

NOTICE

Notice is hereby given that Thirty Eighth Annual General Meeting of the members of Bajaj Motors Limited ("the Company") will be held on Monday, the 30th day of September, 2024 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, 2024, including the audited Balance Sheet as at March 31, 2024, 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. Subhash Bajaj (DIN: 00044392), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mrs. Sushma V Bajaj (DIN: 02402794), who retires by rotation at this Annual General Meeting and being eligible offers herself for reappointment.

SPECIAL BUSINESS

4. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025 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, 2025 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."

5. To re-appoint Mr. Virender Pal Bajaj (DIN: 00003030), as a Whole-time Director, designated as Chairman of the company 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 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 Company be and is hereby accorded to the re-appointment of Mr. Virender Pal Bajaj (DIN: 00003030) as a Whole-time Director, designated as Chairman of the Company, for a period of 3 (three) years with effect from October 1, 2024 to September 30, 2027 on the terms and conditions and remuneration, as detailed in the explanatory statement attached hereto.”

“RESOLVED FURTHER that, notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2024, during the tenure of Mr. Virender Pal Bajaj (DIN: 00003030) as a Chairman of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Virender Pal Bajaj (DIN: 00003030) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration even if it exceeds 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.”

6. To re-appoint Mr. Vikas Bajaj (DIN: 00003039), as a Managing Director, designated as Managing Director and CEO of the company, 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 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 Company be and is hereby accorded to the re-appointment of Mr. Vikas Bajaj (DIN: 00003039) as a Managing Director, designated as Managing Director and CEO of the company, for a period of 3 (three) years with effect from October 1, 2024 to September 30, 2027 on the terms and conditions and remuneration, as detailed in the explanatory statement attached hereto.”

“RESOLVED FURTHER that, notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2024, during the tenure of Mr. Vikas Bajaj (DIN: 00003039) as a Managing Director and CEO of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Vikas Bajaj (DIN: 00003039) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration even if it exceeds 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

Sd/-

Vikas Bajaj

DIN: 00003039

Managing Director & CEO

Place : Gurugram

Date : September 6, 2024

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. 4

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, 2025 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

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. 4 of the Notice for approval by the shareholders.

Item No. 5

Mr. Virender Pal Bajaj (DIN: 00003030), Whole-time Director of the company, carries with him vast and rich professional experience of over 66 years in Automobile Industry.

The term of Mr. Virender Pal Bajaj as Whole-time Director of the Company is going to expire on 30th September, 2024. He is on the Board of Directors of our company since its incorporation. The Company has grown manyfold under the efficient leadership of Mr. Virender Pal Bajaj.

The Board of Directors of your Company proposes to re-appoint him as Whole-time Director, designated as Chairman of the Company, for a period of 3 (three) years with effect from October 1, 2024 to September 30, 2027 and seeks your approval for the same in the ensuing Annual General Meeting, on the terms and conditions and remuneration, which is as follows:

1. Monthly Salary Scale including allowances will be Rs. 15,50,000-17,00,000-18,50,000 with effect from 1/10/2024 (Break-up will be as per applicable laws and rules of the Company).
2. Bonus as per the Payment of Bonus Act.
3. Perquisites and other allowances:
 - i) Residential Accommodation:
 - a) Housing I: The appointee shall be provided free furnished residential

- accommodation.
- b) Housing II: In case the accommodation is owned by the Company, 10% of the basic salary, of the appointee shall be considered as perquisite value.
- c) Housing III: In case no accommodation is provided by the Company, the appointee shall be entitled to House Rent Allowance equivalent to 5% of Basic Salary
- ii) Security Guards: Actual payment made for security guard services at the residence of appointee.
- iii) Medical Reimbursement: Reimbursement of actual Medical Expenses incurred by the appointee and his family.
- iv) Club Fees: Actual Fees of the club will be reimbursed.
- v) Personal Accident Insurance: Actual premium to be paid by the Company.
- vi) Insurance of Household goods: Actual premium to be paid by the Company.
- vii) Car(s): Facility of car(s) with driver to be used for the business of the Company as well as personal use.
- viii) Telephone: Free telephone facility at Residence to be used for the business of the Company.
- ix) Electric Bills : Actual Expenses of Electricity Bills will be paid by the Company.

Explanation: For the aforesaid purposes “family” means the spouse, the dependent children and dependent parents of the appointee.

4. Leave Travel Concession : For the appointee and his family once in a year.
5. 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, Superannuation 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.
6. Commission: Subject to the overall ceiling under section 196, 197, 203 and Schedule V of the Companies Act, 2013, in addition to Salary, Allowances and Perquisites, Commission will be paid on the profits of the Company so that the total managerial remuneration in that financial year shall not exceed 10% of the profits of the Company of that financial year.

The Board of Directors are confident that the Company will grow under the leadership of Mr. Virender Pal Bajaj as it was doing in past and it will be beneficial to the Company to re-appoint him as its Chairman and Whole-time Director.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General information:

1. **Nature of industry**
The Company is engaged in the business of manufacturing auto parts.
2. **Date or expected date of commencement of commercial production**
1989
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**
Not Applicable
4. **Financial performance based on given indicators**

(Amount in Rs. Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Income	68,607.58	66,722.05
Expenditure other than Finance costs and Depreciation	63,182.48	61,771.53
Profit before Finance costs, Depreciation and Tax	5,425.10	4,950.52
Finance costs	749.02	805.43
Profit before Tax	1,983.00	1,347.16
Current Tax	450.00	407.00
Deferred Tax (credit)/ charge	2.34	(38.67)
Profit after Tax	1,530.66	978.83

5. **Foreign investments or collaborations, if any.**
The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. **Information about the appointee:**

1. **Background Details**
Mr. Virender Pal Bajaj (DIN: 00003030), Whole-time Director of the company, carries with him vast and rich professional experience of over 66 years in Automobile Industry. He is Engineer and is on the Board of Directors of our company since its incorporation. The Company has grown manyfold under the efficient leadership of Mr. Virender Pal Bajaj.
2. **Past remuneration**
During the financial year ended on March 31, 2024, Rs. 1,86,12,906/- was paid as remuneration to Mr. Virender Pal Bajaj (DIN: 00003030), Whole-time Director of the company.
3. **Recognition or awards**
He has won many awards like Rajiv Gandhi Excellence Award; Lifetime Achievement Award by Hero MotoCorp Limited in supply Chain Partners Conference held at St. Petersburg, Russia; Rashtriya Ekta Samman from All India National Unity Conference; Indian Achievers Award for Best Practice in Business; Bhartiya Udyog Ratan Award from Indian Economic development & Research Association (IERDA).
4. **Job profile and his suitability**
He is also a Promoter Director of M/s Bajajsons Limited.
5. **Remuneration proposed**

Remuneration proposed to be paid to Mr. Virender Pal Bajaj is Monthly Salary Scale including allowances will be Rs. 15,50,000-17,00,000-18,50,000 with effect from 1/10/2024 (Break-up will be as per applicable laws and rules of the Company). In addition of this, he is also entitled to other perquisites and benefits as detailed in the Resolution.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Virender Pal Bajaj, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration proposed to be paid to Mr. Virender Pal Bajaj and payment of dividend whenever declared, he do not have any other pecuniary relationship with the Company. Apart from this, he is father of Mr. Vikas Bajaj, husband of Mrs. Sushma V Bajaj, and brother of Mr. Surender Pal Bajaj and Mr. Subhash Bajaj, Directors of the Company.

III. Other information:

1. Reasons of loss or inadequate profits

The financial year 2023-24 has recorded a reasonable growth for two-wheeler industry and thereby in a recovering phase.

2. Steps taken or proposed to be taken for improvement

The Company remains optimistic about its growth in the next financial years, as a credible recovery in the Indian economy and a positive momentum is likely to further strengthen the demand for auto parts.

3. Expected increase in productivity and profits in measurable terms

Productivity is expected to be increased up to Rs. 700 Crores in the financial year 2024-25 and the profitability would also be expected to be around 3 %.

IV. Disclosures

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Board of Directors' Report under the heading "Corporate Governance", attached to the Financial Statement for the financial year ended on March 31, 2024.

Your Directors recommend his re-appointment as Chairman and Whole-time Director of the Company for the period of three years with effect from 01/10/2024 to 30/09/2027.

The remuneration payable to Mr. Virender Pal Bajaj (DIN: 00003030) is subject to not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

None of the other Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Virender Pal Bajaj, to whom the resolution relates, Mr. Vikas Bajaj, Mrs. Sushma V Bajaj, Mr. Surender

Pal Bajaj and Mr. Subhash Bajaj, Directors, are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution set forth in Item No. 5 for your approval.

Item No. 6

Mr. Vikas Bajaj (DIN: 00003039), Managing Director of the company, carries with him vast and rich professional experience of over 31 years of handling all the facets in the general management, strategic management and business leadership.

The term of Mr. Vikas Bajaj as Managing Director of the Company is going to expire on 30th September, 2024. He is on the Board of Directors of our company since 1993. He is looking after operations of the Company and has been instrumental in the path breaking growth of the Company. He also advises and supervises the export operations of our Company and the Company has derived immense benefit from his participation in the export segment also.

He steered the Company to new heights and Company was able to achieve record turnover year after year. Looking at his long standing experience, technical expertise and ability to manage affairs of the Company, your Directors recommend his re-appointment as Managing Director, designated as Managing Director and CEO of the company, for a period of three years with effect from 01/10/2024 to 30/09/2027 and seek your approval for the same in the ensuing Annual General Meeting, on the terms and conditions and remuneration, which is as follows:

1. Monthly Salary Scale including allowances will be Rs. 15,50,000-17,00,000-18,50,000 with effect from 1/10/2024 (Break-up will be as per applicable laws and rules of the Company).
2. Bonus as per the Payment of Bonus Act.
3. Perquisites and other allowances:
 - i) Residential Accommodation:
 - a) Housing I: The appointee shall be provided free furnished residential accommodation.
 - b) Housing II: In case the accommodation is owned by the Company, 10% of the basic salary of the appointee shall be considered as perquisite value.
 - c) Housing III: In case no accommodation is provided by the Company, the appointee shall be entitled to House Rent Allowance equivalent to 5% of Basic Salary
 - ii) Security Guards: Actual payment made for security guard services at the residence of appointee.
 - iii) Medical Reimbursement: Reimbursement of actual Medical Expenses incurred by the appointee and his family.
 - iv) Club Fees: Actual Fees of the club will be reimbursed.
 - v) Personal Accident Insurance: Actual premium to be paid by the Company.
 - vi) Insurance of Household goods: Actual premium to be paid by the Company.
 - vii) Car(s): Facility of car(s) with driver to be used for the business of the Company as well as personal use.
 - viii) Telephone: Free telephone facility at Residence to be used for the business of the Company.

- ix) Electric Bills : Actual Expenses of Electricity Bills will be paid by the Company.

Explanation: For the aforesaid purposes “family” means the spouse, the dependent children and dependent parents of the appointee.

4. Leave Travel Concession : For the appointee and his family once in a year.
5. 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, Superannuation 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.
6. Commission: Subject to the overall ceiling under section 196, 197, 203 and Schedule V of the Companies Act, 2013, in addition to Salary, Allowances and Perquisites, Commission will be paid on the profits of the Company so that the total managerial remuneration in that financial year shall not exceed 10% of the profits of the Company of that financial year.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General information:

1. **Nature of industry**
The Company is engaged in the business of manufacture of auto parts.
2. **Date or expected date of commencement of commercial production**
1989
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**
Not Applicable
4. **Financial performance based on given indicators**

(Amount in Rs. Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Income	68,607.58	66,722.05
Expenditure other than Finance costs and Depreciation	63,182.48	61,771.53
Profit before Finance costs, Depreciation and Tax	5,425.10	4,950.52
Finance costs	749.02	805.43
Profit before Tax	1,983.00	1,347.16
Current Tax	450.00	407.00
Deferred Tax (credit)/ charge	2.34	(38.67)
Profit after Tax	1,530.66	978.83

5. Foreign investments or collaborations, if any.

The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the appointee:

1. Background Details

Mr. Vikas Bajaj (DIN: 00003039), Managing Director of the company, carries with him vast and rich professional experience of over 31 years of handling all the facets in the general management, strategic management and business leadership. He is on the Board of Directors of our company since 1993. He is a Production Engineer (B.E.) from Bangalore with a good academic background and is also a qualified MBA in Operational Management from one of the reputed Institute of India named Management Development Institute, Gurgaon.

2. Past remuneration

During the financial year ended on March 31, 2024, Rs. 1,29,81,839/- was paid as remuneration to Mr. Vikas Bajaj (DIN: 00003039), Managing Director of the company.

3. Recognition or awards

He has won many awards and has been instrumental in the path breaking growth of the Company during his tenure.

4. Job profile and his suitability

He is also serving on the Board of M/s Esvee Precision Components Limited as a Chairman cum Managing Director along with M/s Association of Indian Forging Industry, BGE Mobility Private Limited as a Director and of M/s Green Tiger Mobility Private Limited as a Nominee Director.

5. Remuneration proposed

Remuneration proposed to be paid to Mr. Vikas Bajaj is Monthly Salary Scale including allowances will be Rs. 15,50,000-17,00,000-18,50,000 with effect from 1/10/2024 (Break-up will be as per applicable laws and rules of the Company). In addition of this, he is also entitled to other perquisites and benefits as detailed in the Resolution.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vikas Bajaj, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration proposed to be paid to Mr. Vikas Bajaj and payment of dividend whenever declared, he do not have any other pecuniary relationship with the Company. Apart from this, he is son of Mr. Virender Pal Bajaj and Mrs. Sushma V Bajaj, Directors of the Company.

III. Other information:

1. Reasons of loss or inadequate profits

The financial year 2023-24 has recorded a reasonable growth for two-wheeler industry and thereby in a recovering phase.

2. Steps taken or proposed to be taken for improvement

The Company remains optimistic about its growth in the next financial years, as a credible recovery in the Indian economy and a positive momentum is likely to further strengthen the demand for auto parts.

3. Expected increase in productivity and profits in measurable terms

Productivity is expected to be increased up to Rs. 700 Crores in the financial year 2024-25 and the profitability would also be expected to be around 3 %.

IV. Disclosures

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Board of Directors' Report under the heading "Corporate Governance", attached to the Financial Statement for the financial year ended on March 31, 2024.

The remuneration payable to Mr. Vikas Bajaj (DIN: 00003039) is subject to not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

None of the other Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Vikas Bajaj, to whom the resolution relates, Mr. Virender Pal Bajaj and Mrs. Sushma V Bajaj, Directors, are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution set forth in Item No. 6 for your approval.

By Order of the Board

Sd/-

Vikas Bajaj

DIN: 00003039

Managing Director & CEO

Place : Gurugram

Date : September 6, 2024

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 | www.bajajmotors.com

38th Annual General Meeting – September 30, 2024

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 **38th Annual General Meeting** of the members of the Company, to be held on **Monday, the 30th day of September, 2024 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 31 st March, 2024			
2	Appointment of Director in place of Mr. Subhash Bajaj (DIN: 00044392), who retires by rotation			
3	Appointment of Director in place of Mrs. Sushma V Bajaj (DIN: 02402794), who retires by rotation			
Special Business				
4	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2025			
5	Re-appointment of Mr. Virender Pal Bajaj (DIN: 00003030), as a Whole-time Director, designated as Chairman of the Company			
6	Re-appointment of Mr. Vikas Bajaj (DIN: 00003039), as a Managing Director, designated as Managing Director and CEO of the Company			

Signed this day of..... 2024.

Signature of the shareholder :

Affix Revenue
Stamp

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 | www.bajajmotors.com

38th Annual General Meeting – September 30, 2024

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 38th Annual General Meeting of the members of Bajaj Motors Limited ("the Company") on Monday, the 30th day of September, 2024 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

