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Merrill Lynch

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Upgrade Hero Honda to Neutral

Downgrade Bajaj Auto to Sell

We prefer Hero Honda in two wheelers, and upgrade from our Sell rating. This is based on relative valuations, on expectations of (1) sustained expansion in market share, and (2) superior earnings trajectory.

This is a non-consensus call, and based on worsening fundamentals of Bajaj

reflected in sharp downward revision of forecasts. Also, our revised rating factors

positive news flow on restructuring involving spinoff of financial assets. We are also upgrading Hero Honda (XHROF; Rs705; C-3-7 to C-2-7) to Neutral, which is expanding market presence in the two wheeler space, at the expense of Bajaj

Auto's domestic two wheeler business, both on demand and pricing. This is

Switch out from Bajaj Auto

Market share differential is expanding

Auto (BJJAF/BJAUF; Rs2609/US\$63.50; C-2-7 to C-3-7).

Bajaj Auto's competitive position in key motorcycle segments (100cc and 125cc) has diluted, as Hero Honda has hit back with recent product successes. This has resulted in a massive 360bps erosion of market share these past months, a position which is unlikely to reverse over the medium term.

Forecasts revised down for Bajaj Auto

We are slashing EPS estimates for Bajaj Auto by 9.7% in FY08, and 9.5% in FY09, pulled down by slowing volumes and declining margins. The impact should be acutely evident in H1 FY08 (estimate ~13% YoY decline). We are raising estimates sharply for Hero Honda.

Bajaj Auto overvalued on current fundamentals

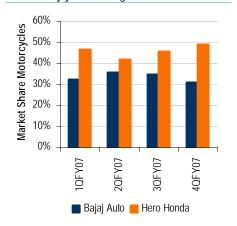
Revised sum of parts value of Rs 2,448 (earlier Rs 2,568) is based on FY09E financials, and factors full value of insurance businesses on imminent spinoff to a separate financial arm.

Table 1: Valuation summary

			PER			ROE	EV/EBITDA
	Inv. Rating	FY07E	FY08E	FY09E	FY07-09E	FY07E	FY09E
Bajaj Auto*	Sell	16.3	16.0	12.7	23.8	24.9	7.8
Hero Honda	Neutral	16.3	14.8	12.6	1.2	38.8	7.4

Source: Merrill Lynch Research Estimates * Bajaj Auto's multiple excludes value of insurance subsidiaries for relevant years

Chart 1: Bajaj Auto losing to Hero Honda



Source: Merrill Lynch Research, Society of Indian Automobile Manufacturers

Table 2: Revision of EPS - Bajaj Auto

(Rs)	FY08E	FY09E
Earlier	121.6	136.3
Revised	109.8	123.3
Chg	-9.7%	-9.5%

Source: Merrill Lynch Research Estimates

Table 3: Revision of EPS - Hero Honda

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(Rs)	FY08E	FY09E
Earlier	43.6	47.9
Revised	47.5	55.5
Chg	9.0%	15.9%

Source: Merrill Lynch Research Estimates

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Switch out from Bajaj Auto

In the two wheeler space, we recommend a shift out from Bajaj Auto to Hero Honda. Our revised stand is based on:

- Widening market share differential against Bajaj Auto;
- No earnings growth over our forecast period over FY07-09E, following revision in forecasts, compared to 13.5% CAGR for Hero Honda;
- Overvalued, despite possible upside from de-merger of manufacturing and financial businesses.

Market share: Bajaj's loss is Hero Honda's gain

Change in trends evident over last quarter

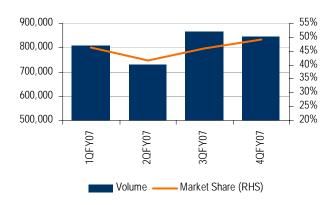
Over the last quarter, Bajaj Auto's overall market share is down 360bps to 31%, mainly losing in the 100cc and 125cc segments. The company has, however, continued to do well in the 150cc segment (*Pulsar* series), albeit losing share from its dominant position. The corresponding gainer has been Hero Honda, whose motorcycles share has expanded 330bps to 49.2%, driven by the success of its recent launches (*CD-Deluxe*, *Glamour*, *CBZ X-treme*). As a result, every segment has contributed to this improvement.

Chart 2: Bajaj has lost significantly in motorcycles



Source: Merrill Lynch Research, Society of Indian Automobile Manufacturers

Chart 3: Hero Honda has been direct beneficiary



Source: Merrill Lynch Research, Society of Indian Automobile Manufacturers

Market share not expected to recover soon

We expect Bajaj Auto's market share to remain muted relative to Hero Honda, over the next few quarters. We base our view on the company's:

- Diminishing competitive position, mainly in the 100cc (entry) and 125cc (value) segments;
- Skewed position at the premium end (150cc), where it remains vulnerable.

Table 4: Bajaj Auto's competitive positioning

Segment	Key Models	Monthly sales est.	Sh. of Own Sales (%)	Mkt Sh. (%)				
Entry	Platina	95,000	49%	27%				
	Losing franchise, volumes	coming at lower price						
Value	Discover	50,000	26%	41%				
	Losing ground, new launch to straddle entry and value price points							
Premium	Pulsar	50,000	26%	55%				
	Still the preferred premiur	n model, but shedding dominance						

Source: Merrill Lynch Research Estimates

Bajaj Auto's redefining of entry segment costly so far

Bajaj Auto's proposed launch of an upgraded platform, as an alternative to the entry segment, and straddling the value segment at the upper end, is innovative. However, revealing this strategy in advance was a miscalculation, as the company has:

- Vacated the 100cc segment in the customer's mind, much earlier than desired. As a result, franchise of 100cc *Platina*, has diluted dramatically, while enhancing stability and reliability of Hero Honda and its models;
- Confused positioning of existing upgrade i.e. Discover, which needs to be pushed up. This has allowed competition to take control of the existing 125cc space.

Hero Honda's models are gaining sharp traction

The following key models of Hero Honda have been steadily increasing acceptance:

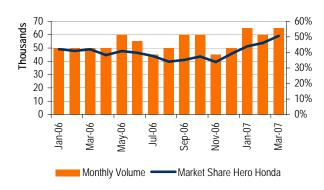
- CD-Deluxe, 100cc, retailed at Rs 35,400(ex-showroom Delhi), a
 marginal premium over competing models, but is the most stylish
 product in its class. We believe that this will allow Hero Honda to
 consolidate its dominant position further;
- Glamour, 125cc is the largest selling model in the segment. With contemporary looks, and reasonable pricing, the product is well established, implying that competition can only play catch up now.

Chart 4: CD-Deluxe has led success in 100cc segment



Source: Merrill Lynch Research Estimates

Chart 5: Glamour has become the top seller in 125cc segment



Source: Merrill Lynch Research Estimates

New platform can enable stabilized share

Bajaj Auto's upgraded platform is expected only by Aug 2008. We expect Bajaj Auto to lose further ground until this model hits the road. The declining

momentum implies that the company will have to compete much harder after the lunch. We therefore believe that the platform can at best enable Bajaj Auto to steady its position from latter half of fiscal 2008.

Shedding dominance in 150cc segment

Bajaj Auto remains a dominant player, with the most preferred model i.e. *Pulsar*. However, Hero Honda too has emerged as a strong contender despite its baggage of weak franchise. A much sportier *CBZ X-treme* (improvement over the base model introduced years ago), has enabled the company to take segmental share to ~12% (up from the lows of ~6%).

Chart 6: Bajaj Auto losing dominance



Source: Merrill Lynch Research Estimates

Bajaj Auto will remain vulnerable

Initiatives to expand the range towards the higher end (200cc, 220cc fuel injection version) are a positive move to enhance the *Pulsar* brand. Hero Honda, on its part, is expected to continue building volumes through the *CBZ X-treme*, and is expected to relaunch the failed 150cc *Achiever* soon, with similar improvements. TVS Motor and Honda (fully owned subsidiary) are expected to remain less relevant, but sizeable competitors in this space.

Margin profile to favour Hero Honda

Two wheeler sector margins are estimated to decline 330bps last fiscal to 9.7%, mainly due to irrational pricing initiatives by both Hero Honda and Bajaj Auto. We probably have seen the worst in terms of decline, but based on our revised view, we expect Hero Honda's margins to stabilize and improve much faster than Bajaj Auto's. Over FY07-09E, we expect:

- Bajaj Auto's margins to decline further by 170bps (estimated 310bps last year), on the back of weakening position of key segments; margins would therefore deteriorate before stabilizing.
- Hero Honda's margins to be flat, benefiting from improved pricing power of 100cc and 125cc models; margins would therefore stabilize before improving.

Bajaj Auto burdened with demand, cost related issues We expect Bajaj Auto's margins to deteriorate further, due to:

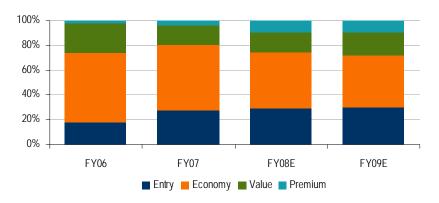
- Weak demand for key models, namely Platina and Discover, which are losing market share to competition. Collectively, these account for ~75% of the company's segment volume.
- Reduced blended realizations, as new products are launched at lower price
 points, and existing products are retailed at lower prices compared to last
 year; this negates improving product mix in terms of engine displacement.
- Higher fixed overheads following commissioning of new plant in Uttaranchal.
 Excise benefit will be necessarily passed on to compensate for losing product franchise, and startup costs will have negative impact.

Hero Honda aided by diminishing competitive intensity

We expect Hero Honda's margins to stabilize soon, given its strong volume traction. We expect improvement over subsequent quarters, driven by:

- Better product mix, with shift to value and premium segments (28% by FY09 from 20% last year).
- Improved pricing power, as we expect the company to raise prices of the 100c and 125cc bikes, given its improving competitive position as much as Bajaj Auto's diminishing intensity within these segments.

Chart 7: Hero Honda's product mix to improve



Source: Merrill Lynch Research Estimates

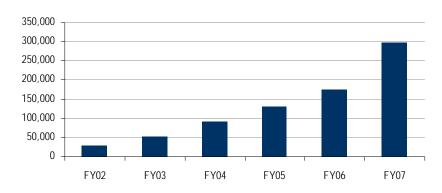


Exports: long term opportunity for Bajaj Auto

Bajaj Auto is entering larger markets

Bajaj Auto has commenced assembly operations at its two wheeler plant in Indonesia (sales ~4.5mn units), tied up with the country's third-largest financier, and is also gradually expanding its distribution network. We expect the company to make a slow start, given established competition from Japanese players, and tough financing norms. However, given the strong R&D capabilities and cost competitive advantage, we expect the initiative to succeed over a period of 3-5 years.

Chart 8: Strong export showing to continue



Source: Merrill Lynch Research, Society of Indian Automobile Manufacturers

Hero Honda restricted by collaborator

Hero Honda is restricted by its collaboration, since the company cannot enter markets where Honda already has an established presence. The company has made a successful foray in the relatively small markets, e.g. Sri Lanka, Bangladesh, part of Africa etc, with exports rising at a CAGR of 35% over the past 3 years. However, unless other larger and more relevant markets become accessible, we expect Hero Honda's sales to hit a roadblock.

Revision of forecasts

Bajaj Auto's earnings to decline in FY08E

We are sharply reducing EPS forecasts for Bajaj Auto, mainly by lowering volume expectations, as we believe it will be difficult for the company to regain its diminishing domestic franchise soon, and also on cutting production to reduce high inventory levels. We expect sales to grow 3.5% in FY08 (earlier ~8% growth). We expect gradual ramp-up towards the latter half following launch of new platform, which is also reflected in the 9.5% downward revision in FY09E. We are also lowering blended two wheeler realizations by 3.2% and 2.2% respectively, which will have a negative impact on margins.

Table 5: Revision of estimates

	Earlier		Revised		Revision	
(Rs bn)	FY08E	FY09E	FY08E	FY09E	FY08E	FY09E
2Ws ('000)	2,592	2,953	2,473	2,776	-4.6%	-6.0%
3Ws ('000)	341	372	341	372	0.0%	0.0%
Total Volume ('000)	2,933	3,325	2,814	3,148	-4.1%	-5.3%
Net Sales	103.3	116.8	97.6	109.8	-5.6%	-6.0%
EBITDA	13.9	15.7	12.2	14.0	-12.0%	-11.4%
Margins (%)	13.4%	13.5%	12.5%	12.7%	-91bps	-78bps
EPS (Rs)	121.6	136.3	109.8	123.3	-9.7%	-9.5%

Source: Merrill Lynch Research Estimates

Hero Honda's estimates upped sharply

We are raising forecasts for Hero Honda by 9% in FY08 and 15.6% in FY09, largely on expectations of improving margins. We are, however, lowering sales, to adjust for the lower base effect of FY07, but improving mix in favour of 125cc and 150cc models. The composite effect is reflected in average realization, which is raised by 2.6% in FY08E and 2.8% in FY09E.

Table 6: Revision of estimates

	Earlier		Revis	sed	Revision	
	FY08E	FY09E	FY08E	FY09E	FY08E	FY09E
Volumes ('000 nos)	3,800	4,160	3,683	4,145	-3.1%	-0.4%
Net Sales (Rsbn)	110.2	122.1	109.5	125.0	-0.6%	2.4%
EBITDA (Rsbn)	11.9	13.2	13.0	15.2	8.8%	15.0%
Margins (%)	10.8%	10.8%	11.8%	12.1%	102bps	133bps
EPS (Rs)	43.6	47.9	47.5	55.5	9.0%	15.9%

Source: Merrill Lynch Research Estimates

Interim results will remain weak

We expect weak quarterly performances through to Q1 FY08 (in the case of Bajaj Auto, even Q2). We expect Bajaj Auto to register severe YoY declines, largely on the back of inventory corrections and lower margins. In the case of Hero Honda, we expect margin pressures to continue over the near term. However, a relatively stronger top line should enable the company to register just a marginal YoY decline in Q1, but a strong YoY rebound in Q2.

Table 7: Quarterly YoY growth estimates

	H	Hero Honda			Bajaj Auto	
	4QFY07E	1QFY08E	2QFY08E	4QFY07E	1QFY08E	2QFY08E
Net Sales	12.0%	6.9%	20.0%	2.4%	-5.7%	-5.6%
EBITDA	-24.1%	-7.5%	11.6%	-32.9%	-30.9%	-22.2%
Net Profit	-27.2%	-7.7%	11.3%	-16.3%	-14.8%	-12.5%

Source: Merrill Lynch Research Estimates



Valuation: Bajaj Auto is overvalued

We believe Bajaj Auto is overvalued, mainly due to deteriorating two wheeler business prospects over the next year. Hero Honda is relatively more attractive, given the stronger growth prospects over the medium term, superior ROE, and higher dividend payout ratio.

Table 8: Comparative valuation

			PER		PEG	ROE	EV/EBITDA
	Inv. Rating	FY07E	FY08E	FY09E	FY07-09E	FY07E	FY09E
Bajaj Auto*	Sell	16.3	16.0	12.7	23.8	24.9	7.8
Hero Honda	Neutral	16.3	14.8	12.6	1.2	38.8	7.4

Source: Merrill Lynch Research Estimates

We expect relative stock performance trends to reverse

Hero Honda has underperformed Bajaj Auto for well over a year, validating our ratings on the individual stocks. We believe that trends will reverse, given our expectation of Hero Honda's improved operating performance being much stronger than Bajaj Auto's.

Chart 9: Hero Honda's underperformance to Bajaj Auto may be past



Source: Merrill Lynch Research, Bloomberg

Valuations will remain capped

The sector peaked at >20x 1-year forward P/E multiple last year, and is presently down to 15x. We believe that multiples are approaching realistic levels of 12-14x. We expect Hero Honda to trade at the higher end of the band, due to its superior growth, and Bajaj Auto at the lower end of the band, due to deteriorating fundamentals.

^{*} Bajaj Auto's multiple excludes value of insurance subsidiaries for relevant years

Chart 10: 1-year forward P/Es still above historical averages

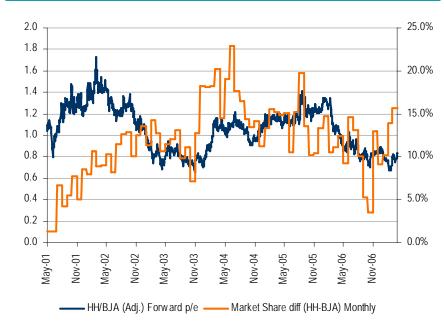


Source: Merrill Lynch Research, Bloomberg

Market share correlation to valuations is strong

Market share swings are a key determinant of stock valuations. This is illustrated in Chart 11 below, where differentials in P/E and market share show a strong correlation in the case of Bajaj Auto and Hero Honda. Over the past quarter, the market share differential has increased, and we expect valuations to follow.

Chart 11: Market share differential widening in favour of Hero Honda



Source: Merrill Lynch Research

Hero Honda raised to Neutral

We believe that EV/EBITDA would a fair valuation parameter, given the ability of the sector to generate strong operating and free cash flows. Our benchmark free cash multiple of 10x gives an imputed EV/EBITDA multiple of ~7.5x, since free cash averages ~75% of post-tax EBITDA over our forecast period. We expect Hero Honda to trade at a marginal premium given expectations of stronger free cash flows i.e. 8x, which gives us our theoretical fair value estimate of Rs 747.

Table 9: Fair value

	FY09 Target		FY09				
	EV/EBITDA	EBITDA	EV	Net Debt	Equity value	O/s Share	Per share value
Bajaj Auto*	7.0	14,151	99,055	(47,160)	146,215	101.2	1,445
Hero Honda	8.0	15,165	121,319	(27,870)	149,189	199.7	747

Source: Merrill Lynch Research Estimate
* 1,445 = Core business at 979 + Investments at 466. Total = Rs 2,448, including value of insurance subsidiaries

Bajaj Auto downgraded to Sell

Our sum of parts value is revised down to Rs 2,448 (earlier Rs 2568), which is lower than the present market price. Bajaj Auto's valuations will reflect the sum of:

- 1. Manufacturing i.e. two wheeler/autos; and
- 2. Financial assets, which includes cash and insurance, given the likely demerger from autos.

Two wheeler business to deteriorate

We expect core business will likely trade at 7x EV/EBITDA, a discount to the benchmark average, given deteriorating prospects over the medium term. It implies a P/E of 11.7x for FY09E for its operations, excluding insurance subsidiaries.

Insurance business could surprise

We have valued Insurance subsidiaries at Rs 1003/share. However, the company's life insurance premia have grown sharply in FY07, especially in Mar'07 (data out yesterday) growing at 147% YoY (after adjusting for single premia growth). During Mar'07 Bajaj topped market share charts with an estimated 26% market share, taking it ahead of the ICICI Prudential, the market leader. These are about 28% higher than our current ML insurance forecasts for Bajaj Allianz. Hence, this could result in some upside to the insurance estimates.

Table 10: Sum-of-parts valuation

	Imputed Multiple	Value (Rsmn)	Per Share (Rs)	% of total
Core Business	7x EBITDA	99,055	979	40.0%
Investments				
Cash & equivalents		47,160	466	19.0%
Subsidiaries				
Life Insurance (60%)	15x NBAP	92,898	918	
General Insurance (74%)	10x P/E	8,564	85	
Insurance value			1,003	41.0%
Total Value		247,676	2,448	

Source: Merrill Lynch Research Estimates

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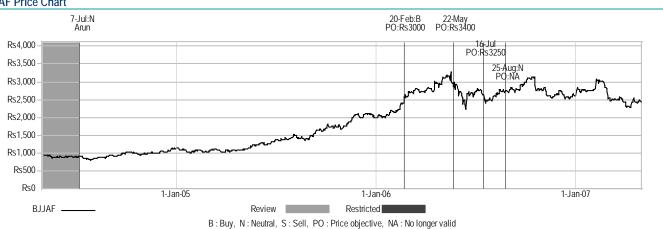
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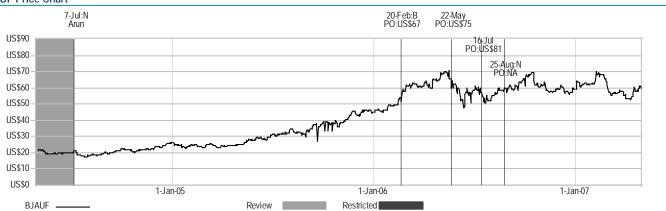
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BJJAF Price Chart



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BJAUF Price Chart



B: Buy, N: Neutral, S: Sell, PO: Price objective, NA: No longer valid

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XHROF Price Chart



 $B: Buy, \ N: Neutral, \ S: Sell, \ PO: Price \ objective, \ NA: No \ longer \ valid$

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Neutral	40	43.01%	Neutral	3	8.82%
Sell	14	15.05%	Sell	1	7.69%
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Coverage Universe	Count	Percent	Inv. Banking Relationships*	Count	Percent
Buy	1562	45.16%	Buy	415	30.09%

Coverage universe	Count	reiteill	inv. Danking Kelationships	Count	reiteili			
Buy	1562	45.16%	Buy	415	30.09%			
Neutral	1615	46.69%	Neutral	446	30.65%			
Sell	282	8.15%	Sell	49	19.76%			
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