

NOTICE

Notice is hereby given that Extra-ordinary General Meeting No. 1/2015 of the members of Bajaj Motors Limited ("the Company") will be held on Tuesday, the 25th day of August, 2015 at 12.30 P.M. at its Registered Office at 39-40 Km. Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon, Haryana for transacting the following business:

SPECIAL BUSINESS

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

"RESOLVED as a special resolution, pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, that subject to the approval of Central Government, clause II of the Memorandum of Association of the company be altered by substituting the existing clause with the following clause:-

- II The Registered Office of the company will be situated in the National Capital Territory of Delhi.

"RESOLVED FURTHER that upon the change in clause II of Memorandum of Association becoming effective, the registered office of the company be shifted from '39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon-122001, Haryana' to 'B-5, Red Rose Building, 49-50, Nehru Place, New Delhi-110019'."

By Order of the Board

Geetika Nagpal
ACS: 17640
Company Secretary

Place : Gurgaon
Date : 29.07.2015

NOTES:

- a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. A proxy need not be a member of the Company. The Proxy Form is attached herewith.
- b) The instrument appointing a proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
- c) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- d) Route Map to the venue of EGM is printed at the back of this Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

Your company has plants in six cities and is further planning to set-up plants in more cities. The Board of Directors of your company propose to centralize its functional activities as it is economically and administratively convenient to manage the operations from Delhi. Being a capital of India, Delhi is more approachable to its customers, suppliers and bankers. Keeping in mind the possibilities of prospective investors, mergers and acquisitions, your company is planning to shift its registered office from the state of Haryana to the NCT of Delhi.

Section 12 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 require the approval of shareholders by way of special resolution and Regional Director for effectuating this decision.

After obtaining your approval with special majority, a petition with Regional Director will be submitted for their approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

By Order of the Board

Geetika Nagpal
ACS: 17640
Company Secretary

Place : Gurgaon
Date : 29.07.2015

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U34103HR1986PLC024875**

Name of the company: **BAJAJ MOTORS LIMITED**

Registered office: **39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon-122001, Haryana**

Name of the member(s) :

Registered address :

E-mail Id :

Folio No./ Client Id :

DP Id :

We, being the member of Equity Shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address:

E-mail Id :

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....

as our proxy to attend and vote (on a poll) for us and on our behalf at the **Extraordinary General Meeting No. 1/2015** of the members of the Company, to be held on **Tuesday, the 25th day of August, 2015 at 12.30 p.m. at 39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon-122001, Haryana** and at any adjournment thereof in respect of such resolution as are indicated below :

Resolution No.

- 1. Alteration of clause II of Memorandum of Association and consequent shifting of registered office of the company.**

Signed this..... day of..... 20....

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

Extra-ordinary General Meeting No. 1/2015 of the members of Bajaj Motors Limited ("the Company") on Tuesday, the 25th day of August, 2015 at 12.30 P.M. at its Registered Office at 39-40 Km. Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon, Haryana.

Regd. Folio No. :

Number of Equity Shares held :

I certify that I am a registered shareholder / proxy for the registered shareholder of the company and hereby record my presence at the Extra-ordinary General Meeting No. 1/2015 of the members of Bajaj Motors Limited ("the Company") on Tuesday, the 25th day of August, 2015 at 12.30 P.M. at its Registered Office at 39-40 Km. Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon, Haryana.

Name of Member / Proxy :

(in Block Letters)

Sign of Member / Proxy :

Note: Pls. fill this attendance slip and hand it over at the reception of the venue.

Route Map to the venue of EGM

