

Bajaj Housing Finance Limited
(Formerly Bajaj Financial Solutions Limited)
CIN: U65910PN2008PLC132228
Regd. Office:
Bajaj Auto Limited Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

NOTICE

Notice is hereby given that the seventh annual general meeting of the members of Bajaj Housing Finance Limited will be held on Wednesday, 22nd July 2015 at 9.15 a.m. at the registered office of the Company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

1. To consider and adopt the audited Balance Sheet as at 31 March 2015 and the Statement of Profit and Loss for the year ended 31 March 2015 and the Directors' and the Auditors' reports thereon.
2. To appoint a director in place of Ajay Sathe (DIN 05166137) who retires by rotation and is eligible for re-appointment.
3. To ratify the appointment of Dalal & Shah, Chartered Accountants, Firm Registration No. 102021W, as auditors of the company, on a remuneration of ₹ 100,000 (Rupees One Lakh only) plus taxes as applicable and out-of-pocket, travelling and living expenses for the year 2015-16.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, the following resolution, with or without modification(s), as an ordinary resolution:

"RESOLVED THAT Rajeev Jain (DIN 01550158) who was appointed by the Board of Directors of the Company as a Director in the casual vacancy caused due to the resignation of Kevin D'sa and who vacates office at this Annual General Meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013, received a notice in writing along with a deposit of ₹ 1,00,000, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To consider and if thought fit, to pass, the following resolution, with or without modification(s), as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and applicable rules thereunder (including any amendment thereto or re-enactment thereof for the time being in force) approval be and is hereby given to the appointment of Rajeev Jain (DIN 01550158) as the Managing Director of the Company for a period of 5 (five) years commencing from 10 November 2014 till 09 November 2019 on NIL remuneration.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."



By order of the Board of Directors
For Bajaj Housing Finance Limited

A handwritten signature in black ink, appearing to read "Anant Damle".

Anant Damle
Company Secretary

Place: Pune
Date: 20 May 2015

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 3) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
- 4) Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, the current auditors of the Company, M/s Dalal & Shah, Chartered Accountants were appointed as auditors from the conclusion of 6th annual general meeting till the conclusion of 9th annual general meeting. The ratification of appointment of Dalal & Shah and fixation of remuneration for the year 2015-16 has been put up for approval of the members.
- 5) The Balance Sheet as at 31 March 2015, the Statement of Profit and Loss for the year ended on that date along with notes thereto and the Directors' and the Auditors' reports thereon are open for inspection at the registered office of the Company during business hours.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the businesses under Item Nos. 4 to 5 of the accompanying notice dated 20 May 2015.

Items No.4 and 5 of the Notice:

Pursuant to Section 161 of the Companies Act, 2013 ("Act"), the Board of Directors at its meeting held on 10 November 2014 has appointed Rajeev Jain (DIN 01550158) as Director in casual vacancy caused due to resignation of Kevin D'sa.

Further, pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V to the said Act, and subject to the approval of the members, the Board of Directors at the meeting held on 10 November 2014, has appointed Rajeev Jain, as the Managing Director of the Company under the Companies Act, 2013 for a period of five years w.e.f. 10 November 2014 up to 09 November 2019 on NIL remuneration.

Information about the appointee:

Rajeev Jain, 44, is a management graduate and has 22 years of experience in consumer lending industry. Rajeev has been associated with Bajaj Finance Limited, the holding company (BFL) over seven years. W.e.f. 1 April 2008, he has been instrumental in transforming BFL from captive two-wheeler finance company to one of the most diversified NBFCs in the country today. Under his leadership, BFLs Asset under management (AUM) grew from ₹ 2,065 crore in FY07 to ₹ 30,822 crore as on December 2014, while Profit after Tax (PAT) grew from ₹ 48 crore in FY07 to ₹ 719 crore in FY 14.

In his previous assignments, Rajeev Jain has worked with GE, American Express and AIG. He has vast experience of managing diverse consumer lending businesses viz. auto loans, durables loans, personal loans and credit cards.

Besides being on the Board of the Company, he holds directorship in Bajaj Finance Limited.

He is not a member of any Committee of the Board.

He holds one share jointly with Bajaj Finance Limited in the Company.

It is proposed to appoint Rajeev Jain as a Director liable to retire by rotation, the resolution for which is being proposed at item no.4 of the notice. The Company has, as required by Section 160 of the Companies Act, 2013, received notice in writing, along with deposit of ₹ 100,000 regarding candidature of Rajeev Jain for the office of the Director. The appointment and remuneration of Rajeev Jain as Managing Director are subject to the approval of the members in general meeting. This item is being proposed at item no.5 of the notice as a Special Resolution.


The Board commends the resolutions set out in item no. 4 and 5 of this notice for approval of the members.

Other than Rajeev Jain, none of the Directors, key managerial personnel of the Company and their relatives is, concerned or interested in this resolution.

Place: Pune
Date: 20 May 2015



By order of the Board of Directors
For Bajaj Housing Finance Limited


Anant Damle
Company Secretary

BAJAJ HOUSING FINANCE LIMITED
(Formerly Bajaj Financial Solutions Limited)

DIRECTORS' REPORT

The Directors present their seventh annual report and the audited financial statements for the year ended 31 March 2015.

Financial results

The Highlights of Standalone Financial Results are as under:

	2014-15 (in ₹)	2013-14 (in ₹)
Total Income	945,937	5,911,686
Profit/ (loss) before taxation	78,920	(1,118,140)
Profit/ (loss) after taxation	78,920	(1,118,140)
Surplus/ (loss) brought forward	(253,090,461)	(251,972,321)
Profit/ (loss) carried to Balance Sheet	(253,011,541)	(253,090,461)

Material developments during the year

- Bajaj Finserv Limited, the Holding Company sold its entire shareholding in the Company to Bajaj Finance Limited, resulting in the Company becoming a wholly owned subsidiary of Bajaj Finance Limited, with effect from 1 November 2014.
- The Company amended the objects clause of the Memorandum of Association (MOA) of the Company to include housing finance business related objects therein and has effected some other changes in view of the requirements under the Companies Act, 2013.
- The name of the Company was changed from Bajaj Financial Solutions Limited to Bajaj Housing Finance Limited w.e.f. 14 November 2014 to reflect the proposed new business of the Company.
- Bajaj Finance Limited infused additional capital of ₹ 11 crore by subscribing to 1,10,00,000 equity shares of ₹ 10 each for cash at par. With this infusion the paid-up share capital of the Company stands at ₹ 50 crore.
- An application has been made to National Housing Bank for registration as a Housing Finance Company.
- AMFI Registration license (ARN) for distribution of mutual fund products was surrendered.

Dividend

Directors do not recommend any dividend for consideration of members at the ensuing annual general meeting.



Subsidiary

The Company has a wholly owned subsidiary, viz. Bajaj Financial Securities Limited (BFINSEC) formed to carry on the business of stock broking, depository participant and mutual fund distribution. BFINSEC being a stock-broker registered with BSE and NSE and a depository participant registered with CDSL, used to provide an execution platform to the Company's clients for the sale and purchase of mutual fund units and exchange traded funds listed on the NSE and BSE. Due the change in regulatory landscape, the Company has suspended the aforesaid activities and has surrendered its Depository Participant license, broking License with BSE and has filed for surrender of broking License with NSE. The Company also surrendered its AMFI Registration license (ARN) for distribution of mutual fund products.

During the year, the Company did not have any other subsidiary.

The Highlights of Financial Results of BFINSEC are as under:

	2014-15 (in ₹)	2013-14 (in ₹)
Total Income	858,390	2,242,268
Profit/ (loss) before taxation	154,642	(988,451)
Profit/ (loss) after taxation	154,642	(988,451)
Surplus/ (loss) brought forward	(19,698,589)	(18,710,138)
Profit/ (loss) carried to Balance Sheet	(19,543,947)	(19,698,589)

Statutory disclosures

As the Company has no manufacturing activities, the Directors have nothing to report on conservation of energy, research & development and technology absorption, as required under Section 134(3)(m) of the Companies Act, 2013.

There have been no foreign exchange earnings or outgo during the year under review.

There are no employee details required to be disclosed under the provisions of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

An extract of the annual return as provided under sub-section (3) of Section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this report as Annexure 1.

During the year under review, the Company has not accepted any deposits.

Directors and Key Managerial Personnel

Ajay Sathe, (DIN 05166137) Director retires from the Board by rotation this year and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee has recommended the re-appointment of Ajay Sathe, Director.

Subsequent to the change in shareholding in the Company from Bajaj Finserv Limited to Bajaj Finance Limited, following changes in Directors and Key Managerial Personnel have taken place during the year:



Sr.No	Name of Person	Designation	Date of Change	Remarks
1.	S Sreenivasan	Chief Financial Officer	01 October 2014	Appointed as Chief Financial Officer
2.	V Rajagopalan	Manager	01 November 2014	Resigned as Manager
3.	Esha Sisodia	Company Secretary	01 November 2014	Resigned as Company Secretary
4.	S Sreenivasan	Chief Financial Officer	01 November 2014	Resigned as Chief Financial Officer
5.	Rajesh Viswanathan	Chief Financial Officer	01 November 2014	Appointed as Chief Financial Officer
6.	Anant Damle	Company Secretary	01 November 2014	Appointed as Company Secretary
7.	Sanjay Bhargava	Director	10 November 2014	Appointed as Independent Director
8.	Kevin D'sa	Director	10 November 2014	Resigned as Director
9.	Rajeev Jain	Managing Director	10 November 2014	Appointed as Chairman and Managing Director

J Sridhar, Director and Sanjay Bhargava were appointed as Independent Directors of the Company for a period of five years in the extra ordinary general meeting held on 10 November 2014.

Rajeev Jain was appointed by the Board of Directors as Director in the casual vacancy caused by the resignation of Kevin D'sa and holds office of Director till the date of the ensuing annual general meeting. Rajeev Jain was also appointed as Managing Director of the Company on NIL remuneration subject to approval of members at the ensuing annual general meeting. Rajeev Jain is also being proposed to be appointed as a Director liable to retire by rotation. Appropriate resolutions for this purpose are being proposed in the notice of annual general meeting for members' approval.

No remuneration was paid to Manager/Managing Director during the year pursuant to their terms of appointment.

Board meetings

The Board of Directors met nine times during the year on 14 May 2014, 16 July 2014, 30 September 2014, 14 October 2014, 1 November 2014, 10 November 2014, 24 November 2014, 14 January 2015 and 24 March 2015.

Directors' responsibility statement

In compliance of section 134 (5) of the Companies Act, 2013, the Directors state that:



- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis; and
- (v) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Declaration from Independent Directors

Independent directors of the Company have given a declaration that they meet the criteria on independence as provided in sub-section (6) of section 149 of the Companies Act, 2013.

Remuneration policy

The Board of Directors at its meeting held on 14 January 2015 has adopted remuneration policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes and independence of Directors. A copy of the remuneration policy has been annexed to this report as Annexure 2.

Audit Committee

The Audit Committee consisting of J Sridhar, Sanjay Bhargava and Ajay Sathe, Directors as members met four times during the year on 14 May 2014, 16 July 2014, 14 October 2014 and 14 January 2015.

Auditors' report

There is no qualification, reservation or adverse remark or disclaimer made in the auditors' report.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013, the Board has appointed Shyamprasad D. Limaye, (Membership No. 1587, CP No. 572) company secretary in practice, to undertake secretarial audit of the Company.

A report from secretarial auditor is annexed to this Report. The same does not contain any qualification, reservation or adverse remark or disclaimer.

Particulars of Loans, Guarantees or Investments

Information regarding Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are detailed in the Financial Statements.



Related Party Transactions

During the FY 2014-15, all the transactions of the Company with related party (ies) were in the ordinary course of business and on arm's length basis. Details of related party transactions required to be disclosed under Section 134 of the Companies Act, 2013 are given in Annexure 3 to this report.

Risk Management Policy

The Board of Directors at its meeting held on 14 May 2014 has adopted a risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

Corporate Social Responsibility

As the Company is not covered under Section 135 of the Companies Act, 2013, the directors have nothing to report on corporate social responsibility.

Formal annual evaluation

During FY2015, evaluation of the performance of the Board, its Committees and individual directors was done on the basis of evaluation criteria approved by the Nomination and Remuneration Committee at its meeting held on 14 January 2015. Rating sheets were circulated to the Directors for the purpose of evaluation of performance of the Board, its Committees and individual Directors.

A summary of performance evaluation of the Board, its Committees and individual directors was prepared on the basis of rating sheets received from the individual Directors and the same was placed before the Board.

Significant and Material Orders Passed by the Regulators or Courts

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

Adequacy of Internal Financial Controls

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

Presentation of financial results

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

Auditors

Pursuant to the provisions of section 139 of the Companies Act, 2013, Dalal & Shah, Chartered Accountants, were appointed as statutory auditors of the Company at the 6th annual general meeting (AGM) of the Company for a period from the conclusion of the said AGM till the conclusion of the 9th AGM subject to ratification of their appointment by the members at every AGM held thereafter. A resolution for ratification of appointment of Dalal & Shah, Chartered Accountants, as auditors for the period from the conclusion of the ensuing 7th AGM till the



conclusion of the 8th AGM and for fixation of their remuneration for the year 2015-16 is being proposed in the notice of the ensuing AGM for the approval of the members.

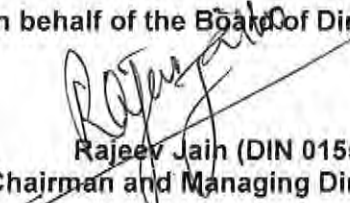
The Company has received from Dalal & Shah a written consent for ratification of their appointment from the conclusion of the 7th AGM till the conclusion of the 8th AGM and a certificate to the effect that their appointment shall be in accordance with the prescribed conditions and that the firm is not disqualified under the Companies Act, 2013.

The Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Pune: 20 May 2015



On behalf of the Board of Directors


Rajeev Jain (DIN 01550518)
Chairman and Managing Director



Shyamprasad D. Limaye
B.Com. LL.B. F.C.S
Company Secretary

32, Navketan Society,
Kothrud, Pune: 411 038.
Tel.: (O) 25 43 03 88 (R) 25230773
e-mail:shyamprasad.limaye@gmail.com

Form No. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31st March, 2015.

To,
The Members,
Bajaj Housing Finance Limited,
(Formerly Known as Bajaj Financial Solutions Limited)
U65910PN2008PLC132228
Bajaj Auto Ltd. Complex, Mumbai-Pune Road,
Akurdi, Pune 411035.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bajaj Housing Finance Limited, (Formerly Known as Bajaj Financial Solutions Limited) (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under regarding Foreign Direct Investment.

The Company is a Public Company which is a subsidiary of Listed Company.

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



Shyamprasad D. Limaye

Company Secretary

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

I further report that, during the period, Company has changed its name and object clause of Memorandum of Association and Article of Association, and adopted new set of Memorandum of Association and Article of Association and it is in process of registering with National Housing Bank as a Housing Finance Company.

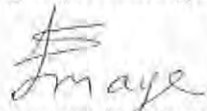
I further report that during the period Company has increased its Paid-up Capital, after complying with the rules and regulation in this context.

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

Date: 20th May, 2015

Place: Pune




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

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31 March 2015

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

I. REGISTRATION AND OTHER DETAILS:

Sr. No.	Particulars	Details
1	CIN	U65910PN2008PLC132228
2	Registration date	13/06/2008
3	Name of the Company	Bajaj Housing Finance Limited
4	Category/ Sub-category of the Company	Public Company, Limited by shares
5	Address of the registered office and contact details	Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune- 411035 Tel: 020 3018 6403
6	Whether listed company	No
7	Name, Address and Contact details of the Registrar and Transfer Agent, if any	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
NIL	NIL	NIL	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Bajaj Finserv Limited Address: Bajaj Auto Ltd. Complex, Mumbai - Pune Road, Akurdi - 411 035	L65923PN2007PLC130075	Holding	61.53	Section 2(46)
2	Bajaj Finance Limited Address: Akurdi, Pune 411035	L65910MH1987PLC042961	Holding	100	Section 2(46)
3	Bajaj Financial Securities Limited Address: Bajaj Auto Ltd. Complex, Mumbai - Pune Road, Akurdi - 411 035	U67120PN2010PLC136026	Subsidiary	100	Section 2(87)

(2) Non-Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Sub-total (B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	NIL	50,000,000	50,000,000	100	NIL	50,000,000	50,000,000	100	NIL

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (1 April 2014)			Shareholding at the end of the year (31 March 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Bajaj Finserv Limited	*3,90,00,000	100	NIL	NIL	NIL	NIL	100%
2.	Bajaj Finance Limited	NIL	NIL	NIL	*5,00,00,000	100	NIL	100%
	Total	3,90,00,000	100	NIL	5,00,00,000	100	NIL	100%

Note: 1. During the year the Bajaj Finserv Limited, the then holding company has sold its 100% shareholding in the Company to Bajaj Finance Limited on 1st November 2014. Further, on 12 December 2014, the company has allotted 1,10,00,000 shares to Bajaj Finance Limited, holding company.

2. *Out of the total number of shares held, 600 shares are held jointly (100 shares jointly with six individuals each)

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

Sr. No.	Particulars	Shareholding at the beginning of the year (1 April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3,90,00,000	100	3,90,00,000	100
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): Increase on 12 December 2014 pursuant to allotment of Shares to Bajaj Finance Limited	1,10,00,000	22	5,00,00,000	100
	At the end of the year	5,00,00,000	100	5,00,00,000	100

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): There are no shareholders of the Company apart from Promoters.

v) Shareholding of Directors and Key Managerial Personnel:

A. Shareholding of Directors-

(i) Shri Kevin D'sa jointly with Bajaj Finserv Limited

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (1 April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	100	0.00%	100	0.00%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Decrease- Transfer in favour of Bajaj Finance Limited jointly with Shri Anant Damle	(100)	(0.00)	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

(ii) Shri J Sridhar jointly with Bajaj Finserv Limited

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (1 April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	100	0.00%	100	0.00%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Decrease- Transfer in favour of Bajaj Finance Limited jointly Shri Rajeev Jain	(100)	(0.00)	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

B. Shareholding of Key Managerial Personnel -

(i) Shri Rajeev Jain jointly with Bajaj Finance Limited

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (1 April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Increase- Transfer from Bajaj Finserv Limited jointly with Shri J Sridhar	100	0.00%	100	0.00%
	At the end of the year	100	0.00%	100	0.00%

(ii) Shri Anant Damle jointly with Bajaj Finance Limited

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (1 April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Increase- Transfer from Bajaj Finserv Limited jointly with Shri Kevin D'sa	100	0.00	100	0.00
	At the end of the year	100	0.00	100	0.00

V. INDEBTEDNESS: NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER: **NIL**
- B. REMUNERATION TO OTHER DIRECTORS: **NIL**
- C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD-

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	*17,374 NIL	NIL	
2.	Stock Option	NIL	NIL	NIL	

3.	Sweat Equity	NIL	NIL	NIL	
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	
5.	Others, please specify	NIL	NIL	NIL	
	Total	NIL	*17,374	NIL	

*1. For the period from 1 April 2014 to 31 October 2014.

2. For the period from 1 November 2014 to 31 March 2015 is NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:NIL

BAJAJ HOUSING FINANCE LIMITED

REMUNERATION POLICY

(I) Criteria for Determining Qualifications, Positive Attributes & Independence of Director

1. Qualifications of Independent Director:-

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, operations or other disciplines related to the company's business.

2. Positive attributes of Independent Directors:-

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

3. Independence of Independent Directors:-

An Independent director should meet the requirements of the Companies Act, 2013 concerning independence of directors.

(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees

A. NON-EXECUTIVE DIRECTORS (NEDs)

NEDs may be paid a sitting fee for every meeting of the board or committee thereof attended by them as member, and/or commission at such rate as may be decided by the board.

Additional commission, apart from commission referred to above, may be paid to non-executive directors as may be decided by the board of directors of the company from time to time, depending on the extra time and effort as may be devoted and contribution as may be made by the non-executive directors.

The company has no stock options plans for directors and no payment by way of bonus, pension, incentives etc. shall be paid.

B. MANAGING DIRECTOR & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent.

The Remuneration to Managing Director, if any shall take into account the Company's overall performance, Managing Director's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

The Remuneration to Directors, Key Managerial Personnel, Senior Management and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Since the Key Managerial Personnel of the company are also the Key Managerial Personnel of the holding company namely, Bajaj Finance Limited, and they are in receipt of the remuneration from that company, no remuneration is being paid by the company at present.

The above criteria and policy are subject to review by the Nomination and Remuneration committee and the Board of Directors of the Company.

FOR BAJAJ HOUSING FINANCE LIMITED

**Pune
14 January 2015**

CHAIRMAN AND MANAGING DIRECTOR

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis- **Nil**

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Justification for entering into such contracts or arrangements or transactions

(f) date(s) of approval by the Board

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr .No	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any:
1.	Bajaj Finance Limited (BFL) - Fellow Subsidiary upto 31 October 2014 and Holding Company from 01 November 2014	Memorandum of understanding towards charges for inter-company services being Salary Cost for shared employees on the rolls of BFL	FY 2014-15	5% of Gross Monthly Salary Cost of the shared employees.	14-May-2014	Nil

For Bajaj Housing Finance Limited

Date: 20 May 2015

Rajeev Jain
Chairman and Managing Director

Dalal & Shah

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BAJAJ HOUSING FINANCE LIMITED

Report on the Standalone Financial Statements

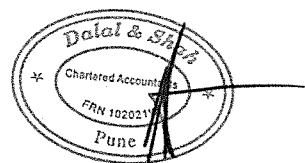
1. We have audited the accompanying standalone financial statements of **Bajaj Housing Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015 the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, 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

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.



Dalal & Shah, 252 Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028

T: +91 (22) 6669 1000, F: +91 (22) 6654 7800, +91 (22) 6654 7801

Dalal & Shah

Chartered Accountants

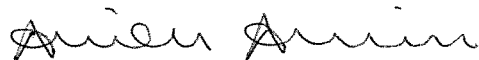
Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company does not have any pending litigations as at March 31, 2015 which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2015.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

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



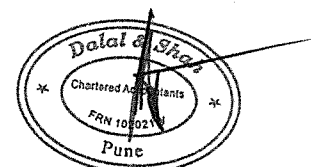
Anish P Amin
Partner
Membership Number: 40451

Mumbai
May 20, 2015

Dalal & Shah

Chartered Accountants

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii) of the said Order are not applicable to the Company.
- 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 sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, income tax, service tax and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax and service-tax which have not been deposited on account of any dispute.
(c) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has accumulated losses exceeding fifty percent of its networth as at the end of the financial year and it has also incurred cash losses during the financial year ended on that date and in the immediately preceding financial year.
- ix. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.




Dalal & Shah

Chartered Accountants

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

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



Anish P Amin
Partner
Membership Number: 40451

Mumbai
May 20, 2015

BAJAJ HOUSING FINANCE LIMITED
(Formerly Bajaj Financial Solutions Limited)

BALANCE SHEET

AS AT

31 March 2015

AND

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED

31 March 2015

BAJAJ HOUSING FINANCE LIMITED
(FORMERLY BAJAJ FINANCIAL SOLUTIONS LIMITED)
BALANCE SHEET AS AT 31 MARCH 2015

Amount in ₹

Particulars	Note No.	As at 31 March 2015	As at 31 March 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	500,000,000	390,000,000
Reserves and surplus	4	(253,011,541)	(253,090,461)
		246,988,459	136,909,539
Current liabilities			
Trade payables	5	252,541	314,507
Other current liabilities	5	1,511,436	1,487,055
		1,763,977	1,801,562
Total		248,752,436	138,711,101
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	7	-	311,741
		-	311,741
Non-current investments	6	120,000,000	120,000,000
Long-term loans and advances	8	1,961,481	2,140,552
		121,961,481	122,452,293
Current assets			
Current investments	6	116,785,246	2,785,246
Trade receivables	9	4,655	5,383
Cash and bank balances	11	9,778,497	13,237,495
Other current assets	10	222,557	230,684
		126,790,955	16,258,808
Total		248,752,436	138,711,101

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

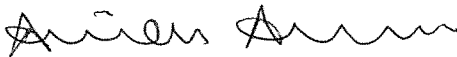
On behalf of the Board of Directors

For Dalal & Shah

Firm Registration No. 102021W

Chartered Accountants

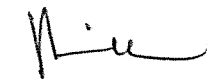

Rajeev Jain
 Chairman and Managing Director



Anish P Amin

Partner

Membership No. 40451



J Sridhar

**Director and Chairman
of Audit Committee**



Rajesh Viswanathan
 Chief Financial Officer



Anant Damle
 Company Secretary

Pune: 20 May 2015

BAJAJ HOUSING FINANCE LIMITED
(FORMERLY BAJAJ FINANCIAL SOLUTIONS LIMITED)
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2015

Amount in ₹

Particulars	Note No.	Year Ended 31 March 2015	Year Ended 31 March 2014
Revenue from operations	12	-	2,209,712
Other income	13	945,937	3,701,974
Total revenue		945,937	5,911,686
Expenses:			
Employee benefits expense	14	305	892,745
Depreciation and amortization expense	7	117,824	2,747,170
Other expenses	15	748,888	3,389,911
Total expenses		867,017	7,029,826
Profit before exceptional items and tax		78,920	(1,118,140)
Profit before tax		78,920	(1,118,140)
Tax expenses			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit after tax for the year		78,920	(1,118,140)
Basic and diluted Earnings per share (in ₹) (Nominal value per share ₹ 10)	16	0.00	(0.03)

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

On behalf of the Board of Directors

For Dalal & Shah

Firm Registration No. 102021W

Chartered Accountants



Anish P Amin

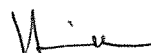
Partner

Membership No. 40451



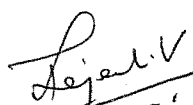
Rajesh Jain

Chairman and Managing Director



J Sidhar

**Director and Chairman
of Audit Committee**



Rajesh Viswanathan
Chief Financial Officer



Anant Damle
Company Secretary

Pune: 20 May 2015

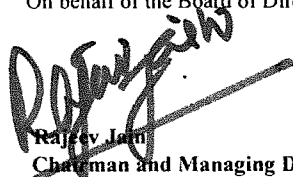
Cash Flow Statement for the year ended 31 March 2015

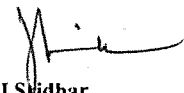
Particulars	2014-2015		2013-2014	
	₹	₹	₹	₹
I. OPERATING ACTIVITIES				
Profit/(Loss) before tax		78,920		(1,118,140)
Add:				
i) Depreciation	117,824		2,747,170	
ii) Loss on Sale of Assets	193,917		130,664	
		311,741		2,877,834
Less:				
i) Profit on redemption of securities, net	-		771,376	
ii) Interest on Fixed Deposits	828,311		256,316	
iii) Profit on Sale of Assets	-		50,143	
		828,311		1,077,835
Operating profit/(loss) before working capital change		(437,650)		681,859
Change in assets & liabilities				
i) Loans & advances	179,071		2,196,043	
ii) Trade receivable	728		206,920	
iii) Other assets	8,127		(180,262)	
iv) Liabilities & provisions	(37,585)		(3,364,996)	
		150,341		(1,142,295)
NET CASH FROM OPERATING ACTIVITIES		(287,309)		(460,436)
II. INVESTING ACTIVITIES				
i) Sales proceeds of assets / adjustment to gross block	-		5,760,641	
ii) (Increase)/Decrease in Investment in Bajaj Financial Securities Ltd	-		(6,000)	
iii) (Increase)/Decrease in other bank balance (fixed deposits)	(560,000)		(9,000,000)	
iv) (Increase)/Decrease in Investment in mutual funds	(114,000,000)		5,257,625	
	(114,560,000)		2,012,266	
v) Investment and other Non-operating Income:				
Profit on redemption of securities, net	-		771,376	
Interest on Fixed Deposits	828,311		256,316	
NET CASH FROM INVESTMENT ACTIVITIES		(113,731,689)		3,039,958
III. FINANCING ACTIVITIES				
Issue of share capital	110,000,000		-	
NET CASH FROM FINANCING ACTIVITIES		110,000,000		-
NET CHANGE IN CASH & CASH EQUIVALENTS		(4,018,998)		2,579,522
Cash and Cash Equivalents as at 01.04.2014		4,237,495		1,657,973
(Opening Balance)				
Cash and Cash Equivalents as at 31.03.2015		218,497		4,237,495
(Closing Balance)				


As per our attached report of even date


On behalf of the Board of Directors


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


Rajesh Jain
Chairman and Managing Director


J Sidhar
Director and Chairman
of Audit Committee


Anish P. Amin
Partner
Membership No. 40451
Pune : 20 May 2015


Rajesh Viswanathan
Chief Financial Officer


Anant Damle
Company Secretary

1. Background:

Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited) was incorporated, as wholly owned subsidiary of Bajaj Finserv Limited on 13 June 2008. During the year the company became a wholly owned subsidiary of Bajaj Finance Limited and, has also changed its object clause by incorporating objects relating to Housing Finance Business.

2. Summary of Significant Accounting Policies

a. Basis of Accounting

- i) The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties.
- ii) Financial Statements are prepared under the Historical cost convention. These costs are not adjusted to reflect the impact of changing value in the purchasing power of money.
- iii) Estimates and Assumptions used in the preparation of the financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements, which may differ from the actual results at a subsequent date.

b. Revenue recognition

- i) Income from financial advisory service charges is recognized net of service tax when due.
- ii) Commission on sale of life and general insurance policies is recognized net of service tax on due basis.

c. Investments

- i) Long term Investments are stated at cost. Provision for decline in value, other than temporary is considered whenever necessary.
- ii) Current Investments are stated at lower of the cost and fair value.
- iii) Profit/loss on sale/redemption of investments is recognized on the contract date



d. Fixed assets, Depreciation & Amortisation

A. Tangible assets

Tangible assets except land are carried at cost of acquisition, construction or at manufacturing cost, as the case may be, less accumulated depreciation and amortisation. Cost represents all expenses directly attributable to bringing the asset to its working condition for its expected use.

B. Depreciation and amortisation

Depreciation is provided on a pro rata basis on the straight line method over the useful lives of the assets as determined by the Management by internal technical assessments.

Depreciation on additions is being provided on pro rata basis from the month of such additions

Individual assets / group of similar assets costing less than ` 5,000 has been depreciated in full in the year of purchase.

Depreciation on assets sold, discarded or demolished during the year is being provided at their rates upto the month in which such assets are sold, discarded or demolished

e. Provisions and Contingent Liabilities

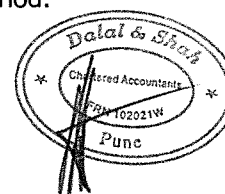
The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

f. Taxation

- a) Provision for Taxation is made for the current accounting period (reporting period) on the basis of the taxable profits computed in accordance with the Income Tax Act, 1961.
- b) Deferred Tax resulting from timing difference between book profits and taxable profits are accounted for to the extent deferred tax liabilities are expected to crystallise with reasonable certainty. However, in case of deferred tax assets (representing unabsorbed depreciation or carried forward losses) are recognised, if and only if there is virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realised. Deferred tax is recognised on adjustments to revenue reserves to the extent the adjustments are allowable as deductions in determination of taxable income and they would reverse out in future periods.

g. Earnings per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.



h. Employee Benefits

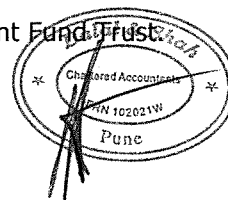
a) Privilege Leave entitlements

Privilege leave entitlements are recognised as a liability, in the calendar year of rendering of service, as per the rules of the company. As accumulated leave can be availed at any time during the tenure of employment the liability is recognised at the actuarially determined value by an Appointed Actuary.

b) Gratuity

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

c) Provident Fund Contributions are made to Government Provident Fund Trust



Notes to financial statements for the year ended 31 Mar 2015

3 Share Capital

	As at	
	31 March 2015 Amount in ₹	31 March 2014 Amount in ₹
Authorised :		
50,000,000 (50,000,000) equity shares of ₹ 10 each	500,000,000	500,000,000
Issued, subscribed and Fully paid-up shares :		
50,000,000 (39,000,000) equity shares of ₹ 10 each	500,000,000	390,000,000
	500,000,000	390,000,000

**a. Reconciliation of the shares outstanding at the beginning and at the end of the year
Equity shares**

	As at 31 March 2015		As at 31 March 2014	
	Nos.	Amount in ₹	Nos.	Amount in ₹
At the beginning of the year	39,000,000	390,000,000	39,000,000	390,000,000
Issued during the year	11,000,000	110,000,000	-	-
Outstanding at the end of t	50,000,000	500,000,000	39,000,000	390,000,000

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote

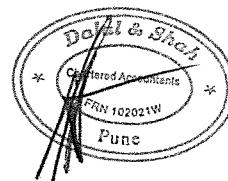
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by holding company

	As at 31 March 2015		As at 31 March 2014	
	Nos.	% Holding	Nos.	% Holding
Equity shares of ₹ 10 each fully paid				
Bajaj Finserv Limited			39,000,000	100.00%
Bajaj Finance Limited	50,000,000	100.00%		
(Bajaj Finance Limited acquired 39,000,000 shares of the Company on 1st November 2014 from Bajaj Finserv Limited)				

d. Details of shareholders holding more than 5% shares in the company

	As at 31 March 2015		As at 31 March 2014	
	Nos.	% Holding	Nos.	% Holding
Equity shares of ₹ 10 each fully paid				
Bajaj Finserv Limited			39,000,000	100.00%
Bajaj Finance Limited	50,000,000	100.00%		
(Bajaj Finance Limited acquired 39,000,000 shares of the Company on 1st November 2014 from Bajaj Finserv Limited)				



Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited)
Notes to financial statements for the year ended 31 March 2015

4 Reserves and surplus

	As at	
	31 March 2015 Amount in ₹	31 March 2014 Amount in ₹
Surplus in the statement of profit and loss		
Balance as per last financial statements	(253,090,461)	(251,972,321)
Profit/(Loss) for the year	78,920	(1,118,140)
Net surplus in the statement of profit and loss	(253,011,541)	(253,090,461)
Total reserves and surplus	(253,011,541)	(253,090,461)

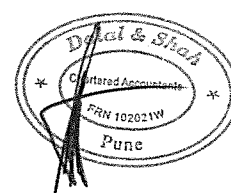
5 Current liabilities

	As at	
	31 March 2015 Amount in ₹	31 March 2014 Amount in ₹
Trade payables		
Dues to micro and small enterprises	-	-
Other than dues to micro and small enterprises	252,541	314,507
	<u>252,541</u>	<u>314,507</u>
Other current liabilities		
Taxes Payable	-	3,042
Employee Benefits Payable	-	5,322
Other Payables	1,511,436	1,478,691
	<u>1,511,436</u>	<u>1,487,055</u>
	<u>1,763,977</u>	<u>1,801,562</u>

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

6 Investments

	Non-current		Current maturities	
	As at		As at	
	31 March 2015 Amount in ₹	31 March 2014 Amount in ₹	31 March 2015 Amount in ₹	31 March 2014 Amount in ₹
Long Term Investments :				
Trade				
In Subsidiary Companies				
Equity Shares:				
Unquoted:				
14,000,000 shares of	140,000,000	140,000,000		
Less: Provision for Diminution in the value of investments	(20,000,000)	(20,000,000)		
Current Investments :				
In Mutual Funds				
Unquoted:				
IDFC Money Manager Fund Treasury Plan C - Growth - Defunt (101,780 units, Previous Year : 101,780 units)			1,285,246	1,285,246
IDFC Money Manager Fund Treasury Plan C - Growth - Direct (263,987 units, Previous Year : 73,867)			5,500,000	1,500,000
Birla Sun Life Savings Fund - Growth - Direct Plan (418,358 units, Previous Year : Nil)			110,000,000	-
Total	120,000,000	120,000,000	116,785,246	2,785,246

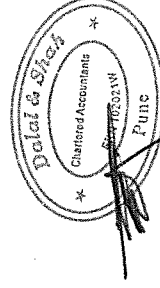


Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited)
Notes to financial statements for the year ended 31 March 2015

Notes to financial statements for the year ended 31 March 2015

7. Fixed assets (tangible and intangible assets)

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As on 31 March 2014	Additions	Deductions & Adjustments	As on 31 March 2015	As on 31 March 2014	Deductions & Adjustments	For the Year	As on 31 March 2015	As on 31 March 2014
Tangible Assets :									
Furniture & Fixtures	420,432	-	420,432	-	216,612	287,418	70,806	-	203,820
Office Appliances	247,461	-	247,461	-	139,540	186,558	47,018	-	107,921
Total Tangible Assets	667,893	-	667,893	-	356,152	473,976	117,824	-	311,741
Total Fixed Assets	667,893	-	667,893	-	356,152	473,976	117,824	-	311,741
Previous Year Total	27,050,696	-	26,382,803	667,893	18,150,623	20,541,641	2,747,170	356,152	8,900,073



Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited)
Notes to financial statements for the year ended 31 March 2015

8 Loans and advances

(Unsecured, good, unless stated otherwise)

	Long-term		Short-term	
	As at		As at	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Amount in ₹	Amount in ₹	Amount in ₹	Amount in ₹
Security deposits	11,219	25,000	-	-
Less : Allowance for Doubtful	(11,219)	-	-	-
	-	-	-	-
Other loans and advances				
CENVAT credit receivable	1,313,982	1,285,894	-	-
Advance income-tax	647,499	829,658	-	-
	-	-	-	-
	1,961,481	2,115,552	-	-
Total	1,961,481	2,140,552	-	-

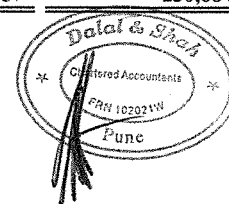
9 Trade receivable

	Current	
	As at	
	31 March 2015	31 March 2014
	Amount in ₹	Amount in ₹
Others , Good	4,655	5,383
	4,655	5,383

10 Other assets

(Unsecured, good, unless stated otherwise)

	Non-current		Current	
	31 March 2012	31 March 2011	31 March 2012	31 March 2011
	Amount in ₹	Amount in ₹	Amount in ₹	Amount in ₹
Long term trade receivables [See note 12]	-	-	-	-
Non-current bank balances	-	-	-	-
Others				
Interest accrued but not due	-	-	222,557	230,684
Total	-	-	222,557	230,684



Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited)
Notes to financial statements for the year ended 31 March 2015

11 Cash and bank balances

	Current	
	As at 31 March 2015 Amount in `	31 March 2014 Amount in `
Cash and cash equivalents		
Balances with banks:		
On current accounts	218,497	642,717
Cash equivalents		
Cheques/drafts on hand	-	3,594,778
Other bank balances		
Deposits with original maturity for more than 3 months but less than and equal 12 months	9,560,000	9,000,000
	9,778,497	13,237,495

12 Revenue from operations

	For the year ended	
	31 March 2015 Amount in `	31 March 2014 Amount in `
Income from Services		
Commission from Insurance Companies	-	151,247
Commission from AMC's	-	2,058,465
Revenue from operations	-	2,209,712

13 Other income

	For the year ended	
	31 March 2015 Amount in `	31 March 2014 Amount in `
Profit on sale of investments	-	771,376
Miscellaneous receipts	-	1,317
Interest on Fixed deposits	828,311	256,316
Profit on Sale of Assets	-	50,143
Provision no longer required	-	2,622,822
Other Commission from AMC	93,113	-
Interest on Income Tax Refund	24,513	-
	945,937	3,701,974

14 Employee benefit expense

	For the year ended	
	31 March 2015 Amount in `	31 March 2014 Amount in `
Salaries, wages and bonus to employees	-	752,729
Contribution to provident and other funds	305	140,016
	305	892,745



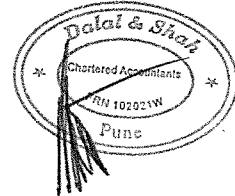
Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited)
Notes to financial statements for the year ended 31 March 2015

15 Other expenses

	For the year ended	
	31 March 2015 Amount in ₹	31 March 2014 Amount in ₹
Repairs to others	-	79,635
Site Maintenance & Clearing Charges	-	36,138
Advisory Fees refund	-	935,608
Rent	-	517,092
Insurance	-	995
Power, water, rates and taxes	-	44,130
Payment to Auditor	140,000	100,000
Legal & professional charges	340,807	133,910
Information Technology related expenses	-	64,958
Telephone & connectivity expenses	-	116,692
Travelling Expenses	2,196	11,001
Printing & Stationery Expenses	11,970	33,139
Business Support services	23,172	261,025
Outsourcing cost	-	860,713
Miscellaneous expenses	36,826	64,211
Loss on Sale of Asset	193,917	130,664
	748,888	3,389,911

Payment to auditor

	For the year ended	
	31 March 2015 Amount in ₹	31 March 2014 Amount in ₹
As auditor:		₹
Audit fee	100,000	100,000
Other services (certification fees)	40,000	-
	140,000	100,000



Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited)
Notes to financial statements for the year ended 31 March 2015

16 Earning per share (EPS)

	For the year ended	
	31 March 2015	31 March 2014
Earnings per share is calculated by dividing the profit attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earnings are stated below :		
a Profit for the year after taxation (₹)	78,920	(1,118,140)
Weighted average number of shares outstanding during the year	42,315,068	39,000,000
b Basic Earnings per share (₹)	0.00	(0.03)
c Profit for the year after taxation (₹)	78,920	(1,118,140)
Weighted average number of shares outstanding during the year (including share application money)	42,315,068	39,000,000
d Diluted Earnings per share (₹)	0.00	(0.03)
Face value per share ₹	10	10

19 Previous year figures

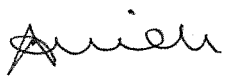
Previous year figures have been reclassified to conform to this year's classification.


In terms of our report of even date


On behalf of the Board of Directors

For Dalal & Shah
 Firm Registration No. 102021W
 Chartered Accountants


Rajeev Jain
 Chairman and Managing Director


Anish P Amin
 Partner
 Membership No. 40451


J Sridhar
 Director and Chairman
 Audit Committee


Rajesh Viswanathan
 Chief Financial Officer


Anant Damle
 Company Secretary

Pune: 20 May 2015

Bajaj Housing Finance Limited (Formerly Bajaj Financial Solutions Limited)
Notes to financial statements for the year ended 31 March 2015

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

Funded Scheme

	₹	
	As at 31 March 2015	As at 31 March 2014
Amount To Be Recognized in Balance Sheet	Gratuity	Gratuity
Present Value of Funded Obligations	-	-
Fair Value of Plan Assets	-	-
Amount not recognized as an Asset (limit in Para 59(b))	-	-
Net Liability	-	-
Amounts in Balance Sheet		
Liability	-	-
Assets	-	-
Net Liability	-	-

Expense To Be Recognized in the Statement of P&L

Current Service Cost	-	248,334
Interest on Defined Benefit Obligation	-	84,728
Expected Return on Plan Assets	-	(269,302)
Net Actuarial Losses / (Gains) Recognized in Year	-	(872,037)
Effect of the limit in Para 59 (b)	-	(940,419)
Total, Included in "Employee Benefit Expense"	-	(1,748,696)
Actual Return on Plan Assets		

	As at 31 March 2015	As at 31 March 2014
Assets information		
Insurer Managed Funds	NA	100.00%

	As at 31 March 2015	As at 31 March 2014
Experience Adjustments		
Defined Benefit Obligation	-	-
Plan Assets	-	-
Surplus / (Deficit)	-	-
Exp. Adj. on Plan Liabilities	NA	(1,138,086)
Exp. Adj. on Plan Assets	NA	(266,049)

	As at 31 March 2015	As at 31 March 2014
Principal Actuarial Assumptions (Expressed as Weighted Averages)		
Discount Rate (p.a.)	0.00%	9.35%
Expected Rate of Return on Assets (p.a.)	0.00%	7.50%
Salary Escalation Rate (p.a.) - Senior Staff	0.00%	10.00%
Salary Escalation Rate (p.a.) - Junior Staff	0.00%	10.00%

Unfunded Scheme

	₹	
	As at 31 March 2015	As at 31 March 2014
Particulars	Compensated Absences	Compensated Absences
Present Value of Unfunded Obligations	-	-
Expense recognized in the Statement of P&L	-	-
Discount Rate (p.a.)	-	-
Salary Escalation Rate (p.a.) - Senior Staff	-	-
Salary Escalation Rate (p.a.) - Junior Staff	-	-



18 Related Party Disclosure		2013-14		2014-15	
Disclosure of Transactions with Related Parties as required by the Accounting Standard -18:					
Name of related party and Nature of relationship	Nature of transaction	Transaction Value	Outstanding amounts carried in the Balance Sheet	Transaction Value	Outstanding amounts carried in the Balance Sheet
A Holding company, Subsidiaries and Fellow subsidiary:					
Bajaj Finserv Limited (Holding company till Oct 31, 2014)	Contribution to Equity [39,000,000 shares of Rs. 10 each] Share application money received Business support services received	190,800	(390,000,000)	-	-
Bajaj Financial Securities Limited (Subsidiary Company)	Contribution to Equity [14,000,000 shares of Rs. 10 each] Sale of Fixed Assets	6,000 238,246	140,000,000	-	-
Bajaj/Allianz General Insurance Co Ltd (Fellow Subsidiary)	Insurance premium paid	-	-	-	-
Bajaj Allianz Life Insurance Co Limited (Fellow Subsidiary)	Insurance Commission Received Reimbursement of Infrastructure cost	151,247	-	-	-
Bajaj Finance Limited (Holding company from Nov 1st 2014)	Contribution to Equity [50,000,000 shares of Rs. 10 each] Business support services received Business support services provided Sale of Assets	110,000,000 24,996	(500,000,000)	-	-
B Individuals controlling voting power / exercising significant influence and their Relatives:					
Rahul Bajaj	Nil	-	-	-	-
Shekhar Bajaj	Nil	-	-	-	-
Madhur Bajaj	Nil	-	-	-	-
Niraj Bajaj	Nil	-	-	-	-
Rajiv Bajaj	Nil	-	-	-	-
Sanjiv Bajaj	Nil	-	-	-	-
C Key Management Personnel & their Relatives:					
Rajeev Jain (Chairman & Managing Director)	Remuneration	-	-	-	-
D Enterprises over which anyone in (b) & (c) exercises significant influence:					
Bajaj Auto Limited	Reimbursement of Expenses	2,500	-	24,744	(65,909)
Bajaj Electricals Ltd	Purchase of asset	-	(65,909)	-	-
Hind Musafir Agency Ltd	Services received	-	-	-	-
Bajaj Allianz Staffing Solutions (A unit of Bajaj Allianz Financial Distributors Limited)	Manpower Services Expenses	-	-	-	-



Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

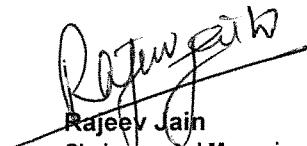
Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1.Name of the subsidiary	Bajaj Financial Securities Limited
2.Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2014 – 31.03.2015
3. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not applicable
4.Share capital	140,000,000
5.Reserves & surplus	-19,543,947
6.Total assets	121,148,807
7.Total Liabilities	692,754
8.Investments	103,153,702
9.Turnover	858,930
10.Profit before taxation	154,642
11.Provision for taxation	-
12.Profit after taxation	154,642
13.Proposed Dividend	NA
14.% of shareholding	100%

Part "B": Associates and Joint Ventures – Not Applicable

For Dalal & Shah
Chartered Accountants
Firm Registration No. 102021W


Rajeev Jain
Chairman and Managing
Director


J Sridhar
Director and Chairman
of Audit Committee



Anish P Amin
Partner
Membership No. 40451



Rajesh Viswanathan
Chief Financial Officer



Anant Damle
Company Secretary

Pune: 20 May 2015

Pune: 20 May 2015