

**TRUE COPY OF THE MINUTES OF EIGHTH ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS HELD ON 23 JULY 2015**

The Eighth Annual General Meeting of the members of Bajaj Auto Limited was held on **Thursday, 23 July 2015 at 12.15 p m** at the registered office of the company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411 035.

237 members were present in person or by proxy.

Shri Rahul Bajaj, Chairman, Shri Nanoo Pamnani, Chairman of the Audit Committee and Shri Madhur Bajaj, Vice-Chairman, Shri Rajiv Bajaj, Managing Director, Shri D J Balaji Rao, Chairman of the Nomination & Remuneration Committee and Stake holders' Relationship Committee and the other directors, viz., Shri Sanjiv Bajaj, Shri Shekhar Bajaj, Shri D S Mehta, Shri S H Khan, Shri Naresh Chandra, Shri P Murari Shri Manish Kejriwal, Shri Niraj Bajaj and Dr Gita Piramal were also present.

S/Shri J N Godrej and Kantikumar Podar, directors were unable to attend the meeting due to unavoidable reasons.

Shri Kevin D'sa CFO and Shri J Sridhar, Company Secretary were in attendance.

Shri Russell Parera, Partner, M/s Dalal and Shah, Statutory Auditors of the Company and Shri Shyamprasad D Limaye, Secretarial Auditor and the Scrutinizer appointed by the Company for e-voting process were also present.

Shri Rahul Bajaj, Chairman of the Board of Directors of the Company, confirming that the valid quorum was present, took the chair and called the meeting to order.

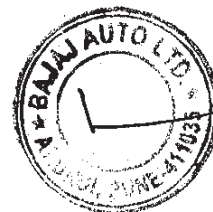
The Chairman then declared that the Standalone & consolidated financial statements, directors' report and auditors' report, Secretarial Audit Report, proxy register with proxies, register of directors' shareholdings under section 170 of the Companies Act, 2013 and register of contracts under section 189 of the Companies Act, 2013 had been laid on the table and were kept open for inspection in accordance with the provisions of the Companies Act, 2013.

The Chairman stated that 32 valid proxies for 7,753,404 shares were received. He added that resolutions under section 113 of the Companies Act, 2013 for authorisation to vote in respect of 141,179,780 shares representing 51.47 % in the aggregate of the Company's paid up share capital, had also been received.

Notice convening the meeting was, with the consent of the members present, taken as read.

Thereafter, Chairman stated that under the new law, the Auditors' Reports on the standalone & consolidated financial statements were to be read only when there were qualifications or adverse observation or comments in the Report. As there were no such qualifications, observations or comments, the Auditors' Report was not read out at the meeting.

The Chairman, while addressing the meeting and commenting upon the working of the company –



- reviewed the performance and unaudited financial results for the first three months (April - June, 2015) of the current year, as against corresponding period of the previous year;
- stated that sales during the first quarter of the current year ended 30 June 2015 were more at 1,013,029 two and three wheelers as compared to 988,430 two and three wheelers during the corresponding period of the previous year;
- added that profit before tax for the quarter ended 30 June 2015 was higher at Rs 1,498 crore as compared to Rs. 1,075 crore in the corresponding quarter of the previous year, and profit after tax was at Rs. 1,015 crore as compared to Rs. 740 crore and expressed satisfaction about the consistent operating margin; and
- gave highlights of the export performance, non-operating income and market share of the company in the two and three wheeler industry during the quarter April-June 2015 vis-à-vis April-June 2014.

The Chairman after elaborating on the new provisions of law concerning remote e-voting and e-voting at the meeting, stated that for those shareholders who had not voted prior to the meeting, facility was provided to vote through electronic means / InstaPoll at the venue of this meeting, after completing the discussions on all the items of the AGM notice.

He also added that, Shri Shyamprasad D Limaye, a practicing Company Secretary, was appointed by the Board of Directors of the company as a Scrutinizer for scrutinizing the e-voting process and that the Results of the meeting along with the consolidated scrutinizer's report would be declared and posted on the company's website and Karvy's website, not later than 26 July 2015 & shall also be forwarded to the stock exchanges.

1. Adoption of Accounts and the Directors' & Auditors' Reports thereon

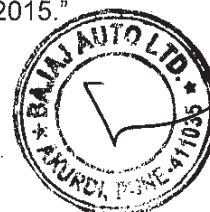
The Chairman then proposed the following resolution as an ordinary resolution which was seconded by Shri Madhur Bajaj:

"RESOLVED that the standalone and consolidated financial statements of the Company for the year ended 31 March 2015 and the Directors' Report and Auditors' Report thereon be and are hereby adopted."

2. Declaration of Dividend

The Chairman then proposed the following resolution as an ordinary resolution, which was seconded by Shri Rajiv Bajaj:

"RESOLVED that the dividend recommended by the Directors viz. ₹ 50/- (Rupees Fifty only) per share (500 per cent) be and is hereby declared and the same be paid to those members whose names appear (a) as beneficial owners as at the end of the business on 10 July 2015, and (b) as members in the Register of Members of the company, after giving effect to the valid share transfer requests as received by the Company on or before 10 July 2015."



3. Re-appointment of Shri Shekhar Bajaj

Shri Kevin D'sa proposed the following resolution as an ordinary resolution, which was seconded by Shri Bhaskar Gokhale:

"RESOLVED that Shri Shekhar Bajaj (DIN 00089358) who retires by rotation be and is hereby re-appointed as a Director of the Company."

4. Re-appointment of Shri Niraj Bajaj

Shri Sanjiv Bajaj proposed the following resolution as an ordinary resolution, which was seconded by Shri Bhaskar Gokhale:

"RESOLVED that Shri Niraj Bajaj (DIN 00028261) who retires by rotation be and is hereby re-appointed as a Director of the Company."

5. Appointment of Auditors

Shri Kevin D'Sa proposed the following resolution as an ordinary resolution, which was seconded by Shri Bhaskar Gokhale:

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, appointment of Dalal & Shah, Chartered Accountants (Firm Registration No. 102021W), be and is hereby ratified as Auditors of the Company for the year 2015-16 on a remuneration of Rs 10,000,000 (Rupees one crores only) plus service tax thereon and reimbursement of travelling and other out-of-pocket expenses."

6. Appointment of Dr. Gita Piramal as Independent director

Shri Sanjiv Bajaj proposed the following resolution as an ordinary resolution, which was seconded by Shri J Sridhar:

"RESOLVED that Dr. Gita Piramal (DIN 01080602) who was appointed by the Board of directors as an additional director under section 161(1) of the Companies Act, 2013 and who vacates her office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as an independent director of the company pursuant to section 149 of the Companies Act, 2013 and Rules made there under, for a period of five years with effect from 23 July 2015 upto 24 July 2020"

"RESOLVED FURTHER that pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Dr. Gita Piramal be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

At this juncture, the Chairman requested Shri Naresh Chandra, Director, to take the chair and conduct further proceedings of the meeting in respect of the next three items of the agenda, in two of which he may be considered interested or concerned.



7. Appointment of Rahul Bajaj as Chairman of the Company

Shri Niraj Bajaj proposed the following resolution as a Special resolution, which was seconded by Shri J Sridhar:

“RESOLVED that pursuant to the provisions of sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Schedule V thereto (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of Rahul Bajaj as the Chairman of the Company for a five year term commencing from 1 April 2015 till 31 March 2020 on the terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Rahul Bajaj, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Rahul Bajaj”

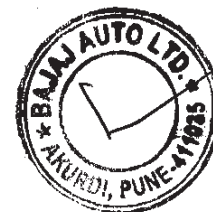
“FURTHER RESOLVED that in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Rahul Bajaj be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting”

“AND FURTHER RESOLVED 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.”

8. Appointment of Madhur Bajaj as Vice Chairman of the Company

Shri Sanjiv Bajaj proposed the following resolution as a Special resolution, which was seconded by Shri Kevin D'sa:

“RESOLVED that pursuant to the provisions of sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Schedule V thereto (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of Madhur Bajaj as the Vice Chairman of the Company for a five year term commencing from 1 April 2015 till 31 March 2020 on the terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Madhur Bajaj, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Madhur Bajaj”.



"FURTHER RESOLVED that in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Madhur Bajaj be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting".

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

9. Appointment of Rajiv Bajaj as Managing Director of the Company

Shri Niraj Bajaj proposed the following resolution as a Special resolution, which was seconded by Shri Bhaskar Gokhale:

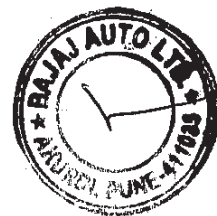
"RESOLVED that pursuant to the provisions of sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Schedule V thereto (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of Rajiv Bajaj as the Managing Director of the Company for a five year term commencing from 1 April 2015 till 31 March 2020 on the terms and conditions including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Rajiv Bajaj, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Rajiv Bajaj."

"FURTHER RESOLVED that in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Rajiv Bajaj be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting."

"AND FURTHER RESOLVED 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."

Shri Naresh Chandra handed over the proceedings to the Chairman and he thereafter resumed the chair.

The objective and implications of the resolutions being self-explanatory, the Chairman then invited the members to give their comments / queries on all the resolutions.



Shri Vibhas Khandwala, Shri S A Khanolkhar, Shri Ankur Jain, Shri Niraj Gupta, Shri Vinayak Bapat, Shri Subodh Shah and Shri Parvez Kasnavia, sought various details / clarifications and / or gave their views.

The queries / comments from the shareholders were, inter alia, about the Company's market share, exports, scooter & motor cycle market, 4 wheeler / Quadricycle project, investment of surplus funds, road-map/strategy for next few years, capital expenditure plans, financials, new product launches, vision for building product portfolio and other matters.

Before Shri Rajiv Bajaj, Managing Director rose to reply to the queries of the shareholders, Shri Shekhar Bajaj, with the permission of the Chairman took up a special item. In his brief address, he informed the shareholders that Shri Rahul Bajaj, Chairman had completed 50 years of glorious service at Bajaj Auto Limited and explained as to he had steered the company to incredible heights during this period. On this occasion, Shri Naresh Chandra also spoke about Shri Rahul Bajaj and his various facets and unique leadership qualities. S/Shri Shekhar Bajaj, Naresh Chandra and S. H Khan felicitated the Chairman. Shri Naresh Chandra then presented a Special Citation on behalf of the board of directors of the company on the occasion of 'celebrating 50 years' of Shri Rahul Bajaj in Bajaj Auto. A few shareholders viz. Naveen Phatak, Kisan Choksey and Prem Bagga also came forward to felicitate Shri Rahul Bajaj on this occasion. A film on his life was then shown to the shareholders giving a glimpse of his outstanding achievements, which was appreciated by all with a standing ovation.

After the special event, Shri Rajiv Bajaj, Managing Director rose to clarify on the queries and give his comments on various subjects, including company's strategy, domestic markets, new product launches, progress in 4-wheeler/quadricycle project, exports, KTM motorcycles, brand strategy, virtues of specialization, business model and other related matters.

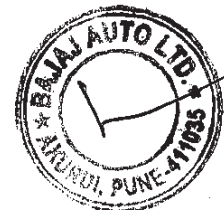
The Chairman, apart from acknowledging the felicitation accorded to him, dealt with the remaining queries and gave his concluding remarks.

The Chairman then thanked the members for their participation in the meeting and announced that the proceedings of the meeting shall close after the members present and who have not voted earlier have cast their vote through InstaPoll and the Scrutinizer confirms the closure of voting at the AGM.

Chairman then requested the Company Secretary and the Scrutinizer to co-ordinate for an orderly conduct of the e-voting at the meeting.

With the assistance from Karvy, the e-voting agency, the voting through InstaPoll system was conducted at the meeting.

The Scrutinizer, Shri Shyamprasad D Limaye, after conclusion of counting of votes cast at the AGM, unblocked the votes cast through remote e-voting, in the presence of Shri Neelkanth Limaye and Shri Chaitanya Pol, two witnesses not in the employment of the Company and submitted his consolidated report on e-voting comprising remote e-voting (which included Physical Ballot forms sent in advance) and e-voting at the venue of the AGM, summary of which is as mentioned hereunder:



Resolution 1: Ordinary Resolution - Adoption of Financial Statements for the year ended 31 March 2015 and the Directors' and Auditors' Reports thereon.

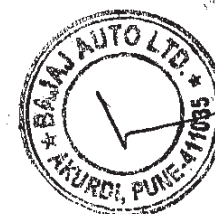
Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in Favour on votes Cast (6)= [(4)/(2)]*100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
Promoter and Promoter Group	142,491,682	14,144,4524	99.27	141,444,524	-	100.00	0
Public – Institutional holders	71,868,591	57,661,882	80.23	56,876,357	-	98.64	0
Public-Others	75,006,747	26,471,362	35.29	26,468,941	-	99.99	0
Total	289,367,020	*22,55,77,768	77.96	224,789,822	-	99.65	0

* includes 7, 87,946 shares - Votes invalid / abstained

Resolution 2: Ordinary Resolution - Declaration of Dividend on Equity Shares.

Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes –in Favour (4)	No. of Votes – against (5)	% of Votes in Favour on votes Cast (6)= [(4)/(2)]*100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0
Public – Institutional holders	71,868,591	57,661,882	80.23	57,107,485	-	99.04	0
Public-Others	75,006,747	26,471,362	35.29	26,468,942	-	99.99	0
Total	289,367,020	*22,55,77,768	77.96	225,020,951	-	99.75	0

* includes 5, 56,817 shares - Votes invalid / abstained



Resolution 3: Ordinary Resolution - Re-appointment of Shekhar Bajaj, who retires by rotation.

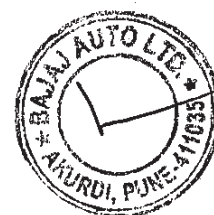
Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015)	No. of Votes Cast	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in Favour	No. of Votes – against	% of Votes in Favour on votes Cast (6)= [(4)/(2)]* 100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0.00
Public – Institutional holders	71,868,591	57,661,882	80.23	24,751,363	32,329,848	42.93	56.07
Public-Others	75,006,747	26,471,362	35.29	26,310,859	8,523	99.39	0.03
Total	289,367,020	*22,55,77,768	77.96	192,506,746	32,338,371	85.34	14.34

* includes 7, 32,651 shares - Votes invalid / abstained

Resolution 4: Ordinary Resolution - Re-appointment of Niraj Bajaj, who retires by rotation.

Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015)	No. of Votes Cast	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in Favour	No. of Votes – against	% of Votes in Favour on votes Cast (6)= [(4)/(2)]* 100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0.00
Public – Institutional holders	71,868,591	57,661,882	80.23	55,364,731	1,742,754	96.02	3.02
Public-Others	75,006,747	26,471,362	35.29	26,468,888	54	99.99	0.00
Total	289,367,020	*22,55,77,768	77.96	223,278,143	1,742,808	98.98	0.77

* includes 5, 56, 817 shares - Votes invalid / abstained



Resolution 5: Ordinary Resolution - Ratification of appointment of Dalal & shah, Chartered Accountant as Auditors and fixing their Remuneration.

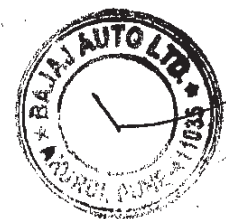
Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015)	No. of Votes Cast	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast (6)= [(4)/(2)]* 100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0.00
Public -- Institutional holders	71,868,591	57,661,882	80.23	55,677,532	908,310	96.56	1.58
Public-Others	75,006,747	26,471,362	35.29	26,468,812	130	99.99	0.00
Total	289,367,020	*22,55,77,768	77.96	223,590,868	908,440	99.12	0.40

* includes 10, 78,460 shares - Votes invalid / abstained

Resolution 6: Ordinary Resolution - Appointment of Dr Gita Piramal as an Independent Director.

Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015)	No. of Votes Cast	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes –in Favour	No. of Votes – against	% of Votes in Favour on votes Cast (6)= [(4)/(2)]* 100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0.00
Public – Institutional holders	71,868,591	57,661,882	80.23	57,067,356	40,129	98.97	0.07
Public-Others	75,006,747	26,471,362	35.29	26,468,920	22	99.99	0.00
Total	289,367,020	*22,55,77,768	77.96	224,980,800	40,151	99.74	0.02

* includes 5, 56, 817 shares - Votes invalid / abstained



Resolution 7: Special Resolution - Appointment of Rahul Bajaj as the Chairman for a term of 5 years.

Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015)	No. of Votes Cast	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast (6)= [(4)/(2)]*100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0.00
Public - Institutional holders	71,868,591	57,661,882	80.23	30,993,184	24,994,588	53.75	43.35
Public-Others	75,006,747	26,471,362	35.29	26,460,472	8,470	99.96	0.03
Total	289,367,020	*22,55,77,768	77.96	198,898,180	25,003,058	88.17	11.08

* includes 16, 76,530 shares - Votes invalid / abstained

Resolution 8: Special Resolution - Appointment of Madhur Bajaj as the Vice Chairman for a term of 5 years.

Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015)	No. of Votes Cast	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes -in Favour	No. of Votes - against	% of Votes in Favour on votes Cast (6)= [(4)/(2)]*100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0.00
Public - Institutional holders	71,868,591	57,661,882	80.23	30,993,184	24,994,588	53.75	43.35
Public-Others	75,006,747	26,471,362	35.29	26,460,472	8,470	99.96	0.03
Total	289,367,020	*22,55,77,768	77.96	198,898,180	25,003,058	88.17	11.08

* includes 16, 76,530 shares - Votes invalid / abstained



Resolution 9: Special Resolution - Appointment of Rajiv Bajaj as the Managing Director for a term of 5 years.

Promoter/ Public	No. of shares held (as on the cut-off date, i.e. 16 July 2015) (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes -in Favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes Cast (6)= [(4)/(2)]*100	% of Votes against on votes Cast (7)= [(5)/(2)]*100
Promoter and Promoter Group	142,491,682	141,444,524	99.27	141,444,524	-	100.00	0.00
Public - Institutional holders	71,868,591	57,661,882	80.23	30,993,184	24,994,588	53.75	43.35
Public-Others	75,006,747	26,471,362	35.29	26,460,468	8,474	99.96	0.03
Total	289,367,020	*22,55,77,768	77.96	198,898,176	25,003,062	88.17	11.08

* includes 16, 76,530 shares - Votes invalid / abstained

All the above resolutions as set out in Item No. 1 to 9 in the Notice of the 8th Annual General Meeting of the Company were duly passed with requisite majority and are recorded as part of the proceedings of this Annual General Meeting of the members

For Bajaj Auto Limited,




(JSRIDHAR)
COMPANY SECRETARY

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