The Board proposes to confirm the aforesaid interim dividend as final dividend.

Initial Public Offer (IPO)

Your Company came out with IPO in August 2010 and listed its securities on NSE & BSE on August 18, 2010. Your Company issued 45 lacs fully paid up equity shares of face value of ₹ 5/- each at a premium of ₹ 655/- thereby raising a total issue proceeds of ₹ 29,700 Lacs.

The main objects of the issue were:

- promotion of future products of Company,
- acquisition and other strategic initiatives
- general corporate purpose

The Company proposes to launch four products in personal care segments and intends to utilize issue proceeds towards product promotion expenses. The status of products to be promoted is given below:

Products	Status
Product 1	We have already developed the product. Packaging, R&D, formulation and market research have been done. But we have postponed the launching due to unprecedented increase in cost of production on account of sharp rise in prices of raw material. Prices of key materials depend on commodity prices which are at its peak level at present. As a result margin which we had anticipated earlier are now squeezed. We are waiting for the opportune time to launch the product.
Product 2	During 2011-12 Company successfully launched the product.
Product 3	Product formulation and internal testing has been completed. The product has been undergoing consumer testing during the Oct-Dec 2012 period. The packaging design process has been underway since Dec 2012. Final packaging development will take 3 months and we should be ready to launch the product within the next 6 months.
Product 4	The formulation for this product has taken some extra time as the product is slightly complex and new to Indian markets. R& D has been working on this product and will be able to provide the complete update on budgets etc. Meanwhile we have started the packaging design process so that we can offset the delay in R&D phase. Once the product formulation is finalized we will go for consumer testing and packaging development simultaneously. This product will be ready for launch within the next 12 month.

Utilisations of the proceeds of the IPO is as under:

₹ in crore

Expenditure Items	Estimated Expenditure				Total expenditure incurred till Mar 31, 13
	2010-11	2011-12	2012-13	Total	
Promotion of future products	60.70	71.30	88.00	220.00	23.32
Acquisition & other strategic initiatives	0.00	0.00	50.00	50.00	0.00
General corporate purposes	5.50	0.00	0.00	5.50	0.00
Issue Related Expenses	21.50	0.00	0.00	21.50	18.96
Total	87.70	71.30	138.00	297.00	42.28

Pending utilisation, net proceeds of the IPO have been invested in interest bearing liquid instruments, bank deposits and other financial products as mentioned herein below:

Particulars	₹ in crore
(a) In Fixed Deposits with Banks	174.4
(b) In Bonds	70.31
(c) In Government Securities	10.01
Total	254.72

Internal Control Systems & Adequacy

Company has in place, an adequate internal control and internal audit system managed by qualified and experienced people. Main objectives of the system is

- to safeguard the Company's assets against loss through unauthorized use and pilferage.
- to ensure that all transactions are authorized, recorded and reported correctly and timely.
- to ensure that operations are conducted in an efficient and cost effective manner.
- to ensure various compliances under statutory regulations and corporate policies are made on time
- to figure out the weaknesses persisting in the system and suggest remedial measure for the same.

Internal audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

Risks & Concerns

Our Company, like any other enterprise, is exposed to business risks which can be internal risks as well as external risks.

One of the key risks faced by the Company in today's scenario is the wide and frequent fluctuations in the prices of its raw material. Crude Oil prices remained as high as \$ 110 per barrel during the year which resulted into hike in prices of its derivatives. Any further increase in prices

of raw materials could create a strain on the operating margins of the Company. While Bajaj Almond Drops has exhibited adequate pricing power, unprecedented increase in raw material prices consequent to crude price increase may not be fully passed on and some impact may have to be absorbed by the Company.

Inflationary tendencies in the economy and deterioration of macro economic indicators can impact the spending power of the consumer because of which down trading from branded products to non-branded can occur which can affect the operating performance of the Company.

We operate in a highly competitive FMCG market with competitors who may have better ability to spend more aggressively on advertising and marketing and more flexibility to respond to changing business and economic conditions. Further, there are regional or smaller competitors who have certain advantages over us. An increase in the amount of competition that we face could have a material adverse effect on our market share and sales.

The FMCG environment is competition intensive and to ensure survival in this industry one has to focus on branding, product development and innovation but such expenditure carry the inherent risk of failure.

Any unexpected changes in regulatory framework pertaining to fiscal benefits and other related issue can affect our operations and profitability.

However the Company is well aware of the above risks and as part of business strategy has put in mechanism to ensure that they are mitigated with timely action.

Cautionary Statement

Statements in the management discussion and analysis report describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations and futuristic in nature. Actual performance may differ materially from those either expressed or implied. Such statements represent intentions of the management and the efforts put into realise certain goals. The success in realising these depends on various factors both internal and external. Investors, therefore, are requested to make their own independent judgments before taking any investment decisions.

Certification by Chief Executive Officer and Chief Financial Officer of the Company

We, Sumit Malhotra, Managing Director (MD) and V. C. Nagori, Chief Financial Officer (CFO), of Bajaj Corp Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet and Statement of Profit and Loss of the Company for the year ended March 31, 2013 and its entire schedule and notes on accounts, as well as the Cash Flow Statement.
2. To the best of our knowledge and information:
 - a. These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the Company's code of conduct.
4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company and we have evaluated the effectiveness of the Company's internal controls and procedures pertaining to financial reporting.
5. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and through them to the Audit Committee of the Company's Board of Directors:
 - a. All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;
 - b. Significant changes in internal control over financial reporting during the year;
 - c. Any fraud, which we have become aware of and that involves Management or other employees who have a significant role in the Company's internal control systems over financial reporting;
 - d. Significant changes in accounting policies during the year.

Place : Mumbai
Date : May 3, 2013

Sumit Malhotra
Managing Director
Bajaj Corp Limited

V C Nagori
Chief Financial Officer
Bajaj Corp Limited

Independent Auditors' Report

To the Members of
Bajaj Corp Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Bajaj Corp Limited ('the Company'), which comprises the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and

according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of Act;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **R. S. Dani & Company**
Chartered Accountants
Registration No. : 000243C

C. P. Kothari
Partner
M.No. 072229

Place : Noida
Date : May 3, 2013

Annexure to the Auditors' Report

Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Bajaj Corp Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management at the reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) There was no disposal of a substantial part of fixed asset during the year.
- (ii) (a) The Inventories of finished goods, stores, spare part and raw materials have been physically verified by the management. In our opinion the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management as explained to us are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of accounts.
- (iii) According to the information and explanations given to us, the Company has not granted or taken any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clause 4(iii)(a) to 4(iii)(g) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in internal control system of the Company in respect of these areas.
- (v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) During the year 2011-12, Company has not accepted any deposit from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Act related to the manufacture of Hair Oil which comes under the list of Cosmetic or Toiletries item and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (ix) (a) According to records of the Company, the Company has been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income-tax, Sales-tax, Wealth-tax, Service-tax, Custom Duty, Excise Duty and Cess and other statutory dues to the extent applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) There is no disputed due on account of sales tax, wealth tax, income tax, service tax, custom duty, excise duty and cess.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not obtained any borrowings by way of debentures
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) The Company has, in our opinion, maintained proper records of the transactions and contracts with respect to its investments and timely entries of such transactions are made therein. We also report that the Company has held the investments in its own name.
- (xv) According to the information and explanations given to us, the Company has given guarantee for loan taken by other from bank or financial institution, the terms and conditions whereof, in our opinion, are not prima-facie prejudicial to the interest of the Company.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year. Therefore, the provision of clause 4(xix) of the order is not applicable to the Company.
- (xx) We have verified that the end use of money raised by public issue is as disclosed in the notes to the financial statements.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For **R. S. Dani & Company**
Chartered Accountants
Registration No. : 000243C

C. P. Kothari
Partner
M.No. 072229

Place : Noida
Date : May 3, 2013

Balance Sheet as at March 31, 2013

(₹ in Lacs)

PARTICULARS	Note No.	As At March 31, 2013		As At March 31, 2012	
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	B1	1,475.00		1,475.00	
(b) Reserves and Surplus	B2	46,905.62	48,380.62	41,310.18	42,785.18
(2) Non-Current Liabilities					
(a) Deferred tax liabilities (Net)	B3	125.65	125.65	96.14	96.14
(3) Current Liabilities					
(a) Trade payables	B4	4,930.18		4,711.35	
(b) Other current liabilities	B5	2,166.24	7,096.42	1,813.41	6,524.76
TOTAL			55,602.69		49,406.08
II. ASSETS					
(1) Non-current assets					
(a) Fixed assets	B6				
(i) Tangible assets		4,440.23		3,866.09	
(ii) Intangible assets		14.50		24.30	
(iii) Capital work-in-progress		129.78		-	
Total		4,584.51		3,890.39	
(b) Non-current investments	B7	5,225.21		2,724.84	
(c) Long term loans and advances	B8	2,654.29	12,464.01	5,049.85	11,665.08
(2) Current assets					
(a) Current investments	B9	18,323.64		31,260.71	
(b) Inventories	B10	3,585.07		2,841.02	
(c) Trade receivables	B11	997.14		514.10	
(d) Cash and cash equivalents	B12	18,898.51		2,732.69	
(e) Short-term loans and advances	B13	191.43		105.57	
(f) Other current assets	B14	1,142.89	43,138.68	286.91	37,741.00
TOTAL			55,602.69		49,406.08
Summary of significant accounting policies followed by the Company	A				

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
Registration No.: 000243C

For and on behalf of the Board

Kushagra Nayan Bajaj
Chairman

Sumit Malhotra
Managing Director

C. P. Kothari
Partner
M. No. 072229

Jimmy Rustom Anklesaria
Whole-time Director

Gaurav Dalmia
Director

Dilip Cherian
Director

Place : Mumbai
Date : May 3, 2013

Aditya Vikram Ramesh Somani
Director

Haigreve Khaitan
Director

Sujoy Sircar
Company Secretary

Profit and Loss Statement for year ended March 31, 2013

(₹ in Lacs)

PARTICULARS	Note No.	For the year ended March 31, 2013	For the year ended March 31, 2012
I. Revenue from operations	B17	60,671.85	47,331.47
II. Other Income	B18	4,005.13	3,737.66
III. Total Revenue (I + II)		64,676.98	51,069.13
IV. Expenses			
1. Cost of materials consumed	B19	21,837.26	19,441.90
2. Purchase of Stock-in-Trade		4,450.33	3,444.33
3. Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	B21	(516.83)	(895.94)
4. Employee benefit expense	B22	2,916.44	2,289.60
5. Financial costs	B23	8.20	7.85
6. Depreciation and amortization expense		328.39	259.92
7. Other expenses	B24	14,697.86	11,387.79
Total Expenses		43,721.65	35,935.45
V. Profit before exceptional & extraordinary items and tax (III - IV)		20,955.33	15,133.68
VI. Tax expense:			
1. Current tax		4,187.54	3,033.60
2. Deferred tax		29.51	91.30
VII. Profit(Loss) for the period from continuing operations (V - VI)		16,738.28	12,008.78
VIII. Earning per equity share:			
1. Basic		11.35	8.14
2. Diluted		11.35	8.14
Summary of significant accounting policies followed by the Company	A		

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
Registration No.: 000243C

For and on behalf of the Board

Kushagra Nayan Bajaj
Chairman

Sumit Malhotra
Managing Director

C. P. Kothari
Partner
M. No. 072229

Jimmy Rustom Anklesaria
Whole-time Director

Gaurav Dalmia
Director

Dilip Cherian
Director

Place : Mumbai
Date : May 3, 2013

Aditya Vikram Ramesh Somani
Director

Haigreve Khaitan
Director

Sujoy Sircar
Company Secretary

Cash Flow Statement (Indirect Method) for the year ended March 31, 2013

(₹ In Lacs)

Particulars	For the year ended 31.03.13	For the year ended 31.03.12
A. Cash Flow from Operating Activities		
Net Profit before exceptional items & tax	20,955.33	15,133.68
Adjustments for:		
Depreciation	328.39	259.92
Misc. Expenditure written off	2.25	3.11
Interest Income	(3,406.29)	(3,298.74)
Loss/(Profit) on sale of asset	0.05	-
Loss/(Profit) on sale of Investment	(598.89)	(346.04)
Operating profit before working capital changes	17,280.84	11,751.93
Adjustments for:		
(Increase)/decrease in Debtors	(483.04)	89.34
(Increase)/decrease in Inventories	(744.05)	(1,398.45)
(Increase)/decrease in Loans & Advances	2,374.51	(71.34)
(Increase)/decrease in Other Current Assets	(858.23)	61.95
Increase/(decrease) in Creditors	218.83	1,137.36
Increase/(decrease) in Other liabilities	352.83	605.41
Increase/(decrease) in provisions	-	(140.43)
Cash generated from operations	18,141.69	12,035.77
Less: Direct taxes paid/deducted at source	4,252.35	3,051.29
Net Cash from/ (Used in) Operating Activities (A)	13,889.34	8,984.48
B. Cash Flow from Investing Activities		
(Purchase)/Sale of fixed assets	(1,022.56)	(1,961.54)
Interest received	3,406.29	3,298.74
Profit on sale of Investments	598.89	-
Inter Corporate Deposit to Subsidiary	-	(4,965.00)
(Purchase)/ sale of Investment (Net)	10,436.70	(633.25)
Net Cash from/ (Used in) Investing Activities (B)	13,419.32	(4,261.05)
C. Cash Flow from Financing Activities		
Dividend Paid	(9,587.50)	(8,702.50)
Dividend Tax Paid	(1,555.34)	(1,422.59)
Net Cash from/ (Used in) Financing Activities (C)	(11,142.84)	(10,125.09)
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	16,165.82	(5,401.66)
Cash & Cash Equivalents - Opening Balance	2,732.69	8,134.35
Cash & Cash Equivalents - Closing Balance	18,898.51	2,732.69
Cash & Cash Equivalents (Closing Balance) Comprises:		
Cash in Hand	10.46	10.60
Remittance in Transit including Cheques in Hand	107.61	136.55
Balances in Banks	18,780.44	2,585.54
Total	18,898.51	2,732.69

As per our report of even date

For and on behalf of the Board

For **R. S. Dani & Company**

Chartered Accountants

Registration No.: 000243C

Kushagra Nayan Bajaj
Chairman

Sumit Malhotra
Managing Director

C. P. Kothari
Partner
M. No. 072229

Jimmy Rustom Anklesaria
Whole-time Director

Gaurav Dalmia
Director

Dilip Cherian
Director

Place : Mumbai
Date : May 3, 2013

Aditya Vikram Ramesh Somani
Director

Haigreve Khaitan
Director

Sujoy Sircar
Company Secretary

Statement on Significant Accounting Policies & Notes Forming Part of the Accounts for the year ended March 31, 2013

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis Of Preparation Of Financial Statements

The Financial Statements have been prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles (GAAP) in India and the provisions of the Companies Act, 1956. Income and Expenditure of all "Material Items" are accounted on accrual basis.

2. Fixed Assets

Fixed assets are reflected in the accounts at historical cost less accumulated depreciation.

3. Depreciation

Depreciation on fixed assets is provided on written down value method at the rate and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

4. Revenue Recognition

Revenue is recognised when the significant risk and rewards of ownership of the goods have been passed to the buyers. Sale of goods is exclusive of Sales tax/VAT.

5. Inventories

- (a) Stock of raw & packing materials is valued at cost or net realisable value whichever is lower. Cost is arrived at on Weighted Average basis.
- (b) Stock of Goods-in-Process and Finished goods is valued at cost or net realisable value whichever is lower.

6. Investments

Long term investments are stated at cost of acquisition. Diminution in value of such long term investments is not provided for except where determined to be of permanent nature. Current investments are stated at lower of cost or fair market value.

7. Preliminary Expenses

One fifth of the preliminary expenses have been written off during the year.

8. Research & Development

Revenue expenditure on Research and Development is charged against the profit for the year and Capital expenditure on Research

and Development is shown as an addition to Fixed Assets.

9. Foreign Currency Transaction

Transactions in foreign currency are recorded at exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period, are recognized in the Profit and Loss Account.

10. Employee Benefits:

(a) Short Term Employee Benefits:

Short term employee benefits are recognised as expenditure at the undiscounted value in the Profit and Loss Account of the year in which the related service is rendered.

(b) Post Employment Benefits:

(i) Defined Contribution Plans

Employees' own and Employer's Contribution are paid to the Government Provident Fund Authority and are recognised during the year in which the related service is rendered

Employee Pension Scheme: Contribution to Employee's Pension Scheme 1995 is made to the Government Provident Fund Authority.

(ii) Defined Benefit Plans

Gratuity & Leave Encashment :

Gratuity and Leave Encashment liabilities are covered under the Gratuity cum-Insurance Policy and Leave Encashment Policy respectively, of Life Insurance Corporation of India (LIC). The present value of the obligation is determined based on an actuarial valuation, using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit and Loss Account. Company has taken a new Leave Encashment Policy from Life Insurance Corporation of India (LIC) during the year for payment of leave encashment liability.

11. Income Tax And Deferred Taxation

The liability of company on account of Income Tax is estimated considering the provisions of the Income Tax Act, 1961. Deferred tax is recognised, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent year.

12. Impairments of Assets

The Carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired.

13. Contingent Liabilities

Disputed liabilities and claims against the company including claims raised by fiscal

authorities (e.g. Sales Tax, Income Tax, etc.), pending in appeal/court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, no claims, appeals, show cause notice are pending at any level with any fiscal authorities.

Present obligation as a result of past event with possibility of outflow of resources, when reliably estimable is recognized in accounts. However, there is no contingent liability against the company.

B. NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013:**1. Share Capital**

- (i) Description of Equity Share Capital

Particulars	As at 31.03.2013			As at 31.03.2012		
	Face Value per Share	Nos (In Lacs)	Amount (₹ in Lacs)	Face Value per Share	Nos (In Lacs)	Amount (₹ in Lacs)
a) Authorised	1.00	2,000.00	2,000.00	1.00	2,000.00	2,000.00
b) Issued	1.00	1,475.00	1,475.00	1.00	1,475.00	1,475.00
c) Subscribed & Paid up	1.00	1,475.00	1,475.00	1.00	1,475.00	1,475.00

- (ii) Out of the total equity shares of 1475 lacs, 955 lacs shares are held by Bajaj Resources Limited, the holding Company.

- (iii) Details of shareholders holding more than 5% shares of the Company as on March 31, 2013 are given below:

Name of Shareholders	As at 31.03.2013		As at 31.03.2012	
	No. of Shares held	% of holding	No. of Shares held	% of holding
1. Bajaj Resources Ltd.	955.00	64.75%	1,250.00	84.75%
2. SKB Roop Commercial Pvt Ltd	295.00	20.00%	0.00	0.00%
	1,250.00	84.75%	1,250.00	84.75%

2. Reserves & Surplus

(₹ in Lacs)

Particulars	As at 31.03.2013		As at 31.03.2012	
a) Securities Premium Reserves				
Opening Balance	29,475.00		29,475.00	
Add: Securities Premium credited on Share Issue	-	29,475.00	-	29,475.00
b) General Reserves				
Opening Balance	3,377.00		2,167.00	
Add: Reserve created during the year	1,680.00	5,057.00	1,210.00	3,377.00
c) Profit and Loss Account				
Opening Balance	8,458.18		4,516.53	
Add: Transferred from P&L A/c	16,738.28		12,008.78	
Less: Transferred to General Reserve	1,680.00		1,210.00	
Less: Interim Dividend	9,587.50		5,900.00	
Less: Corporate Dividend Tax	1,555.34	12,373.62	957.13	8,458.18
		<u>46,905.62</u>		<u>41,310.18</u>

3. Deferred Tax

(₹ in Lacs)

Particulars	Opening Balance		Liability/(Asset) Created		Closing Balance	
	FY 2012-13	FY 2011-12	FY 2012-13	FY 2011-12	FY 2012-13	FY 2011-12
Deferred Tax Liabilities/ (Asset) on account of timing difference in Depreciation	98.48	53.89	27.17	44.59	125.65	98.48
Deferred Tax Liability/ (Asset) on account of timing difference in Provision for Leave Encashment	(2.34)	(49.05)	2.34	46.71	0.00	(2.34)
Total	96.14	4.84	29.51	91.30	125.65	96.14

4. Trade Payables

(₹ in Lacs)

	As at 31.03.2013	As at 31.03.2012
a) Sundry Creditors for Goods	3,145.74	2,928.44
b) Sundry Creditors for expenses	1,784.44	1,782.91
	4,930.18	4,711.35

5. Other Current Liabilities

(₹ in Lacs)

a) Statutory Liabilities	743.89	677.44
b) Advances from Customers	198.16	307.89
c) Security Deposits from C&F and Others	42.50	47.50
d) Application Money Refundable	2.47	3.65
e) Unclaimed Dividends	2.33	1.74
f) Other Outstanding Liabilities	1,176.89	775.19
	2,166.24	1,813.41

6. Fixed Assets

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2012	Additions	Deductions	As on 31.03.2013	Upto 31.03.2012	For the Period	Deductions	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
1. Tangible Assets										
(a) Land	427.09	570.95	-	998.04	-	-	-	-	998.04	427.09
(b) Factory Building	645.88	57.23	-	703.11	131.35	52.75	-	184.10	519.01	514.53
(c) Other Building	2,194.52	-	-	2,194.52	110.28	104.21	-	214.49	1,980.03	2,084.24
(d) Plant & Machinery	890.87	232.63	31.29	1,092.20	228.43	111.45	0.06	339.82	752.38	662.43
(e) Vehicles	100.34	20.79	28.46	92.67	24.89	21.60	11.13	35.36	57.31	75.45
(f) Office & Other Equipments	28.29	13.51	-	41.80	5.15	4.33	-	9.48	32.32	23.14
(g) Computer	61.73	9.48	-	71.21	29.48	15.28	-	44.76	26.45	32.25
(h) Furniture & Fixtures	11.91	33.46	-	45.37	0.97	3.69	-	4.66	40.71	10.93
(i) Electrical Fittings	49.30	3.25	-	52.56	13.29	5.28	-	18.57	33.98	36.01
	4,409.93	941.29	59.75	5,291.48	543.84	318.59	11.19	851.24	4,440.23	3,866.09
2. Intangible Assets										
(a) Computer Software	35.51	-	-	35.51	11.21	9.80	-	21.01	14.50	24.30
	35.51	-	-	35.51	11.21	9.80	-	21.01	14.50	24.30
Total (1 + 2)	4,445.44	941.29	59.75	5,326.99	555.05	328.39	11.19	872.25	4,454.73	3,890.39
Previous Year	2,472.90	1,986.30	13.76	4,445.44	304.26	259.92	9.13	555.05	3,890.39	2,168.64
Capital Work in Progress	-	129.78	-	129.78	-	-	-	-	129.78	-

Note : None of the above assets are on lease.

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
7. Non-current investments		
a) Trade Investments (Unquoted)	-	-
b) Other Investments - Equity Instrument (Unquoted)	<u>5,225.21</u>	<u>2,724.84</u>
	<u>5,225.21</u>	<u>2,724.84</u>

Above investments represent Rs 5223.84 Lacs in Uptown Properties & Leasing Private Limited, wholly owned subsidiary, represented by 809,680 (PY - 10,000) Equity shares (unquoted) of face value of Rs 10/- each of and Rs 1.37 Lacs in Bajaj Bangladesh Limited, wholly owned subsidiary, represented by 20,000 (P.Y. Nil) Equity Shares (unquoted) of face value of Rs 10/- each. These investments are valued at cost.

8. Long term loans and advances (₹ in Lacs)

a) Security Deposits	51.66	62.27
b) Advance to Suppliers of Fixed Assets	77.34	22.58
b) Loans & advances to related parties	<u>2,525.29</u>	<u>4,965.00</u>
	<u>2,654.29</u>	<u>5,049.85</u>

- (i) All the above loans and advances are unsecured and considered good.
- (ii) Loans & advances to related parties represents inter corporate deposit given to wholly owned subsidiary - Uptown Properties & Leasing Private Limited.

9. Current Investments (₹ in Lacs)

a) Investment in Bank's CDs	-	29,760.71
b) Investment in Bonds	17,322.56	1,500.00
c) Investment in Govt. Securities	<u>1,001.08</u>	<u>-</u>
	<u>18,323.64</u>	<u>31,260.71</u>

- (i) All the above investments are valued at cost.
- (ii) Scriptwise breakup of above investments is as follows:

a) Investment in Bank's CDs (Certificate of Deposits) (₹ in Lacs)

Bank's CDs	As at 31.03.2013		As at 31.03.2012	
	Units	Rs in Lacs	Units	Rs in Lacs
Andhra Bank	-	-	1,000	901.51
Axis Bank	-	-	1,500	1,363.30
Bank of Maharashtra	-	-	1,000	976.25
Canara Bank	-	-	5,000	4,520.99
Central Bank of India	-	-	2,500	2,266.41
Corporation Bank	-	-	2,500	2,262.59
IDBI Bank Ltd	-	-	4,500	4,081.38
Indian Overseas Bank	-	-	2,500	2,274.90
Punjab National Bank	-	-	5,000	4,529.23
State Bank of Hyderabad	-	-	1,000	975.09
State Bank of Patiala	-	-	2,500	2,268.88
UCO Bank	-	-	2,500	2,431.24
United Bank of India	-	-	1,000	908.93
Grand Total	-	-	<u>32,500</u>	<u>29,760.71</u>

b) Investment in Bonds

(₹ in Lacs)

Bonds	As at 31.03.2013		As at 31.03.2012	
	Units	Rs in Lacs	Units	Rs in Lacs
National Bank For Agriculture & Rural Development (9.40%)	-	-	50	500
Power Finance Corporation Bond (9.63%)	-	-	50	500
Power Finance Corporation Bond (9.33%)	-	-	50	500
Axis Bank Ltd (9.15%)	100	1,011.75		
Central Bank of India (9.40%)	150	1,500.00	-	-
Housing Development Finance Corporation Ltd (9.25%)	100	1,002.03	-	-
IDFC Ltd (8.85%)	100	1,001.45	-	-
National Bank For Agriculture & Rural Development (8.83%)	75	750.60	-	-
Power Finance Corporation Ltd (8.87%)	100	1,001.94	-	-
Power Finance Corporation Ltd (8.94%)	50	500.00	-	-
Power Finance Corporation Ltd (8.72%)	150	1,500.27	-	-
Power Grid Corporation of India Ltd (8.85%)	360	4,546.92	-	-
Rural Electrification Corporation Ltd (8.84%)	200	2,005.58	-	-
DVC Bond (8.69%)	100	1,000.00	-	-
Semi NPCIL (8.54%)	50	501.29	-	-
IRFC Bond (8.83%)	100	1,000.73	-	-
Grand Total	1,635	17,322.56	150	1,500.00

c) Investment in Govt. Securities

(₹ in Lacs)

Bonds	As at 31.03.2013		As at 31.03.2012	
	Units	Rs in Lacs	Units	Rs in Lacs
8.59% ANDHRA PRADESH SDL 2023	50	500.70	-	-
8.86% Andhra GS 2022	50	500.38	-	-
Grand Total	100	1,001.08	-	-

(iii) Aggregate Book Value of Investments

(₹ in Lacs)

Particulars	2012-13	2011-12
a) Quoted Investments	-	-
Market Value - Rs NIL (Previous year : NIL)		
b) Unquoted Investments	18,323.64	31,260.71
	18,323.64	31,260.71

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
-------------	------------------	------------------

10. Inventories

a) Raw Materials	858.37	765.39
b) Packing Materials	586.19	451.95
c) Finished Goods	1,846.91	1,397.50
d) Stock In Trade	231.58	185.29
e) Work-in-progress	62.02	40.89
	3,585.07	2,841.02

(i) Finished Goods includes Goods in Transit of ₹ Nil (Previous year : Nil).

(ii) Raw & packing material are valued at cost and finished goods are valued at cost or realizable value whichever is lower.

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
-------------	------------------	------------------

11. Trade Receivables

a) Outstanding for a period exceeding 6 months from the date they are due for payment	62.66	8.13
b) Others	934.48	505.97
	<u>997.14</u>	<u>514.10</u>

(i) All the above trade receivables are unsecured and considered good.

12. Cash and cash equivalents

(₹ in Lacs)

a) Balances with Banks & FDs	18,780.44	2,585.54
b) Cheques, drafts in hand	107.61	136.55
c) Cash in hand	10.46	10.60
	<u>18,898.51</u>	<u>2,732.69</u>

13. Short-term loans and advances

(₹ in Lacs)

a) Advances to Suppliers	64.78	61.29
b) Loans & advances to Staff	43.12	25.56
c) Advance Payment for Direct Tax (Net)	83.53	18.72
	<u>191.43</u>	<u>105.57</u>

14. Other current assets

(₹ in Lacs)

a) Accrued Income	1,088.43	276.76
b) Prepaid Expenses	52.55	6.09
c) Miscellaneous Expenditure (to the extent not written off)	1.55	3.80
d) Other Recoverables	0.36	0.26
	<u>1,142.89</u>	<u>286.91</u>

(i) All the above short term loans and advances are unsecured and considered good.

(ii) All the above short term loans and advances are provided to non-related parties

15. Contingent liabilities and commitments (to the extent not provided for)

(₹ in Lacs)

(i) Contingent Liabilities	-	-
(ii) Commitments	-	-
	<u>-</u>	<u>-</u>

16. Initial Public Offer (IPO)

Company came up with its IPO in August 2010 and listed its securities on NSE & BSE on August 18, 2010. Company issued 45 lacs fully paid up equity shares of face value of Rs 5/- each at a premium of ₹ 655/- thereby raising a total fund of ₹ 29700 Lacs.

Position of IPO Funds at the end of the year is as follows:

(₹ in Lacs)

Particulars	FY 2012-13	FY 2011-12
Amount collected through IPO	29,700.00	29,700.00
Less : IPO expenses	1,896.25	1,896.25
Less : Fund utilized for promotion of future products	2,331.34	919.68
Closing Balance of IPO Funds as on 31st March	25,472.41	26,884.07

Pending utilisation, net proceeds of the IPO have been invested in interest bearing debt liquid instruments, bank deposits and other financial products as mentioned herein below:

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) In Fixed Deposits with Banks	17,440.00	900.00
b) In Certificate of Deposits of Banks	-	24,483.37
c) In Bonds of Public Sector	7,031.33	1,500.00
d) In Govt. Securities	1,001.08	-
e) In Current Account with Bank	-	0.70
Total	25,472.41	26,884.07

17. Revenue from operations

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
a) Sale of products	60,566.13	47,223.53
b) Other operating revenues	105.72	107.94
	60,671.85	47,331.47

18. Other Income

(₹ in Lacs)

a) Interest Income	3,406.29	3,298.74
b) Net gain/(loss) on sale of investments	598.89	346.04
c) Other non-operating income (net of expenses)	-	92.88
d) Net gain/(loss) on sale of Fixed Assets	(0.05)	-
	4,005.13	3,737.66

19. Statement of material consumed**(i) Raw Material Consumed**

(₹ in Lacs)

Product	Opening Stock		Purchases		Consumption		Closing Stock	
	Qty (Kg)	Amount	Qty (Kg)	Amount	Qty (Kg)	Amount	Qty (Kg)	Amount
Refined Oil	88930	71.64	2,948,501	2,392.67	2,766,284	2,249.03	271,147	215.28
	(77109)	(48.82)	(2438954)	(1,744.49)	(2427133)	(1,721.67)	(88930)	(71.64)
Light Liquid Paraffin	499124	382.36	10,284,511	7,619.06	10,173,396	7,553.41	610,239	448.01
	(256721)	(188.45)	(9256048)	(7,811.73)	(9013645)	(7,617.82)	(499124)	(382.36)
Perfumes & Others	59,553	311.39	286,026	2,681.34	286,699	2,797.64	58,880	195.09
	(39191)	(167.19)	(408039)	(2,211.97)	(387677)	(2,067.77)	(59553)	(311.39)
Total	647607	765.39	13519038	12693.06	13226379	12,600.08	940,266	858.37
	(373021)	(404.46)	(12103041)	(11,768.19)	(11828455)	(11,407.26)	(647607)	(765.39)

(Figures in bracket are for previous year)

(ii) Packing Material Consumed

(₹ in Lacs)

Product	Consumption	
	No. (Lacs)	Amount
Glass Bottles	1,309.03	5149.03
Plastic Bottles & Caps	1,508.77	1287.20
Printed Packing Material	2,884.25	341.67
Other Packing Material	-	2459.28
Total		9237.18
Previous Year		(8034.64)

20. Details Of Production, Stock & Turnover:

Quantitative information regarding Opening and Closing stock, Purchases and Sales:-

Manufactured Goods :

(₹ in Lacs)

Product	Unit	Opening Stock		Production	Sales		Closing Stock	
		Qty	Amount	Qty	Qty	Amount	Qty	Amount
Hair Oil	K.Ltr.	910.50	1,397.50	15486.67	15218.03	51521.08	1179.14	1846.91
		(408.10)	(510.83)	(13743.58)	(13241.18)	(41056.96)	(910.50)	(1,397.50)

Traded Goods :

(₹ in Lacs)

Product	Unit	Opening Stock		Purchases		Sales		Closing Stock	
		Qty	Amount	Qty	Amount	Qty	Amount	Qty	Amount
Hair Oil	K.Ltr.	120.96	169.77	3,187.40	4,335.42	3,140.98	8,874.25	167.38	219.60
		(108.55)	(144.76)	(2,345.58)	(3,330.12)	(2,333.17)	(6,021.32)	(120.96)	(169.77)
Tooth Powder	M.T.	10.42	15.52	57.69	114.91	61.59	171.51	6.52	11.98
		(9.23)	(10.93)	(70.07)	(114.21)	(68.88)	(145.25)	(10.42)	(15.52)

(Figures in bracket are for previous year)

21. Change in Inventories

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12	Changes
a) Finished Goods	1,846.91	1,397.50	449.41
	(1,397.50)	(548.74)	(-848.76)
b) Stock in trade (in respect of goods acquired for trading)	231.58	185.29	46.29
	(185.29)	(117.78)	(-67.51)
c) Work-in-progress	62.02	40.89	21.13
	(40.89)	(61.22)	(20.33)
	2,140.51	1,623.68	516.83
	(1,623.68)	(727.74)	(-895.94)

22. Employee benefit expense

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
a) Salaries & Wages	2,657.11	2,092.09
b) Contribution to provident & other funds	174.15	157.83
c) Staff Training & Welfare expenses	85.18	39.68
	2,916.44	2,289.60

23. Financial Costs

(₹ in Lacs)

a) Interest Expense	4.80	3.15
b) Bank charges	3.40	4.70
	8.20	7.85

24. Other Expenses

(₹ in Lacs)

A. Selling & Distribution Overheads

Schemes & Sales Promotion Exp.	4,608.18	2,693.28
Advertisement	4,183.54	3,777.62
Freight & Octroi	2,467.18	2,108.91
Cash Discount	671.22	542.83
Travelling and Conveyance	717.61	591.39
Royalty	680.53	520.87
Other Selling Overheads	493.23	401.29
	13,821.49	10,636.19

B. General & Administrative Overheads

Rent	87.94	164.02
Manufacturing Expenses	191.24	149.65
Power and fuel (Mfg)	45.51	29.86
Legal & Professional Exp.	97.01	91.89
Postage and Telephone	63.84	51.33
Power and fuel	17.95	13.46
Insurance	40.29	25.78
Audit Fees & Expenses	12.35	14.57
Repairs - Machinery	44.44	11.19
Repairs - Others	2.39	6.65
Repairs - Building	14.83	1.87
Rates & taxes	21.40	9.35
Miscellaneous Expenses	237.18	181.98
	876.37	751.60
TOTAL (A + B)	14,697.86	11,387.79

25. Payment to Auditors

(₹ in Lacs)

Particulars	FY 2012-13	FY 2011-12
a) For Statutory Audit	6.74	6.74
b) For Tax Audit	2.25	2.25
c) For others services	0.06	1.43
d) For reimbursement of expenses	3.30	4.15
	12.35	14.57

26. Imported And Indigenous Raw Material Consumption

(₹ in Lacs)

Particulars	FY 2012-13		FY 2011-12	
1. Imported CIF, Custom Duty and other Charges	-	-	-	-
2. Indigenous	12,600.08	100%	11,407.26	100%

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
-------------	-----------	-----------

27. Expenditure in Foreign Currency

Professional Fees	2.11	-
Travelling	42.30	29.71

28. Earning in Foreign Currency

FOB Value of Exports	487.22	279.31
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29. Segment Reporting

As the company's business activity falls within a single segment viz. 'Cosmetics and toiletries' and the sales substantially being in the domestic market, the disclosure requirements of the Accounting Standard (AS) 17 "Segment Reporting" as prescribed by the Companies (Accounting Standard) Rules 2006 are not applicable. However it does not have any impact on the true and fair view of the state of affairs in case of Balance Sheet and Statement of Profit and Loss.

30. Employee related dues**A. Defined Benefit Plan**

(₹ in Lacs)

	2012-13		2011-12	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
a. Components of Employer Contribution				
Current Service Cost	31.26	3.42	34.33	98.42
Interest Cost	18.21	8.80	15.04	-
Expected Return on Plan Assets	(18.21)	(8.80)	(15.04)	-
Actuarial (Gain)/Loss	2.74	1.58	2.32	-
	34.00	5.00	36.65	98.42
b. Change in Defined Obligation				
Present Value of Obligation as at beginning of the year	174.96	98.42	159.83	-
Current Service Cost	31.26	3.42	34.33	98.42
Interest Cost	18.21	8.80	15.04	-
Actuarial (Gain)/Loss	0.00	0.00	0.00	-
Benefits Paid	(22.79)	(9.75)	(34.24)	-
Present Value of Obligation as at the end of the year	201.64	100.89	174.96	98.42

(₹ in Lacs)

	2012-13		2011-12	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
c. Change in Fair Value of Plan Assets				
Present Value of Plan Assets as at beginning of the year	174.96	98.42	159.83	-
Expected Return on Plan Assets	18.21	8.80	15.04	-
Actuarial Gain/(Loss)	(2.74)	(1.58)	(2.32)	-
Actual Company Contribution	34.00	5.00	36.65	98.42
Benefits Paid	(22.79)	(9.75)	(34.24)	-
Present Value of Plan assets as at the end of the year	<u>201.64</u>	<u>100.89</u>	<u>174.96</u>	<u>98.42</u>
d. Actuarial assumptions :				
Discount Rate	8%	8%	8%	
Estimated Rate of Return on Plan Assets	9.25%	9.25%	9.25%	
Salary Escalation Ratio Inflation	5%	5%	5%	
Method	Projected Unit Credit Method		Projected Unit Credit Method	
Mortality Rate	LIC (1994-96) Ultimate		LIC (1994-96) Ultimate	
			(₹ in Lacs)	
B. Defined Contribution Plan	FY 2012-13		FY 2011-12	
Company's Contribution to different contribution plans:				
a. Provident Fund		125.33		103.39
b. Employees State Insurance		10.36		13.60
c. Employees Superannuation Fund		0.00		0.00
d. EDLI Contribution		1.45		1.66
e. Group Insurance		3.00		2.52
		140.15		121.17

31. Basic & Diluted Earnings per share (EPS) computed in accordance with Accounting Standard 20 "Earning per share" as prescribed under the Companies (Accounting Standard) Rules, 2006

	FY 2012-13	FY 2011-12
Profit After Tax (₹ in Lacs)	16,738.28	12,008.78
Adjusted weighted average number of shares outstanding		
Basic (In Lacs)	1,475.00	1,475.00
Diluted (In Lacs)	1,475.00	1,475.00
Earning per Share (face value Re. 1/- per share)		
Basic (₹)	11.35	8.14
Diluted (₹)	11.35	8.14

32. As per Accounting Standard 18 (AS-18) 'Related Party Disclosures', prescribed by the Companies (Accounting Standard) Rules, 2006, the disclosures of transactions with the related parties as defined in AS-18 are given below :

(i) List of related parties and relationships:		
	Name of the Related Party	Relationship
1	Bajaj Resources Limited	Holding company
2	Mr Kushagra Bajaj	Key Management Personnel
3	Mr Roshan F Hinger	Key Management Personnel
4	Mr Sumit Malhotra	Key Management Personnel
5	Mr Jimmy Anklesaria	Key Management Personnel
6	Mr Apoorv Bajaj	Key Management Personnel
7	Uptown Properties & Leasing Private Limited	Subsidiary company
8	Bajaj Bangladesh Limited	Subsidiary company
9	Bajaj Infrastructure Development Company Limited	Associates
10	Bajaj Hindusthan Limited	Associates
11	Abhitech Developers Private limited	Associates
12	Lalitpur Power Generation Company Limited	Associates

(ii) Transactions during the period with Related Parties:

(₹ in Lacs)

Sl. No.	Nature of transaction	Holding company	Key Management Personnel	Subsidiary Company	Associates	Total	Outstanding as on 31.03.13
A. Statement of Profit & Loss							
1	Dividend Paid	8,125.41				8,125.41	
		(7,375.00)				(7,375.00)	
2	Royalty Expense	680.53				680.53	680.53
		(520.87)				(520.87)	(520.87)
3	Rent Paid					0.00	
		(72.80)			(13.90)	(86.70)	
4	Sale of Vehicle		17.34			17.34	
						0.00	
5	Remuneration		577.13			577.13	
			(388.32)			(388.32)	
6	Sitting Fees Paid		0.90			0.90	
			(1.00)			(1.00)	
7	Guarantee Commission received				0.00	0.00	0.00
					(92.88)	(92.88)	(92.88)

(₹ in Lacs)

Sl. No.	Nature of transaction	Holding company	Key Management Personnel	Subsidiary Company	Associates	Total	Outstanding as on 31.03.13
B. Balance Sheet							
8	Deposit for Rent	-5.50			-6.30	-11.80	0.00
		(5.50)			(6.30)	(11.80)	(11.80)
9	Investment In Equity			2,500.37		2,500.37	5,225.22
				(2,724.84)		(2,724.84)	(2,724.84)
10	Loan Given			-2,439.71		-2,439.71	2,525.29
				(4,965.00)		(4,965.00)	(4,965.00)
C. Off Balance Sheet Items							
11	Corporate Guarantee given					0.00	
					(55,000.00)	(55,000.00)	
12	Counter Guarantee received					0.00	
					(55,000.00)	(55,000.00)	

(Figures in brackets are of PY)

33. Trade creditors include dues to Small Industrial Undertaking. There are no Small Scale Industrial Undertaking to whom an amount of ₹ One Lac or more was payable and outstanding for more than 30 days.

34. Previous year's figures have been regrouped/rearranged wherever necessary.

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
Registration No.: 000243C

For and on behalf of the Board

Kushagra Nayan Bajaj
Chairman

Sumit Malhotra
Managing Director

C. P. Kothari
Partner
M. No. 072229

Jimmy Rustom Anklesaria
Whole-time Director

Gaurav Dalmia
Director

Dilip Cherian
Director

Place : Mumbai
Date : May 3, 2013

Aditya Vikram Ramesh Somani
Director

Haigreve Khaitan
Director

Sujoy Sircar
Company Secretary

Independent Auditor's Report Consolidated Financial Statements

To the Board of Directors of Bajaj Corp Limited

We have audited the accompanying consolidated financial statements of Bajaj Corp Limited ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's

preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 Company as at March 31, 2013;
- (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

As stated in Consolidated financial statements, one subsidiary whose financial statements reflect the Group's share of total assets of ₹1.37 lacs as at March 31, 2013 and the Group's share of total revenues of ₹ NIL for the year ended on that date have not been audited and have been considered in the Consolidated Financial Statements based solely on the unaudited separate financial statements certified by Management

For **R. S. Dani & Company**
Chartered Accountants
Registration No. : 000243C

Place : Noida
Date : May 3, 2013

C. P. Kothari
Partner
M.No. 072229

Consolidated Balance Sheet as at March 31, 2013

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2013		As at March 31, 2012	
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	B1	1,475.00		1,475.00	
(b) Reserves and Surplus	B2	46,781.94	48,256.94	<u>41,308.92</u>	42,783.92
(2) Non-Current Liabilities					
(a) Deferred tax liabilities (Net)	B3	147.08	147.08	96.37	96.37
(3) Current Liabilities					
(b) Trade payables	B4	4,944.99		4,712.36	
(c) Other current liabilities	B5	2,166.31	7,111.30	<u>1,813.90</u>	<u>6,526.26</u>
TOTAL			<u>55,515.32</u>		<u>49,406.55</u>
II. ASSETS					
(1) Non-current assets					
(a) Fixed assets	B6				
(i) Tangible assets		7,764.34		3,869.03	
(ii) Intangible assets		14.50		24.30	
(iii) Capital work-in-progress		129.78		-	
Total		7,908.62		<u>3,893.33</u>	
(b) Goodwill on consolidation		4,300.10		4,300.10	
(c) Long term loans and advances	B7	129.00	12,337.72	<u>84.85</u>	8,278.28
(2) Current assets					
(a) Current investments	B8	18,323.64		31,260.71	
(b) Inventories	B9	3,585.07		6,194.00	
(c) Trade receivables	B10	997.14		514.10	
(d) Cash and cash equivalents	B11	18,917.87		2,747.41	
(e) Short-term loans and advances	B12	208.45		122.46	
(f) Other current assets	B13	1,145.43	43,177.60	<u>289.59</u>	<u>41,128.27</u>
TOTAL			<u>55,515.32</u>		<u>49,406.55</u>
Summary of significant accounting policies followed by the Company	A				
The accompanying notes are an integral part of the financial statements					

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
Registration No.: 000243C

For and on behalf of the Board

Kushagra Nayan Bajaj
Chairman

Sumit Malhotra
Managing Director

C. P. Kothari
Partner
M. No. 072229

Jimmy Rustom Anklesaria
Whole-time Director

Gaurav Dalmia
Director

Dilip Cherian
Director

Place : Mumbai
Date : May 3, 2013

Aditya Vikram Ramesh Somani
Director

Haigreve Khaitan
Director

Sujoy Sircar
Company Secretary

Consolidated Profit and Loss Statement for year ended March 31, 2013

(₹ in Lacs)

Particulars	Note No.	For the year ended March 31, 2013	For the year ended March 31, 2012
I. Revenue from operations	B16	60,671.85	47,331.47
II. Other Income	B17	4,005.13	3,737.66
III. Total Revenue (I + II)		64,676.98	51,069.13
IV. Expenses			
1. Cost of materials consumed	B18	21,837.26	19,441.90
2. Purchase of Stock-in-Trade		4,450.33	3,444.33
3. Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	B20	(516.83)	(895.94)
4. Employee benefit expense	B21	2,916.44	2,289.60
5. Financial costs	B22	8.20	7.85
6. Depreciation and amortization expense		397.57	260.15
7. Other expenses	B23	14,729.90	11,399.75
Total Expenses		43,822.88	35,947.64
V. Profit before exceptional & extraordinary items and tax (III - IV)		20,854.10	15,121.49
VI. Tax expense:			
1. Current tax		4,187.54	3,022.66
2. Deferred tax		50.71	91.31
VII. Profit(Loss) for the period from continuing operations (IX - X)		16,615.85	12,007.52
VIII. Earning per equity share:	B30		
1. Basic		11.26	8.14
2. Diluted		11.26	8.14
Summary of significant accounting policies followed by the Company	A		

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
Registration No.: 000243C

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Kushagra Nayan Bajaj
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Director

Sujoy Sircar
Company Secretary

Cash Flow Statement (Indirect Method) for the year ended March 31, 2013

(₹ in Lacs)

Particulars	For the year ended 31.03.13	For the year ended 31.03.12
A. Cash Flow from Operating Activities		
Net Profit before exceptional items & tax	20,854.10	15,121.49
Adjustments for:		
Depreciation	397.57	260.15
Misc. Expenditure written off	2.25	3.11
Interest Income	(3,406.29)	(3,298.74)
Loss/(Profit) on sale of asset	0.05	-
Loss/(Profit) on sale of Investment	(598.89)	(346.04)
Operating profit before working capital changes	17,248.79	11,739.97
Adjustments for:		
(Increase)/decrease in Debtors	(483.04)	89.34
(Increase)/decrease in Inventories	(744.05)	(1,398.45)
(Increase)/decrease in Loans & Advances	(65.33)	(71.34)
(Increase)/decrease in Other Current Assets	(858.09)	61.95
Increase/(decrease) in Creditors	232.63	1,137.36
Increase/(decrease) in Other liabilities	352.41	606.27
Increase/(decrease) in provisions	-	(140.43)
Cash generated from operations	15,683.31	12,024.67
Less: Direct taxes paid/deducted at source	4,252.35	3,062.23
Net Cash from/ (Used in) Operating Activities (A)	11,430.96	8,962.44
B. Cash Flow from Investing Activities		
(Purchase)/Sale of fixed assets	(1,059.86)	(1,961.54)
Interest received	3,406.29	3,298.74
Profit on sale of Investments	598.89	-
Inter Corporate Deposit to Subsidiary	-	-
Profit on sale of asset	(0.05)	-
(Purchase)/ sale of Investment (Net)	12,937.07	(5,561.49)
Net Cash from/ (Used in) Investing Activities (B)	15,882.34	(4,224.29)
C. Cash Flow from Financing Activities		
Dividend Paid	(9,587.50)	(8,702.50)
Dividend Tax Paid	(1,555.34)	(1,422.59)
Net Cash from/ (Used in) Financing Activities (C)	(11,142.84)	(10,125.09)
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	16,170.46	(5,386.94)
Cash & Cash Equivalents - Opening Balance	2,747.41	8,134.35
Cash & Cash Equivalents - Closing Balance	18,917.87	2,747.41
Cash & Cash Equivalents (Closing Balance) Comprises:		
Cash in Hand	13.12	10.60
Remittance in Transit including Cheques in Hand	107.61	136.55
Balances in Banks	18,797.14	2,600.26
Total	18,917.87	2,747.41

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
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Place : Mumbai
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Director

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Director

Sujoy Sircar
Company Secretary

Statement on Significant Accounting Policies & Notes Forming Part of the Consolidated Accounts for the year ended March 31, 2013

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Principal of Consolidation

- (a) The Consolidated Financial Statement relates to Bajaj Corp Limited (the parent company) , Uptown Properties and Leasing Private Limited (a wholly owned subsidiary body corporate incorporated in India) & Bajaj Bangladesh Limited (Company Incorporated in Bangladesh)
- (b) The consolidated financial statements have been prepared on the basis of AS-21, issued by ICAI under pooling of interest method read with the following basic assumptions:
 - (i) The financial statements of the parent company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting in unrealized profits or losses. Investments of parent company in subsidiaries are eliminated against respective proportionate stake of parent company therein on the respective dates when such investments were made by way of debiting/crediting the difference of the two in Goodwill.
 - (ii) The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statements unless stated otherwise.
 - (iii) Minority interest, where lying, in the net income of consolidated subsidiaries have been adjusted against the income of the group so as to arrive at net income attributable to the parent company. Minority interest, consisting of equity attributable to them on the date such investments were made by the parent company and movement in their equity since the date of parent subsidiary relationship, has been disclosed in the consolidated financial statement separately.

2. Basis Of Preparation Of Financial Statements

The Financial Statements have been prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles (GAAP) in India and the provisions of the Companies Act, 1956. Income and Expenditure of all "Material Items" are accounted on accrual basis.

3. Fixed Assets

Fixed assets are reflected in the accounts at historical cost less accumulated depreciation.

4. Depreciation

Depreciation on fixed assets is provided on written down value method at the rate and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

5. Revenue Recognition

- (a) Revenue is recognised when the significant risk and rewards of ownership of the goods have been passed to the buyers. Sale of goods is exclusive of Sales tax/VAT.
- (b) Recognition of revenue in respect of construction project is recognized in accordance with the "Guidance Note on Recognition of Revenue by Real Estate Developers" issued by the Institute of Chartered Accountants of India.
- (c) Income earned by way of leasing or renting out of commercial premises is recognized as income in accordance with Accounting Standard 19 on Leases. Initial direct costs such as legal expenses, brokerage, etc. are recognized as expenses on accrual basis in the Profit and Loss Account.

6. Inventories

- (a) Stock of raw & packing materials is valued at cost or net realisable value whichever is lower. Cost is arrived at on Moving Weighted Average basis.
- (b) Stock of Goods-in-Process and Finished goods is valued at cost or net realisable value whichever is lower.

7. Investments

Long term investments are stated at cost of acquisition. Diminution in value of such long term investments is not provided for except where determined to be of permanent nature. Current investments are stated at lower of cost or fair market value.

8. Borrowing Costs

- (a) Borrowing costs that are attributable to the acquisition, development and construction of qualifying assets are treated as direct cost and are considered for capitalization.
- (b) All other borrowing costs are recognized as an expenses in the period in which they are incurred.

9. Preliminary Expenses

One fifth of the preliminary expenses have been written off during the year.

10. Research & Development

Revenue expenditure on Research and Development is charged against the profit for the year and Capital expenditure on Research and Development is shown as an addition to Fixed Assets.

11. Foreign Currency Transaction

Transactions in foreign currency are recorded at exchange rate prevailing on the date of the transaction. Exchange rate differences resulting from foreign exchange transactions settled during the period, are recognised in the Profit and Loss Account.

12. Employee Benefits:**(a) Short Term Employee Benefits:**

Short term employee benefits are recognised as expenditure at the undiscounted value in the Profit and Loss Account of the year in which the related service is rendered.

(b) Post Employment Benefits:**(i) Defined Contribution Plans**

Employees' own and Employer's Contribution are paid to the Government Provident Fund Authority and are recognised during the year in which the related service is rendered

Employee Pension Scheme: Contribution to Employee's Pension Scheme 1995 is made to the Government Provident Fund Authority.

(ii) Defined Benefit Plans**Gratuity & Leave Encashment :**

Gratuity and Leave Encashment liabilities are covered under the Gratuity cum-Insurance Policy and Leave Encashment Policy respectively, of Life Insurance Corporation

of India (LIC). The present value of the obligation is determined based on an actuarial valuation, using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit and Loss Account. Company has taken a new Leave Encashment Policy from Life Insurance Corporation of India (LIC) during the year for payment of leave encashment liability.

13. Income Tax And Deferred Taxation

The liability of company on account of Income Tax is estimated considering the provisions of the Income Tax Act, 1961. Deferred tax is recognised, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one year and capable of reversal in one or more subsequent year.

14. Impairments of Assets

The Carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired.

15. Contingent Liabilities

Disputed liabilities and claims against the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax, etc.), pending in appeal/court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in notes to accounts. However, no claims, appeals, show cause notice are pending at any level with any fiscal authorities.

Present obligation as a result of past event with possibility of outflow of resources, when reliably estimable is recognized in accounts. However, there is no contingent liability against the company.

B. NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013:**1. Share Capital**

(i) Description of Equity Share Capital

Particulars	As at 31.03.2013			As at 31.03.2012		
	Face Value per Share	Nos. (In Lacs)	Amount (₹ in Lacs)	Face Value per Share	Nos. (In Lacs)	Amount (₹ in Lacs)
a) Authorised	1.00	2,000.00	2,000.00	1.00	2,000.00	2,000.00
b) Issued	1.00	1,475.00	1,475.00	1.00	1,475.00	1,475.00
c) Subscribed & Paid up	1.00	1,475.00	1,475.00	1.00	1,475.00	1,475.00

(ii) Out of the total equity shares of 1475 lacs, 955 lacs shares are held by M/s Bajaj Resources Ltd., the holding Company.

(iii) Details of shareholders holding more than 5% shares of the Company as on March 31, 2013 are given below:

Name of Shareholders	As at 31.03.2013		As at 31.03.2012	
	No. of Shares held	% of holding	No. of Shares held	% of holding
1. Bajaj Resources Ltd.	955	64.75%	1,250	84.75%
2. SKB Roop Commercial Pvt Ltd	295	20.00%	0.00	0.00%
	1,250	84.75%	1,250	84.75%

2. Reserves & Surplus

(₹ in Lacs)

Particulars	As at 31.03.2013		As at 31.03.2012	
a) Securities Premium Account				
Opening Balance	29,475.00		29,475.00	
Add: Securities Premium credited on Share Issue	-	29,475.00	-	29,475.00
b) General Reserves				
Opening Balance	3,377.00		2,167.00	
Add: Reserve created during the year	1,680.00	5,057.00	1,210.00	3,377.00
c) Profit and Loss Account				
Opening Balance	8,456.92		4,516.53	
Add: Transferred from P&L A/c	16,615.85		12,007.52	
Less: Transferred to General Reserve	1,680.00		1,210.00	
Less: Interim Dividend	9,587.50		5,900.00	
Less: Corporate Dividend Tax	1,555.33	12,249.94	957.13	8,456.92
		46,781.94		41,308.92

3. Deferred Tax

(₹ in Lacs)

Particulars	Opening Balance		Liability/(Asset) Created		Closing Balance	
	FY	FY	FY	FY	FY	FY
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
Deferred Tax Liabilities/(Asset) on account of timing difference in Depreciation	98.71	54.10	48.37	44.61	147.08	98.71
Deferred Tax Liability/(Asset) on account of timing difference in Provision for Leave Encashment	(2.34)	(49.05)	2.34	46.71	0.00	(2.34)
Total	96.37	5.05	50.71	91.32	147.08	96.37

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
4. Trade Payables		
a) Sundry Creditors for Goods	3,145.74	2,928.44
b) Sundry Creditors for expenses	1,799.25	1,783.92
	<u>4,944.99</u>	<u>4,712.36</u>

5. Other Current Liabilities		
	As at 31.03.2013	As at 31.03.2012
a) Statutory Liabilities	743.96	677.93
b) Advances from Customers	198.16	307.89
c) Security Deposits from C&F and Others	42.50	47.50
d) Application Money Refundable	2.47	3.65
e) Unclaimed Dividends	2.33	1.74
f) Other Outstanding Liabilities	1,176.89	775.19
	<u>2,166.31</u>	<u>1,813.90</u>

6. Depreciation Chart As Per Companies Act (Consolidated)

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2012	Additions	Deductions	As on 31.03.2013	Upto 31.03.2012	01.04.12 to 31.03.13	Deductions	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
1. Tangible Assets										
1. Land	427.09	2,586.95	-	3,014.04	-		-	-	3,014.04	427.09
2. Factory Building	645.88	57.23	-	703.11	131.35	52.75	-	184.10	519.01	514.53
3. Other Building	2,194.52	1,374.35	-	3,568.87	110.28	172.93	-	283.21	3,285.66	2,084.24
4. Plant & Machinery	895.72	232.64	31.29	1,097.06	230.35	111.91	0.06	342.20	754.86	665.37
5. Vehicles	100.34	20.79	28.46	92.67	24.89	21.60	11.12	35.37	57.31	75.45
6. Office Equipment	28.29	13.51	-	41.80	5.15	4.33	-	9.47	32.32	23.14
7. Computer	61.73	9.48	-	71.21	29.48	15.28	-	44.76	26.45	32.25
8. Furniture & Fixtures	11.91	33.47	-	45.37	0.97	3.69	-	4.66	40.71	10.93
9. Electrical Fittings	49.30	3.24	-	52.55	13.29	5.28	-	18.57	33.97	36.01
	4,414.78	4,331.65	59.75	8,686.68	545.75	387.77	11.18	922.34	7,764.34	3,869.03
2. Intangible Assets										
(a) Computer Software	35.51			35.51	11.21	9.80		21.01	14.50	24.30
	35.51	-	-	35.51	11.21	9.80	-	21.01	14.50	24.30
TOTAL	4,450.29	4,331.65	59.75	8,722.19	556.96	397.57	11.18	943.35	7,778.84	3,893.33
Previous Year	2,477.75	1,986.30	13.76	4,450.29	305.94	260.15	9.13	556.96	3,893.33	2,171.81
Work in Progress		129.78		129.78					129.78	

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
-------------	------------------	------------------

7. Long term loans and advances

a) Security Deposits	51.66	62.27
b) Advance to suppliers of fixed assets	77.34	22.58
Total	129.00	84.85

(i) All the above loans and advances are unsecured and considered good.

8. Current Investments

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
-------------	------------------	------------------

a) Investment in Bank's CDs	-	29,760.71
b) Investment in Bonds	17,322.56	1,500.00
c) Investment in Govt. Securities	1,001.08	-
Total	18,323.64	31,260.71

(i) All the above investments are valued at cost

(ii) Scriptwise breakup of above investments is as follows:

a) Investment in Bank's CDs (Certificate of Deposits)

(₹ in Lacs)

Bank's CDs	As at 31.03.2013		As at 31.03.2012	
	Units	₹ in Lacs	Units	₹ in Lacs
Andhra Bank	-	-	1,000	901.51
Axis Bank	-	-	1,500	1,363.30
Bank of Maharashtra	-	-	1,000	976.25
Canara Bank	-	-	5,000	4,520.99
Central Bank of India	-	-	2,500	2,266.41
Corporation Bank	-	-	2,500	2,262.59
IDBI Bank Ltd	-	-	4,500	4,081.38
Indian Overseas Bank	-	-	2,500	2,274.90
Punjab National Bank	-	-	5,000	4,529.23
State Bank of Hyderabad	-	-	1,000	975.09
State Bank of Patiala	-	-	2,500	2,268.88
UCO Bank	-	-	2,500	2,431.24
United Bank of India	-	-	1,000	908.93
Bank of India	-	-	-	-
Grand Total	-	-	32,500	29,760.71

b) Investment in Bonds

Bonds	As at 31.03.2013		As at 31.03.2012	
	Units	₹ in Lacs	Units	₹ in Lacs
National Bank For Agriculture & Rural Development (9.40%)	-	-	50	500.00
Power Finance Corporation Bond (9.63%)	-	-	50	500.00
Power Finance Corporation Bond (9.33%)	-	-	50	500.00

Bonds	As at 31.03.2013		As at 31.03.2012	
	Units	₹ in Lacs	Units	₹ in Lacs
Axis Bank Ltd (9.15%)	100	1,011.75	-	-
Central Bank of India (9.40%)	150	1,500.00	-	-
Housing Development Finance Corporation Ltd (9.25%)	100	1,002.03	-	-
IDFC Ltd (8.85%)	100	1,001.45	-	-
National Bank For Agriculture & Rural Development (8.83%)	75	750.60	-	-
Power Finance Corporation Ltd (8.87%)	100	1,001.94	-	-
Power Finance Corporation Ltd (8.94%)	50	500.00	-	-
Power Finance Corporation Ltd (8.72%)	150	1,500.27	-	-
Power Grid Corporation of India Ltd (8.85%)	360	4,546.92	-	-
Rural Electrification Corporation Ltd (8.84%)	200	2,005.58	-	-
DVC Bond (8.69%)	100	1,000.00	-	-
Semi NPCIL (8.54%)	50	501.29	-	-
IRFC Bond (8.83%)	100	1,000.73	-	-
Grand Total	1,635	17,322.56	150	1,500.00

c) Investment in Govt. Securities

(₹ in Lacs)

Bonds	As at 31.03.2013		As at 31.03.2012	
	Units	₹ in Lacs	Units	₹ in Lacs
8.59% ANDHRA PRADESH SDL 2023	50	500.70	-	-
8.86% Andhra GS 2022	50	500.38	-	-
Grand Total	100	1,001.08	-	-

(iii) Aggregate Book Value of Investments

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) Quoted Investments	-	-
Market Value - ₹ NIL (Previous year : NIL)		
b) Unquoted Investments	18,323.64	31,260.71
Total	18,323.64	31,260.71

9. Inventories

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) Raw Materials	858.37	765.39
b) Packing Materials	586.19	451.95
c) Finished Goods	1,846.91	1,397.50
d) Stock in trade (in respect of goods acquired for trading)	231.58	185.29
e) Work-in-progress	62.02	40.89
f) Work-in-progress (Real estate construction projects)	0.00	3,352.98
Total	3,585.07	6,194.00

(i) Finished goods includes goods in transit of ₹ NIL (previous year : NIL)

(ii) Raw & packing material are valued at cost and finished goods are valued at cost or realizable value whichever is lower.

10. Trade Receivables

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) Outstanding for a period exceeding 6 months from the date they are due for payment	62.66	8.13
b) Others	934.48	505.97
Total	997.14	514.10

(i) All the above trade receivables are unsecured and considered good.

11. Cash and cash equivalents

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) Balances with Banks & FDs'	18,797.14	2,600.26
b) Cheques, drafts in hand	107.61	136.55
c) Cash in hand	13.12	10.60
Total	18,917.87	2,747.41

12. Short-term loans and advances

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) Advances to Suppliers	64.91	61.29
b) Loans & advances to Staff	43.12	25.56
c) Advance Payment for Direct Tax (Net)	100.42	35.61
Total	208.45	122.46

13. Other current assets

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) Accrued Income	1,088.43	276.76
b) Prepaid Expenses	52.55	6.09
c) Miscellaneous Expenditure (to the extent not written off)	1.55	3.80
d) Other Recoverables	2.90	2.94
Total	1,145.43	289.59

(i) All the above short term loans and advances are unsecured and considered good.

(ii) All the above short term loans and advances are provided to non-related parties

14. Contingent liabilities and commitments (to the extent not provided for)

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
(i) Contingent Liabilities	-	-
(ii) Commitments	-	-
Total	-	-

15. Initial Public Offer (IPO)

Company came up with its IPO in August 2010 and listed its securities on NSE & BSE on August 18, 2010. Company issued 45 lacs fully paid up equity shares of face value of ₹ 5/- each at a premium of ₹ 655/- thereby raising a total fund of ₹ 29700 Lacs.

Position of IPO Funds at the end of the year is as follows:

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
Amount collected through IPO	29,700.00	29,700.00
Less : IPO expenses	1,896.25	1,896.25
Less : Fund utilized for promotion of future products	2,331.34	919.68
Closing Balance of IPO Funds as on 31 March	25,472.41	26,884.07

Pending utilisation, net proceeds of the IPO have been invested in interest bearing debt liquid instruments, bank deposits and other financial products as mentioned herein below:

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) In Fixed Deposits with Banks	17,440.00	900.00
b) In units of Debt Mutual Funds	-	-
c) In Certificate of Deposits of Banks	-	24,483.37
d) In Bonds of Public Sector	7,031.33	1,500.00
e) In Govt. Securities	1,001.08	-
f) In Current Account with Bank	-	0.70
Total	25,472.41	26,884.07

16. Revenue from operations

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
a) Sale of products	60,566.13	47,223.53
b) Other operating revenues	105.72	107.94
Total	60,671.85	47,331.47

17. Other Income

(₹ in Lacs)

Particulars	As at 31.03.2013	As at 31.03.2012
a) Interest Income	3,406.29	3,298.74
b) Dividend Income (on Debt Mutual Fund Investment)	-	-
b) Net gain/(loss) on sale of investments	598.89	346.04
c) Other non-operating income (net of expenses)	-	92.88
d) Net gain/(loss) on sale of Fixed Assets	(0.05)	-
Total	4,005.13	3,737.66

18. Statement of material consumed**(i) Raw Material Consumed**

(₹ in Lacs)

Product	Opening Stock		Purchases		Consumption		Closing Stock	
	Qty (Kg)	Amount	Qty (Kg)	Amount	Qty (Kg)	Amount	Qty (Kg)	Amount
Refined Oil	88930	71.64	2,948,501	2,392.67	2,766,284	2,249.03	271,147	215.28
	(77109)	(48.82)	(2438954)	(1,744.49)	(2427133)	(1,721.67)	(88930)	(71.64)
Light Liquid Paraffin	499124	382.36	10,284,511	7,619.06	10,173,396	7,553.41	610,239	448.01
	(256721)	(188.45)	(9256048)	(7,811.73)	(9013645)	(7,617.82)	(499124)	(382.36)
Perfumes & Others	59,553	311.39	286,026	2,681.34	286,699	2797.64	58,880	195.09
	(39191)	(167.19)	(408039)	(2,211.97)	(387677)	(2,067.77)	(59553)	(311.39)
Total	647607	765.39	13519038	12693.06	13226379	12,600.08	940,266	858.37
	(373021)	(404.46)	(12103041)	(11,768.19)	(11828455)	(11,407.26)	(647607)	(765.39)

(Figures in bracket are for previous year)

(ii) Packing Material Consumed

(₹ in Lacs)

Product	Consumption	
	No. (Lacs)	Amount
Glass Bottles	1,309.03	5149.03
Plastic Bottles & Caps	1,508.77	1287.20
Printed Packing Material	2,884.25	341.67
Other Packing Material	-	2459.28
Total	-	9237.18
Previous Year	-	(8034.64)

19. Details Of Production, Stock & Turnover:

Quantitative information regarding Opening and Closing stock, Purchases and Sales:-

Manufactured Goods :

(₹ in Lacs)

Product	Unit	Opening Stock		Production		Sales		Closing Stock	
		Qty	Amount	Qty		Qty	Amount	Qty	Amount
Hair Oil	K.Ltr.	910.50	1,397.50	15486.67	15218.03	51521.08		1179.14	1846.91
		(408.10)	(510.83)	(13743.58)	(13241.18)	(41056.96)		(910.50)	(1,397.50)

Traded Goods :

(₹ in Lacs)

Product	Unit	Opening Stock		Purchases		Sales		Closing Stock	
		Qty	Amount	Qty	Amount	Qty	Amount	Qty	Amount
Hair Oil	K.Ltr.	120.96	169.77	3187.40	4335.42	3140.98	8874.25	167.38	219.60
		(108.55)	(144.76)	(2,345.58)	(3,330.12)	(2,333.17)	(6,021.32)	(120.96)	(169.77)
Tooth Powder	M.T.	10.42	15.52	57.69	114.91	61.59	171.51	6.51	11.98
		(9.23)	(10.93)	(70.07)	(114.21)	(68.88)	(145.25)	(10.42)	(15.52)

(Figures in bracket are for previous year)

20. Change in Inventories

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12	Changes
a) Finished Goods	1,846.91	1,397.50	449.41
	(1,397.50)	(548.74)	(-848.76)
b) Stock in trade	231.58	185.29	46.29
(in respect of goods acquired for trading)	(185.29)	(117.78)	(-67.51)
c) Work-in-progress	62.02	40.89	21.13
	(40.89)	(61.22)	(20.33)
Total	2,140.51	1,623.68	516.83
	(1,623.68)	(727.74)	(-895.94)

21. Employee benefit expense

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
a) Salaries & Wages	2,657.11	2,092.09
b) Contribution to provident & other funds	174.15	157.83
c) Staff Training & Welfare expenses	85.18	39.68
Total	2,916.44	2,289.60

22. Financial Costs

(₹ in Lacs)

a) Interest Expense	4.80	3.15
b) Bank Charges	3.40	4.70
Total	8.20	7.85

23. Other Expenses

(₹ in Lacs)

A. Selling & Distribution Overheads		
Schemes & Sales Promotion Exp.	4,608.18	2,693.28
Advertisement	4,183.54	3,777.62
Freight & Octroi	2,467.18	2,108.91
Cash Discount	671.22	542.83
Travelling and Conveyance	717.61	592.26
Royalty	680.53	520.87
Other Selling Overheads	493.23	401.29
	13,821.49	10,637.06
B. General & Administrative Overheads		
Rent	87.94	164.02
Manufacturing Expenses	191.24	149.65
Power and fuel (Mfg)	51.45	0.00
Legal & Professional Exp.	99.62	96.65
Postage and Telephone	63.84	51.33
Power and fuel	17.95	46.61
Insurance	40.29	25.78
Audit Fees & Expenses	12.69	14.90
Repairs - Machinery	44.44	11.19
Repairs - Others	2.39	6.65
Repairs - Building	14.83	1.87
Rates & taxes	21.40	9.40
Miscellaneous Expenses	260.34	184.64
	908.42	762.69
Total (A + B)	14,729.90	11,399.75

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
24. Payment to Auditors		
a) For Statutory Audit	7.02	7.02
b) For Tax Audit	2.31	2.30
c) For others services	0.06	1.43
d) For reimbursement of expenses	3.30	4.15
Total	12.69	14.90

25. Imported And Indigenous Raw Material Consumption

(₹ in Lacs)

Particulars	FY2012-13		FY2011-12	
1. Imported CIF, Custom Duty and other Charges	-	-	-	-
2. Indigenous	12,600.08	100%	11,407.26	100%

26. Expenditure in Foreign Currency

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
a) Professional Fees	2.11	-
b) Travelling	42.30	29.71

27. Expenditure in Foreign Currency

(₹ in Lacs)

Particulars	FY2012-13	FY2011-12
FOB Value of Exports	487.22	279.31

28. Segment Reporting

As the company's business activity falls within a single segment viz. 'Cosmetics and toiletries' and the sales substantially being in the domestic market, the disclosure requirements of the Accounting Standard (AS) 17 "Segment Reporting" as prescribed by the Companies (Accounting Standard) Rules 2006 are not applicable. However it does not have any impact on the true and fair view of the state of affairs in case of Balance Sheet and Profit and Loss Account.

29. Employee related dues**A. Defined Benefit Plan**

(₹ in Lacs)

Particulars	2012-13		2011-12	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
a. Components of Employer Contribution				
Current Service Cost	31.26	3.42	34.33	98.42
Interest Cost	18.21	8.80	15.04	-
Expected Return on Plan Assets	(18.21)	(8.80)	(15.04)	-
Actuarial (Gain)/Loss	2.74	1.58	2.32	-
	34.00	5.00	36.65	98.42
b. Change in Defined Obligation				
Present Value of Obligation as at beginning of the year	174.96	98.42	159.83	-
Current Service Cost	31.26	3.42	34.33	98.42
Interest Cost	18.21	8.80	15.04	-
Actuarial (Gain)/Loss	0.00	0.00	0.00	-
Benefits Paid	(22.79)	(9.75)	(34.24)	-
Present Value of Obligation as at the end of the year	201.64	100.89	174.96	98.42

(₹ in Lacs)

Particulars	2012-13		2011-12	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
c. Change in Fair Value of Plan Assets				
Present Value of Plan Assets as at beginning of the year	174.96	98.42	159.83	-
Expected Return on Plan Assets	18.21	8.80	15.04	-
Actuarial Gain/(Loss)	(2.74)	(1.58)	(2.32)	-
Actual Company Contribution	34.00	5.00	36.65	98.42
Benefits Paid	(22.79)	(9.75)	(34.24)	-
Present Value of Plan assets as at the end of the year	201.64	100.89	174.96	98.42
d. Actuarial assumptions :				
Discount Rate	8%	8%	8%	
Estimated Rate of Return on Plan Assets	9.25%	9.25%	9.25%	
Salary Escalation Ratio Inflation	5%	5%	5%	
Method	Projected Unit Credit Method		Projected Unit Credit Method	
Mortality Rate	LIC (1994-96) Ultimate		LIC (1994-96) Ultimate	

B. Defined Contribution Plan

Company's Contribution to different contribution plans:

(₹ in Lacs)

Particulars	FY 2012-13	FY 2011-12
a. Provident Fund	125.33	103.39
b. Employees State Insurance	10.36	13.60
c. Employees Superannuation Fund	0.00	0.00
d. EDLI Contribution	1.45	1.66
e. Group Insurance	3.00	2.52
	140.15	121.17

30. Basic & Diluted Earnings per share (EPS) computed in accordance with Accounting Standard 20 "Earning per share" as prescribed under the Companies (Accounting Standard) Rules, 2006

Particulars	FY 2012-13	FY 2011-12
Profit After Tax (₹ in Lacs)	16,615.85	12,008.78
Adjusted weighted average number of shares outstanding		
Basic (In Lacs)	1,475.00	1,475.00
Diluted (In Lacs)	1,475.00	1,475.00
Earning per Share (face value Re. 1/- per share)		
Basic (₹)	11.26	8.14
Diluted (₹)	11.26	8.14

31. As per Accounting Standard 18 (AS-18) 'Related Party Disclosures', prescribed by the Companies (Accounting Standard) Rules, 2006, the disclosures of transactions with the related parties as defined in AS-18 are given below :

(i) List of related parties and relationships:

Name of the Related Party	Relationship
1. Bajaj Resources Ltd.	Holding company
2. Mr Kushagra Bajaj	Key Management Personnel
3. Mr Roshan F Hinger	Key Management Personnel
4. Mr Sumit Malhotra	Key Management Personnel

Name of the Related Party	Relationship
5. Mr Jimmy Anklesaria	Key Management Personnel
6. Mr Apoorv Bajaj	Key Management Personnel
7. Bajaj Infrastructure Development Company Ltd	Associates
8. Bajaj Hindusthan Ltd.	Associates
9. Abhitech Developers Pvt. Ltd.	Associates
10. Lalitpur Power Generation Company Ltd.	Associates

(ii) Transactions during the period with Related Parties:

(₹ in Lacs)

S No	Nature of Transaction	Holding company	Key Management Personnel	Associates	Total	Outstanding as on 31.03.13
A. Profit & Loss A/c						
1	Dividend Paid	8,125.41 (7,375.00)			8,125.41 (7,375.00)	
2	Royalty Expense	680.53 (520.87)			680.53 (520.87)	680.53 (520.87)
3	Rent Paid				0.00	
4	Sale of Vehicle	(72.80)	17.34	(13.90)	(86.70) 17.34	
5	Remuneration		571.96 (388.32)		571.96 (388.32)	
6	Sitting Fees Paid		0.90 (1.00)		0.90 (1.00)	
7	Guarantee Commission received			0.00	0.00	0.00
				(92.88)	(92.88)	(92.88)
B. Balance Sheet						
8	Deposit for Rent	-5.50 (5.50)		-6.30 (6.30)	-11.80 (11.80)	0.00 (11.80)
C. Off Balance Sheet Items						
9	Corporate Guarantee given				0.00	
				(55,000.00)	(55,000.00)	
10	Counter Guarantee received				0.00	
				(55,000.00)	(55,000.00)	

(Figures in bracket are for previous year)

32. Trade creditors include dues to Small Industrial Undertaking. There are no Small Scale Industrial Undertaking to whom an amount of ₹ One Lac or more was payable and outstanding for more than 30 days.

33. Previous year's figures have been regrouped/rearranged wherever necessary.

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
Registration No.: 000243C

For and on behalf of the Board

Kushagra Nayan Bajaj
Chairman

Sumit Malhotra
Managing Director

C. P. Kothari
Partner
M. No. 072229

Jimmy Rustom Anklesaria
Whole-time Director

Gaurav Dalmia
Director

Dilip Cherian
Director

Place : Mumbai
Date : May 3, 2013

Aditya Vikram Ramesh Somani
Director

Haigreve Khaitan
Director

Sujoy Sircar
Company Secretary

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

(₹ in Lacs)

1.	Name of the Subsidiary	Uptown Properties & Leasing Pvt Ltd.	Bajaj Bangladesh Limited *
2.	Holding Company's Interest	809,680 Equity shares of ₹10/-each fully paid up	19,994 Equity shares of BDT 10/-each fully paid up
3.	Extent of Holding	100.00%	99.97%
4.	Subsidiary Financial Year ended on	31.03.2013	31.03.2013
5.	Net aggregate amount of subsidiaries Profit/(Loss) dealt within the holding company's accounts :		
	(i) For the financial year of the subsidiary	₹ 0.00	₹ 0.00
	(ii) For the previous year of the subsidiary since it become the holding company's subsidiary	₹ 0.00	₹ 0.00
6.	Net aggregate amount of subsidiaries Profit/(Loss), so far as it concerns members of the holding company, not dealt within the holding company's accounts :		
	(i) For the financial year of the subsidiary	(122.43)	0.00
	(ii) For the previous years of the subsidiary since it become the holding company's subsidiary	(1.26)	0.00

Details of Subsidiary Companies for the FY 2012-13

Particulars		Amount (₹ in Lacs)	
		Uptown Properties & Leasing Pvt Ltd.	Bajaj Bangladesh Limited *
1.	Capital	80.97	1.37
2.	Reserves	711.09	Nil
3.	Total Assets	3350.25	1.37
4.	Total Liabilities	3350.25	Nil
5.	Details of Investments	0.00	Nil
6.	Turnover	0.00	Nil
7.	Profit before taxation	(101.23)	Nil
8.	Provision for taxation	(21.20)	Nil
9.	Profit after taxation	(122.43)	Nil
10.	Interim & Proposed dividend	NIL	Nil

* During the year, the company has made an investment of ₹ 1.37 Lacs in Bajaj Bangladesh Limited incorporated in Bangladesh during the financial year 2012-13 thereby making it subsidiary. The company is expected to commence its operations shortly.

As per our report of even date
For **R. S. Dani & Company**
Chartered Accountants
Registration No.: 000243C

For and on behalf of the Board

Kushagra Nayan Bajaj
Chairman

Sumit Malhotra
Managing Director

C. P. Kothari
Partner
M. No. 072229

Jimmy Rustom Anklesaria
Whole-time Director

Gaurav Dalmia
Director

Dilip Cherian
Director

Place : Mumbai
Date : May 3, 2013

Aditya Vikram Ramesh Somani
Director

Haigreve Khaitan
Director

Sujoy Sircar
Company Secretary

Dear Shareholder,

Sub: Green Initiative in Corporate Governance – Electronic Mode of Service of Documents

Ministry of Corporate Affairs, Government of India (MCA) vide its Circular Nos.17 & 18 dated 21/04/2011 and 29/04/2011 respectively has clarified that the Company would be in compliance of the provisions of the Companies Act, 1956, if the Company serves the Notice of General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc. to its shareholders through electronic mode, at the e-mail address provided by them to the Company.

Our Company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses/delays in postal transit

1. Shareholders holding shares in demat (electronic) form

- In case you are holding shares of the Company in demat (electronic) form, the Company proposes to send the aforesaid documents to you in electronic form, at the e-mail address provided by you and which will be made available to us by your Depository Participant (DP).
- In case of any change in your e-mail address, we request you to inform the said change to your DP to enable them to update their record.
- As such, e-mail address registered by you with your DP will henceforth be used by the Company for service of said documents, including those covered under Section 219 of the Companies Act, 1956.
- If however, you wish to continue to receive the said documents in physical mode, please send us an e-mail at complianceofficer@bajajcorp.com or write to the Secretarial Department of the Company at its Registered Office at 221, 2nd Floor, Bldg.No.2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093 quoting reference of your DP ID & Client ID and name of 1st registered shareholder.

2. Shareholders holding shares in physical form

In case you wish to receive all the above communications in electronic form, kindly register your e-mail address with the Secretarial Department of the Company at its Registered Office 221, 2nd Floor, Bldg.No.2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400 093 or Karvy Computershare Private Limited, our Share Transfer Agent. You may use the format given below for registering your e-mail address.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our Company website, www.bajajcorp.com. The document will also be available to you for inspection at the Registered Office of the Company during office hours.

We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by Companies like us. Upon receipt of a request from you, your Company shall also send you the physical copy of the above documents free of cost.

Thanking you,

Yours faithfully,
For **Bajaj Corp Limited**

Sujoy Sircar
Company Secretary

BAJAJ CORP LIMITED

FORM FOR REGISTRATION/ CHANGE IN EMAIL ID FOR E - COMMUNICATION

(In terms of Circulars dt. 21.04.2011 and 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No./DP ID & Client ID :

Name of 1st Registered holder :

Name of Joint holders :

E-mail ID (to be registered) :

Please register my above e-mail ID in your records for receiving communication in electronic form, from the company of which I/We am/are shareholder(s).

Date: Signature:
(First holder)

Note: Shareholder(s) are requested to keep the company informed of change, if any, in the e-mail address.

- Shareholders who are holding shares in Demat/Electronic mode, Registration/change in e-mail address shall be communicated to respective Depository Participant.
- Shareholders holding shares in Physical form, kindly register your e-mail address with Secretarial Department of the Company at its Registered Office or Karvy Computershare Private Limited, our Share Transfer Agent.

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bajaj corp limited

Registered Office: 2nd floor, Building No. 2, Solitaire Corporate Park, 167 Guru Hargovind Marg, Andheri (E), Mumbai - 400 093

D.P. Id No.		Folio No.	
Client Id No.		No. of Shares	

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our persence at the 7th Annual General Meeting of the Company being to be held on Friday, the 2nd day of August, 2013 at 12 Noon at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai – 400021.

NAME/S OF THE SHAREHOLDER (IN BLOCK LETTERS)	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER/PROXY	

Notes:

1. Member/s intending to appoint a Proxy should complete the Proxy Form below and deposit it at the Registered Office of the Company not later than 48 hours before the time of commencement of the meeting.
2. A Proxy need not be a member.
3. A Proxy cannot speak at the meeting or vote on show of hands.

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bajaj corp limited

Registered Office: 2nd floor, Building No. 2, Solitaire Corporate Park, 167 Guru Hargovind Marg, Andheri (E), Mumbai - 400 093

D.P. Id No.		Folio No.	
Client Id No.		No. of Shares	

PROXY FORM

I/We _____ of _____ in the district of _____ being a member/
members of BAJAJ CORP LIMITED, hereby appoint _____ of _____ in the district
of _____ or failing him _____ of _____ in the district of
_____ or failing him _____ of _____ in the district of _____

as my/our proxy to vote for me/us on my/our behalf at the 7TH ANNUAL GENERAL MEETING of the Company to be held on Friday, the 2nd day of August, 2013 at 12 Noon at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai – 400021 and any adjournment thereof.

Affix
15 Paise
Revenue
stamp

Signed this _____ day of _____ 2013

Signature/s of shareholder/s

N.B.: The Proxy Form duly signed should reach the Registered Office of the Company not later than 48 hours before the time of commencement of the meeting.

bajaj
Corp Ltd.

नया **bajaj**
कैलाश परबत
ठंडा तेल

२ आयुर्वेदिक प्रोप्राइटरी औषधि २

टेन्शन से बने
लाइफ टाइट

बजाज कैलाश परबत
करे सब कुछ राइट



चम्पी
चंदन की



Registered Office: 221, 2nd Floor, Building No.2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai-400093.