

NOTICE

Notice is hereby given that Extra-ordinary General Meeting No. 1/2024 of the members of Bajaj Motors Limited (“the Company”) will be held on Monday, the 30th day of December, 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:

SPECIAL BUSINESS

1. To appoint Mr. Ravinder Kumar Mehta (DIN: 00028409) as an Independent 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 a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravinder Kumar Mehta (DIN: 00028409), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from December 30, 2024 to hold office for 5 (five) consecutive years for a term up to December 29, 2029.”

2. To appoint Mr. Bharat Bakhshi (DIN: 01381524) as an Independent 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 a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bharat Bakhshi (DIN: 01381524), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company with effect from December 30, 2024 to hold office for 5 (five) consecutive years for a term up to December 29, 2029.”

By Order of the Board

Sd/-

Vikas Bajaj

DIN: 00003039

Managing Director & CEO

Place : Gurugram

Date : December 3, 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 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 Board of Directors of your Company proposes to appoint Mr. Ravinder Kumar Mehta (DIN: 00028409) as an Independent Director under Section 149 of the Act with effect from December 30, 2024 to hold office for a term of 5 (five) consecutive years up to December 29, 2029.

The Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Mr. Ravinder Kumar Mehta (DIN: 00028409) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board, Mr. Ravinder Kumar Mehta (DIN: 00028409), who is proposed to be appointed as Independent Director, fulfills the conditions specified in the Act and the rules made thereunder for such appointment. He is independent of the management.

Mr. Ravinder Kumar Mehta (DIN: 00028409), age 83 years, has wide industrial, operational and administrative experience with a flair for identifying new products and ideas with potential. He has widely travelled and got substantial exposure in all functional areas of the auto component industry. He is also a Director of M/s Thrive Ecological Innovations Private Limited.

Copy of the draft letter of appointment of Mr. Ravinder Kumar Mehta (DIN: 00028409) as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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.

Item No. 2

The Board of Directors of your Company proposes to appoint Mr. Bharat Bakhshi (DIN: 01381524) as an Independent Director under Section 149 of the Act with effect from December 30, 2024 to hold office for 5 (five) consecutive years for a term up to December 29, 2029.

The Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Mr. Bharat Bakhshi (DIN: 01381524) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board, Mr. Bharat Bakhshi (DIN: 01381524), who is proposed to be appointed as Independent Director, fulfills the conditions specified in the Act and the rules made thereunder for such appointment. He is independent of the management.

Mr. Bakhshi is a Bachelor of Science in Mechanical Engineering from California State University, Fullerton, USA and an MBA from University of Southern California, Los Angeles, USA. He has also done Executive Program from Stanford University, USA.

Mr. Bharat Bakhshi has over 33 years of experience in the field of Financial Analysis and Product Management. He held the post of Senior executive with significant Investment Banking, Private Equity, and Corporate experience, including: Corporate and Investment Banking with Citigroup, UBS and EY; Partner at Private Equity fund, leading teams in investing, monitoring and exits; President (M&A, Investor Relations & Ventures) with SIS Group. He has extensive experience with corporate transactions such as raising equity & debt, M&A, and IPOs, both on the Buyside and the Sell side.

He has held Directorship in our Company as Nominee Director for more than 10 years. He was also a Nominee Director of Inventia Healthcare Limited, Saravana Global Energy Limited, Jupiter Wagons Limited and Ebixcash World Money Limited. He was also a Director of Thrill Park Limited and Stardrive Busducts Private Limited. He was Partner of Ernst & Young LLP and JB Cerestra Investment Management LLP. He is currently Designated Partner in EDGEWATER MANAGERS LLP (ACJ-4077) and EDGEWATER PARTNERS LLP (ACI-9865).

Copy of the draft letter of appointment of Mr. Bharat Bakhshi (DIN: 01381524) as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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. 2 of the Notice for approval by the shareholders.

By Order of the Board

Sd/-

Vikas Bajaj

DIN: 00003039

Managing Director & CEO

Place : Gurugram

Date : December 3, 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

Extra-ordinary General Meeting – December 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 **Extra-ordinary General Meeting** of the members of the Company, to be held on **Monday, the 30th day of December, 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
Special Business				
1	Appointment of Mr. Ravinder Kumar Mehta (DIN: 00028409) as Independent Director of the Company			
2	Appointment of Mr. Bharat Bakhshi (DIN: 01381524) as Independent Director of the Company			

Signed this day of..... 2024.

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 | www.bajajmotors.com

Extra-ordinary General Meeting 30th December, 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 Extra-ordinary General Meeting of the members of Bajaj Motors Limited (“the Company”) on Monday, the 30th day of December, 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

