NOTICE

Notice is hereby given that Thirty Sixth Annual General Meeting of the members of Bajaj Motors Limited ("the Company") will be held on Friday, the 30th day of September, 2022 at 11.00 a.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:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the financial year ended on March 31, 2022, including the audited Balance Sheet as at March 31, 2022, 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 appoint a Director in place of Mr. Virender Pal Bajaj (DIN: 00003030), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

3. To appoint a Director in place of Mr. Vikas Bajaj (DIN: 00003039), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

4. To ratify the appointment of 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, 2018, the appointment of M/s Agarwal Anish & Co. (Firm Registration No. 0027966N), Chartered Accountants, New Delhi, as the statutory auditors of the company for the financial year ending on March 31, 2023, 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

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2023 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. 1,75,000/- exclusive of taxes, as applicable, and re-imbursement 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, 2023 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."

By Order of the Board

Sd/-
Vikas Bajaj
DIN: 00003039
Managing Director & CEO

Place : Gurugram
Date : September 6, 2022

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) 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) 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. 5

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, 2023 at a remuneration of Rs. 1,75,000/- exclusive of taxes, as applicable, and re-imbursement 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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. 5 of the Notice for approval by the shareholders.

By Order of the Board

Sd/-
Vikas Bajaj
DIN: 00003039
Managing Director & CEO

Place : Gurugram
Date : September 6, 2022

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

36th Annual General Meeting – September 30, 2022

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 **36th Annual General Meeting** of the members of the Company, to be held on **Friday**, the **30th day of September, 2022 at 11.00 a.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**
Ordinary Business				
1	Adoption of financial statements for the financial year ended on 31st March, 2022			
2	Appointment of Director in place of Mr. Virender Pal Bajaj (DIN: 00003030), who retires by rotation			
3	Appointment of Director in place of Mr. Vikas Bajaj (DIN: 00003039), who retires by rotation			
4	Ratification of appointment of Statutory Auditors of the company for the financial year ending March 31, 2023 and to fix their remuneration			
Special Business				
5	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2023			

Signed this ………………… day of…………………………………………….. 2022.

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

36th Annual General Meeting – September 30, 2022

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 36th Annual General Meeting of the members of Bajaj Motors Limited ("the Company") on Friday, the 30th day of September, 2022 at 11.00 a.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.

Route Map to the venue of AGM