<u>**NOTICE**</u>

Notice is hereby given that Extra-ordinary General Meeting No. 1/2021 of the members of Bajaj Motors Limited (“the Company”) will be held on Monday, the 11th day of January, 2021 at 12.30 P.M. at the registered office of the company at 39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurugram-122004, Haryana, for transacting the following business:

## SPECIAL BUSINESS

1. To appoint Mr. Jagdeep Kumar Batta (DIN: 00003046) as a Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   “**RESOLVED** that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Board of Directors of the Company be and is hereby accorded to the appointment of Mr. Jagdeep Kumar Batta (DIN: 00003046) as a Whole-time Director, designated as Executive Director of the Company, for a period of Two years, Nine months and Sixteen days with effect from December 16, 2020 to September 30, 2023 on the terms and conditions and remuneration, which is as follows:

   1. Monthly Basic Salary Rs. 46,200/- (Rupees Forty Six Thousand Two Hundred only) and monthly Other Allowances of Rs. 1,19,800/- (Rupees One Lakh Nineteen Thousand Eight Hundred only) with effect from 16/12/2020 to 30/09/2021.

      For two years from 1/10/2021 to 30/09/2023, on monthly Basic Salary Scale of Rs. 47,600-49,000 and monthly Other Allowances Scale of Rs. 1,32,400-1,45,000, subject to the further approval of Board of Directors of the Company.

   2. Car: Facility of car with driver to be used for the business of the Company.

   3. Provident Funds, Superannuation Funds and Gratuity
      - i) Company’s contribution towards Provident Fund and Superannuation Fund as per Employees’ Provident Funds and Misc. Provisions Act, 1952 and Rules made there under.
      - ii) Contribution to the Provident Fund, Supperannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, will not be included in the computation of the ceiling on remuneration.

iii) Gratuity as per the rules of the Company but not exceeding half month's salary for each completed year of service and it shall not be included in the overall remuneration.

4. Bonus as per the Payment of Bonus Act.

5. Leave Travel concession / allowance: For self and family once in a year, as per rules of the Company.

6. Medical reimbursement / allowance: Reimbursement of actual expenses for self and family, as per rules of the company."

"**RESOLVED FURTHER** that, notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2021, during the tenure of Mr. Jagdeep Kumar Batta (DIN: 00003046) as a Whole-time director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Jagdeep Kumar Batta (DIN: 00003046) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

**"RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013."

**By Order of the Board**

**Vikas Bajaj**
**DIN: 00003039**
**Managing Director**

Place : Gurugram
Date : December 16, 2020

Registered Office:
39-40 KM Stone, Delhi-Jaipur Highway,
Narsingpur, Gurugram-122004,
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) 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. 1**

Mr. Jagdeep Kumar Batta (DIN: 00003046) is serving our Company since 30 years. He is currently holding the post of Assistant Vice President (Admn) of the company. His qualification is MA and has 30 years of experience in administration and commercial areas.

The Company has received a Notice u/s 160 of the Companies Act, 2013 along with a requisite amount of deposit for proposing the candidature of Mr. Jagdeep Kumar Batta (DIN: 00003046) as Executive Director of the Company.

The Board of Directors of your Company are of the opinion that it will be beneficial to the Company to appoint him as Whole-time Director of the Company and approved his appointment as Whole-time Director of the Company for a period of two years, nine months and sixteen days with effect from December 16, 2020 to September 30, 2023 and seeks your approval for the same in the ensuing Extra-ordinary General Meeting.

The remuneration payable to Mr. Jagdeep Kumar Batta (DIN: 00003046) is subject to not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

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

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

**By Order of the Board**

**Vikas Bajaj**
**DIN: 00003039**
**Managing Director**

Place : Gurugram
Date : December 16, 2020

Registered Office:
39-40 KM Stone, Delhi-Jaipur Highway,
Narsingpur, Gurugram-122004,
Haryana.
CIN: U34103HR1986PLC024875
e-mail: bml@bajajmotors.com

**Proxy Form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014 - Form No. MGT-11*]*

## BAJAJ MOTORS LIMITED

CIN: U34103HR1986PLC024875

39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurugram-122004, Haryana

bml@bajajmotors.com I www.bajajmotors.com

Extra-ordinary General Meeting No. 1/2021 – January 11, 2021

| | |
|---|---|
| Name of the member(s) | |
| Registered address | |
| | |
| E-mail Id | |
| Folio No./ Client Id | DP Id |

I / We, being the member(s) of **……………………………………………** Equity Shares of the above named company, hereby appoint :

1. Name : ………………………………………………………… E-mail Id : …………………………………………………

   Address : ……………………………………………………………………………………………………………………

   ……………………………………………………………………………… Signature :…………………………………………

or failing him/her

2. Name : ………………………………………………………… E-mail Id : …………………………………………………

   Address : ……………………………………………………………………………………………………………………

   ……………………………………………………………………………………… Signature :…………………………………

or failing him/her

3. Name : ………………………………………………………… E-mail Id : …………………………………………………

   Address : ……………………………………………………………………………………………………………………

   ……………………………………………………………………………………… Signature :…………………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra-ordinary General Meeting No. 1/2021** of the members of the Company, to be held on **Monday**, the **11th day of January, 2021 at 12.30 p.m. at 39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurugram-122004, Haryana** and at any adjournment thereof in respect of such resolutions as are indicated below :

| **Resolution Number** | **Resolution** | **Vote (Optional see Note 2) (Please mention number of shares)** | | |
|---|---|---|---|---|
| | | **For** | **Against** | **Abstain** |
| Special Business | | | | |
| 1 | Appointment of Mr. Jagdeep Kumar Batta as Whole-time Director of the company | | | |

Signed this ……………..… day of………………………………….……….. 2021.

| |
|---|
| Affix Revenue Stamp |

Signature of the shareholder : ………..…………………………………………

Signature of the proxy holder(s) : …..……………………………………….

Notes:

1. This form of proxy, in order to be effective, should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the ‘for’, ‘against’ or ‘abstain’ column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

## Attendance Slip

# BAJAJ MOTORS LIMITED

CIN: U34103HR1986PLC024875

39-40 KM Stone, Delhi-Jaipur Highway, Narsingpur, Gurugram-122004, Haryana

bml@bajajmotors.com I www.bajajmotors.com

Extra-ordinary General Meeting No. 1/2021 – January 11, 2021

Regd. Folio No. :

Number of Equity Shares held :

I certify that I am a registered shareholder/ proxy/ authorized representative for the registered shareholder of the company and hereby record my presence at the Extra-ordinary General Meeting No. 1/2021 of the members of Bajaj Motors Limited ("the Company") on Monday, the 11th day of January, 2021 at 12.30 p.m. at its Registered Office at 39-40 Km. Stone, Delhi-Jaipur Highway, Narsingpur, Gurugram-122004, Haryana.

**Name of Member / Proxy :**
(in BLOCK Letters)

**Signature of Member / Proxy : …………………………………………………………………**

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

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## Route Map to the venue of AGM