

NOTICE

Notice is hereby given that Twenty Ninth Annual General Meeting of the members of Bajaj Motors Limited ("the Company") will be held on Tuesday, the 29th day of September, 2015 at 11.00 a.m. at the registered office of the company at 39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon-122001, Haryana, for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the financial year ended on March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the company.
3. To appoint a Director in place of Mr. Subhash Bajaj (DIN: 00044392), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Subhash Chander Kalra (DIN: 01771827), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
5. To ratify the appointment of joint statutory auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the resolutions passed by the members at their AGM held on 29th September, 2014, the appointment of M/s Gupta Sanjiv & Co. (Firm Registration No. 005365N), Chartered Accountants, New Delhi, and M/s Walker Chandiok & Co LLP (LLP Identification No. AAC-2085), Chartered Accountants, New Delhi, as the joint statutory auditors of the company for the financial year ending on March 31, 2016, be and are hereby ratified and that the Board of Directors of the company be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS

6. To appoint Mrs. Sushma V Bajaj (DIN: 02402794), additional director of the company, as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that Mrs. Sushma V Bajaj (DIN: 02402794), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director along with the deposit of requisite amount, be and is hereby appointed as a Director of the Company."

7. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 along with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of M/s Kabra & Associates (Firm Registration No. 000009), Cost Accountant, Vishwas Nagar, Delhi, of Rs. 1,50,000/- exclusive of service tax, as applicable, and re-imbursment of out of pocket expenses incurred to perform duties, as approved by the Board of Directors of the company on the recommendation of Audit Committee, to be paid to them for auditing the entire cost records of the Company for the financial year ending on March 31, 2016 be and is hereby ratified."

"RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To obtain approval of shareholders for increasing the borrowing powers of the Board of Directors of the Company in pursuance of the provisions of Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that in supersession of the special resolution passed at the Annual General Meeting of the shareholders of the company held on 29th September, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, to borrow any sum of money from time to time from any one or more persons, firms, bodies corporate, financial institutions, whether by way of cash credit, advance or deposits, term loan, hire purchase, loan facilities, bill discounting or other-wise, and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare

parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the company notwithstanding that the monies to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in ordinary course of business), will or may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 300 Crores (Rupees Three Hundred Crores only)."

By Order of the Board

Geetika Nagpal
ACS: 17640
Company Secretary

Place : Gurgaon
Date : September 4, 2015

Registered Office:
39-40 KM Stone, Delhi-Jaipur Highway,
Narsingpur, Gurgaon-122001, Haryana.
CIN: U34103HR1986PLC024875
e-mail: bml@bajajmotors.com

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. A Proxy Form is attached herewith.
- b) The instrument appointing a proxy 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) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
- d) 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.
- e) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- f) The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- g) The dividend on Equity Shares, if declared at the meeting, will be paid to those equity shareholders whose names appear in the Register of Members as on the date of this AGM.
- h) Route Map to the venue of AGM 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. 6

The Board of Directors of the company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the company, Mrs. Sushma V Bajaj (DIN: 02402794) as an Additional Director of the Company w.e.f. 30th March, 2015.

In terms of the provisions of Section 161(1) of the Act, Mrs. Sushma V Bajaj would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Mrs. Sushma V Bajaj (DIN: 02402794) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Keeping in view of her aged-long experience and knowledge, it will be in the interest of the company that Mrs. Sushma V Bajaj is appointed as a Director. The Nomination and Remuneration Committee as well as Board of Directors of your company have recommended her appointment as a Director of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Mrs. Sushma V Bajaj (DIN: 02402794) herself, Mr. Virender Pal Bajaj (DIN: 00003030) and Mr. Vikas Bajaj (DIN: 00003039), are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Kabra & Associates, Cost Accountant, Vishwas Nagar, Delhi, as Cost Auditors for auditing the entire cost records of the Company for the financial year ending on March 31, 2016 at a remuneration of Rs. 1,50,000/- exclusive of service tax, as applicable, and re-imbusement of out of pocket expenses incurred to perform duties.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

As you all are aware that the Company is in the process of expanding and diversifying its business activities. In order to provide flexibility to the management for arranging funds in future, the company needs to increase its borrowing power so that it can borrow from time to time from any financial institution, finance company / firm or body corporate whether by way of term loan, hire purchase, loan facilities, bill discounting or other-wise, even though the monies so borrowed, together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in ordinary course of business), exceeds the aggregate of the paid up capital of the company and its free reserves except reserves set apart for any specific purpose. However, the total borrowings of the Company shall not exceed Rs. 300 Crores.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, shareholders of the Company in their meeting dated 29.09.2014 authorised the Board of Directors to borrow upto a limit of Rs. 200 Crores. In order to provide flexibility to the management, the Board recommends raising this limit to Rs. 300 Crores and passing this resolution for your approval by way of Special Resolution.

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. 8 of the Notice for approval by the shareholders.

The Board of Directors recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By Order of the Board

Geetika Nagpal
ACS: 17640
Company Secretary

Place : Gurgaon
Date : September 4, 2015

Registered Office:
39-40 KM Stone, Delhi-Jaipur Highway,
Narsingpur, Gurgaon-122001, Haryana.
CIN: U34103HR1986PLC024875
e-mail: bml@bajajmotors.com

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 **29th Annual General Meeting** of the members of the Company, to be held on **Tuesday, the 29th day of September, 2015 at 11.00 a.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. Adoption of financial statements for the financial year ended on 31st March, 2015;
2. Declaration of Dividend on Equity Shares;
3. Appointment of Director in place of Mr. Subhash Bajaj (DIN: 00044392), who retires by rotation;
4. Appointment of Director in place of Mr. Subhash Chander Kalra (DIN: 01771827), who retires by rotation;
5. Ratification of appointment of joint statutory auditors of the company and to fix their remuneration;
6. Appointment of Mrs. Sushma V Bajaj (DIN: 02402794), Additional Director of the company, as a Director;
7. Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2016;
8. Increasing borrowing powers of the company under Section 180(1)(c) of the Companies Act, 2013.

Signed this..... day of..... 2015

Signature of shareholder :

Signature of Proxy holder(s) :

Affix Revenue
Stamp

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

29th Annual General Meeting of the members of Bajaj Motors Limited ("the Company") on Tuesday, the 29th day of September, 2015 at 11.00 a.m. at its Registered Office at 39-40 Km. Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon-122001, 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 29th Annual General Meeting of the members of Bajaj Motors Limited ("the Company") on Tuesday, the 29th day of September, 2015 at 11.00 a.m. at its Registered Office at 39-40 Km. Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon-122001, 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 AGM

