

NOTICE

Notice is hereby given that Extra-ordinary General Meeting No. 1/2025 of the members of Bajaj Motors Limited (“the Company”) will be held on Wednesday, the 10th day of September, 2025 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:

SPECIAL BUSINESS

1. To alter Object Clause of the Memorandum of Association 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 pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 read with the Rules made there under, the Object Clause III of the Memorandum of Association of the Company, be and are hereby altered in the following manner:

- (i) Clause III. (C) containing the Other Objects of the company stands deleted;
- (ii) Clause III. (A) containing the Main Objects of the company is altered by inserting the following sub-clauses 5 to 22 after sub-clause 4-

“5. To manufacture, develop, design, assemble, repair, import, export, buy, sell, trade, brand, hire, let on hire, lease, pack, re pack, recondition, service, supply or otherwise deal in all models, shapes, sizes, capacities and varieties of domestic and household appliances, heating, cooking and electrical appliances and devices such as mixers, juicer mixer grinders, hand blenders, food processor, toasters, stoves, pressure cookers, microwave, ovens, iron, induction, kettle, cooking ranges, other cooking utensils of all types, and washing machines, refrigerators, geyser, tube lights, bulbs, fans, air conditioners, heater, blower, air purifier, electronic motors for machines and vehicles and other similar products, their consumables, parts, accessories, components, fittings whether as wholesalers, retailers, traders, agents, sub agents, distributors or otherwise.

6. To carry on the business of manufacturers, producers, trader, stockiest, commission agents, importers, exporters of electrical products and other domestic appliances, their assemblies, kits, spares and accessories.

7. To carry on business as manufacturers of and dealers in Polymers, monomers, elastomers and resins of all types and in all forms such as powders flakes, granules, films, sheets, tubes, pipes, fibres, laminates or as processed goods and including specifically polyethylenes, polystyrene, polyvinyl chloride, polyvinyl acetate, polymethyl methacrylate, epoxy, resins, alkyds, resins melamine, polycarbonates, polyamides, polyesters, acrylics, polycrylonitrile, polyesters and as polyethylene – terephthalate & polyethylene – terephthalate or any other or new substances being improvements upon modifications of or being derived from additions to petrochemicals or other products or resulting from any processes.
8. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase or advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers, assist in selling or purchasing and find or introduce purchasers or vendors of and to manage lands, building and other property and to let any portion of any premises for residential, trade or business purchase.
9. To carry on business of running motor lorries, motor taxis, mini buses and conveyance of all kinds and on such lines and routes as the company may think fit and to transport passengers and goods and generally to do the business of common carriers.
10. To carry on the business of Foundries of ferrous & non-ferrous metals, to carry on the work of all types of metal forging for the manufacturing of all types of automobiles, tractor, cycles, sewing machine, agricultural implements and engine parts and fittings house-hold requisites and utensils, coal mining and engineering requisites including tubewells, pump parts and other general and special forgings and to execute any other particular order received from local and municipal industrialists, dealers general public or Government departments.
11. To carry on the business of suppliers, manufacturers, dealers, importers & exporters of all type of machinery and their parts including technical know-how used for the purpose of metal forgings.
12. To carry on all or any of the business of builders and contractors, architects, decorators, merchants of and dealers in stone and lime, bricks, cement, timber, hardware and other building materials.
13. To carry on the business of manufacture of and dealers in tractors, automobiles, earth moving equipments, internal combustion engines, boiler, locomotive & compressors.
14. To carry on the business as manufacturers, stockists, exporters and importers of and dealers in bolts, nuts, rivets, hinges, hooks and all other hardware items.
15. To carry on business as manufacturers, stockists, importers, exporters, repairers and dealers in dynamo, motors, armatures, magnets, batteries, conductors, insulators, transformers, switchboards, cookers, engines, gas, presses, insulating material and generally electric plant, appliances and wires.

16. To acquire replenishment and other licences and import raw material, capital goods, components and spares as allowed under the import policy and to dispose of same to actual users and others as permitted under the law.
 17. To act as agents and purchase and sales representative to stockists, producers, processing units, units engaged in village industries, home industries, cottage, small and medium scale industries and particular to eligible export houses, who are eligible to import and dispose of the raw material, capital goods, components and spares permitted under the law.
 18. To carry on the business of general agents, commission agents, exporters, importers contractors, merchants, dealers, brokers and as merchants and surveyors of and wholesale and retail dealers in all raw and manufactured material, articles, goods and products.
 19. To carry on the business of hire purchase, finance & investments of all kinds provide that the company shall not do banking business as defined in Banking Regulation Act 1949.
 20. To act as an export house.
 21. To purchase, build, construct, establish, run, own, develop, sell, take or give on lease or exchange or otherwise acquire, hold, maintain and manage industrial, commercial or residential buildings and plots, IT Parks, IT Units, Cyber Park, Cyber City, apartments, houses, hotels, motels, hostels restaurants, factory premises, godowns, golas, warehouses, farmhouses, clubs, pleasure grounds and amusement parks, theatres, cinemas or other show houses, malls, meeting or lecture halls, libraries, dharamshalas and sarais, health resorts and sanatoriums, gardens, swimming pools and baths, huts, bazaars and markets, melas and exhibitions and to let, sublet, give on lease or otherwise to permit use and occupation of the same for rent or hire charges or sharing of interest and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential, commercial and industrial buildings either individually or in collaboration with others and to enter into any contracts / agreements in relation thereto.
 22. To establish, provide and maintain schools, colleges, training centers, libraries, laboratories and such other institutions for the education, training and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, training sessions, demonstrations, exhibitions, classes, meetings, examinations, seminars, workshops and conferences in connection therewith.
- (iii) Clause III. (B) containing the Objects incidental or ancillary to the attainment of the main objects of the company is altered as below-

- (a) Substitute its heading from “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS” to “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”;
- (b) In its sub-clause 10, substitute the starting words from “Subject to the provisions of Section 58-A of the Companies Act, 1956” to “Subject to the provisions of the Companies Act, 2013”.

By Order of the Board

Sd/-

Vikas Bajaj

DIN: 00003039

Managing Director & CEO

Place : Gurugram

Date : August 14, 2025

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 EGM.
- 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. 1

The existing Objects Clause III of the Memorandum of Association of the Company is in line with the Companies Act, 1956. The existing Clause III of the Memorandum of Association of the Company is divided into three parts: (A) The main objects which company shall pursue on its incorporation are; (B) The Objects incidental or ancillary to the attainment of the above Main Objects; and (C) Other Objects.

In pursuance of Section 4 of the Companies Act 2013, the memorandum of association of a company shall be in form specified in Table A in Schedule I of the Companies Act, 2013 for companies limited by shares.

In this regard, it is considered expedient to alter the Objects Clause III of the Memorandum of Association of the Company in the following manner:

- (i) Deleting its Clause III. (C) relating to Other Objects;
- (ii) Inserting some sub-clauses to Clause III. (A) relating to Main Objects; and
- (iii) Minor alterations to Clause III. (B) relating to Objects incidental or ancillary to the attainment of the Main Objects.

The Board of Directors of your Company finds the proposed alteration in the Objects Clause III of the Memorandum of Association of the company suitable for the Company as under existing circumstances the proposed businesses may conveniently or advantageously be combined with the business of the Company.

Section 13 of the Companies Act, 2013 requires the approval of shareholders by way of special resolution for effectuating this decision.

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

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

Sd/-

Vikas Bajaj

DIN: 00003039

Managing Director & CEO

Place : Gurugram

Date : August 14, 2025

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

Extra-ordinary General Meeting – September 10, 2025

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** of the members of the Company, to be held on **Wednesday, the 10th day of September, 2025 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
Special Business				
1	Alteration of Object Clause of the Memorandum of Association of the Company			

Signed this day of..... 2025.

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

Extra-ordinary General Meeting 10th September, 2025

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 of the members of Bajaj Motors Limited (“the Company”) on Wednesday, the 10th day of September, 2025 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 EGM

