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bajajauto.com

THE WORLD'S
FAVOURITE
INDIAN

30 June 2021

To Corporate Relations Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street Mumbai 400 001 BSE Code: 532977	To Corporate Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051 NSE Code: BAJAJ-AUTO
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Subject: Notice of the 14th Annual General Meeting (AGM)

Dear Sirs/Madam,

This is further to our letter dated 29 April 2021, wherein the Company had informed that the AGM of the Company is scheduled to be held on Thursday, 22 July 2021.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Notice of 14th Annual General Meeting scheduled to be held on Thursday, 22 July 2021 through Video Conferencing/ Other Audio-Visual Means (e-AGM).

The Notice is also available on the website of the Company, i.e., <https://www.bajajauto.com/investors/annual-reports> and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>.

Please take the above on your record.

Thanking you,

Yours faithfully,
For Bajaj Auto Limited

Dr. J Sridhar
Company Secretary

Encl: As above



BAJAJ AUTO LTD.

CIN: L65993PN2007PLC130076

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Mumbai-Pune Road,
Akurdi, Pune 411 035
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AGM NOTICE

Notice is hereby given that the fourteenth annual general meeting of the shareholders of Bajaj Auto Ltd. ('BAL' or the 'Company') will be held on **Thursday, 22 July 2021 at 12.15 p.m.** through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2021, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Nirajkumar Ramkrishnaji Bajaj (DIN 00028261), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Sanjivnayan Rahul Kumar Bajaj (DIN 00014615), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Re-appointment of Pradeep Shrivastava as Whole-time Director of the Company for a period of five years with effect from 1 April 2021**

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read along with Schedule V to the Act (including any amendment thereto or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded to the re-appointment of Pradeep Shrivastava (DIN 07464437) as Whole-time Director with the designation as Executive Director ('WTD') of the Company for another term of five years commencing from 1 April 2021 till 31 March 2026, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act and in the agreement entered into between the Company and WTD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and WTD.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise the remuneration of WTD from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and WTD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

"FURTHER RESOLVED THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

6. Approval for payment and facilities to be extended to Rahul Kumar Kamalnayan Bajaj as Chairman Emeritus of the Company from 1 May 2021 to 30 April 2026

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder or any amendment thereto or modification thereof, the Articles of Association, and such other approvals, permissions and sanctions as may be required, approval of the members be and is hereby accorded for making payments and extending facilities to Rahul Kumar Kamalnayan Bajaj, as Chairman Emeritus of the Company for a term of five years commencing from 1 May 2021 till 30 April 2026 as approved by the Board of Directors, and set out in the explanatory statement relating to this resolution, with liberty to the Board of Directors, to alter or vary the terms and conditions (including the payments and facilities) in such manner as the board may deem fit and is acceptable to Rahul Kumar Kamalnayan Bajaj.

"FURTHER RESOLVED THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the Act, the Board of Directors be and is hereby authorised to vary the terms and conditions (including the payments and facilities accorded to Rahul Kumar Kamalnayan Bajaj) in accordance with the applicable law without any further reference to, or requirement to seek approval of the members of the Company.

"AND FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

7. Approval for payment of commission to Non-executive Directors for a period of five years commencing from 1 April 2021

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of sections 197 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of sections 198 of the Act, be paid to and distributed amongst the directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from 1 April 2021.

"PROVIDED THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Non-executive Directors shall be paid remuneration by way of Commission as set out above, as may be decided by the Board of Directors of the Company, notwithstanding that it may exceed one percent of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions of and schedule V to the Act, from time to time."

By order of the Board of Directors
For Bajaj Auto Ltd.



Dr. J Sridhar
Company Secretary
Pune: 29 April 2021

NOTES:

- 1 In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated 5 May 2020 read with circulars dated 8 April 2020, 13 April 2020 and 13 January 2021 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated 12 May 2020 and 15 January 2021 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars, the AGM of the Company this year as well is being conducted through VC/OAVM, hereinafter called as 'e-AGM'. KFin Technologies Private Ltd. ('KFin') will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 33C below.
- 2 The deemed venue for fourteenth e-AGM shall be the registered office of the Company.
- 3 Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
- 4 Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to cssdlimaye@gmail.com with a copy marked to mohsin.mohd@kfintech.com
- 5 Statement pursuant to section 102 of the Act forms part of this Notice. The Board of Directors at its meeting held on 29 April 2021 has decided that the special businesses set out under item no. 5 to 7, being considered 'unavoidable', be transacted at the fourteenth e-AGM of the Company.
- 6 Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and as per provisions of the Act.
- 7 The facility of joining the e-AGM through VC /OAVM will be opened 30 minutes before and will be open upto 30 minutes after the scheduled start time of the e-AGM, i.e. from 11.45 am to 12.45 pm and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
- 8 Institutional Investors, who are members of the Company are encouraged to attend and vote at the fourteenth e-AGM of the Company.
- 9 The Board of Directors has recommended dividend of ₹ 140 per equity share of the face value of ₹ 10 each for the year ended 31 March 2021 for the approval of shareholders at the ensuing AGM.
- 10 Pursuant to the provisions of section 91 of the Act and regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from Saturday, 10 July 2021 to Thursday, 22 July 2021 (both days inclusive) for the purpose of payment of dividend.
- 11 Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on Monday, 26 July 2021 and/ or Tuesday, 27 July 2021 as under:
 - a) to all those shareholders holding shares in physical form, as per the details provided by share transfer agent of the Company i.e. KFin to the Company, as of or before the closing hours on Friday, 9 July 2021 and
 - b) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday, 9 July 2021.
- 12 As per the Listing Regulations and pursuant to SEBI Circular dated 20 April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders. Where the dividend cannot be paid through electronic mode, the same will be paid through physical instrument such as non-negotiable instruments/warrants with bank account details of such shareholders printed thereon.
- 13 To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or particulars of their bank account, if any, to share transfer agent - KFin and to their respective depository participants.

- 14 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
- 15 SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFin.
- 16 In terms of section 101 and 136 of the Act, read together with the rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020 and 15 January 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website <https://www.bajajauto.com/investors/annual-reports>, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of KFin at www.kfintech.com
- 17 To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participants, where shares are held in demat mode.
- 18 Members who have not registered their e-mail addresses and mobile nos. and consequently could not be served the Annual Report for FY2021 and Notice of fourteenth e-AGM, may temporarily get themselves registered with KFin, by following the procedure mentioned below:
- (a) Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobilee-mailreg.aspx>
 - (b) Select the company name i.e. Bajaj Auto Ltd.
 - (c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - (d) Enter DP ID – Client ID (in case shares are held in electronic form) /Physical Folio No. (in case shares are held in physical form) and PAN.
 - (e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - (f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - (g) Enter the e-mail address and mobile number.
 - (h) System will validate DP ID – Client ID/Folio No. and PAN/Share certificate No., as the case may be, and send OTP at the registered mobile number as well as e-mail address for validation.
 - (i) Enter the OTPs received by SMS and e-mail to complete the validation process. OTP will be valid for 5 minutes only.
 - (j) The Notice and e-voting instructions along with the User ID and Password will be sent on the e-mail address updated by the member.
 - (k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of e-mail address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their e-mail address with their DPs permanently, so that all communications are received by them in electronic form.
 - (l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-309-4001.
- 19 Further, the Company has availed of services offered by CDSL and NSDL to update e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
- 20 With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 21 SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. However, SEBI vide its circular dated 2 December 2020 had fixed 31 March 2021 as the cut-off date for re-lodgement for any pending physical transfers and that such transferred shares shall be issued only in demat mode. In accordance with the said circular, SEBI has also provided operational guidelines for effecting demat to the transferee's account and in case transferee fails to furnish necessary details within stipulated timelines, such shares will be transferred to Suspense Escrow Demat Account to be opened by the Company.

- 22 To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 23 In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
- 24 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune-411035:
- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.
- In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.
- 25 Certificate from Statutory Auditors of the Company certifying that the Bajaj Auto Employee Stock Option Scheme, 2019 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will also be available for inspection by the members through electronic mode.
- 26 For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL <https://emeetings.kfintech.com/> and clicking on the tab **"Post your Queries"** during the period starting from 15 July 2021 (9.00 a.m.) upto 19 July 2021 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
- 27 Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 28 In terms of section 124(5) of the Act, dividend amount for the year ended 31 March 2014 remaining unclaimed for a period of seven years shall become due for transfer in August 2021 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF's demat account.
- Members who have not claimed dividends in respect of the financial years from 2013-14 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.
- 29 For more details on shareholders' matters, please refer to the chapter on **General Shareholder Information**, included in the Annual Report.
- 30 Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
- 31 In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Thursday, 15 July 2021, such person may obtain the User ID and Password from KFin by e-mail request on einward.ris@kfintech.com
- 32 Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Annual Report and Notice of e-AGM.
- 33 Instructions for e-voting and joining the e-AGM are as follows:

A. Voting through electronic means:

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.
- ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 15 July 2021 (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iii. Members can cast their vote online from 19 July 2021 (9.00 a.m.) till 21 July 2021 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

- iv. Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write e-mail from the registered e-mail id to evoting@kfintech.com
- v. The details of the process and manner for remote e-voting are explained herein below:

I) Login method for remote e-voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields i.e. follow steps given in points 1-3 above.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section. 2. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on KFintech to cast your vote. <p>B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.</p>

	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue - CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43

II) Login method for remote e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Bajaj Auto Ltd.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at cssdlimaye@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800-309-4001 (toll free).

B. Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting in the e-AGM.
- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left-hand bottom corner of the video screen and follow the instructions to vote on the resolutions for voting during the e-AGM.

C. Instructions for members for attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab "video conference" and by using their remote e-voting login credentials. The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for better experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are required to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab "Speaker Registration" during the period starting from 15 July 2021 (9.00 a.m.) upto 19 July 2021 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/> under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the fourteenth e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800-309-4001

D. General Instructions:

- i. The Board of Directors has appointed Shyamprasad D Limaye, practising Company Secretary (FCS No. 1587 CP No. 572) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutinizer shall submit his report to the Chairman or in his absence Managing Director and CEO of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.bajajauto.com and on the website of KFin <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.

34. Dividend related information:

The Finance Act, 2020 has abolished the Dividend Distribution Tax ('DDT') and has introduced the system of dividend taxation in the hands of the shareholders with effect from 1 April 2020. Accordingly, the Company would be required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident).

Resident Shareholders:

Tax shall be deducted at source under section 194 of the Income Tax Act, 1961 ('IT Act') @ 10% on the amount of dividend declared and paid by the Company during financial year 2021-22, subject to the following:

Sr. No.	Particulars	Rate of TDS applicable	Section under the IT Act
1.	PAN is not available/ Invalid PAN	20%	206AA
2.	Non-linking of PAN with Aadhaar, if allotted (Refer Note 1)	20%	206AA
3.	Non-filing of return of income tax for any of the last two financial years (i.e. FY 2018-19 and FY 2019-20); and TDS as well as TCS deduction in each of these years in case of the shareholder is ₹ 50,000 or more (Refer Note 2)	20%	206AB

Note 1: As per section 139AA(2) of the IT Act read with Rule 114AAA of the Income Tax Rules, 1962, currently, PAN is mandatorily required to be linked with Aadhaar by 30 June 2021. If PAN is not linked with Aadhaar by 30 June 2021 (unless such due date is extended), such PAN will be deemed inoperative and tax at source will be required to be deducted at higher rates under section 206AA of the IT Act.

Note 2: Provisions of section 206AB of the IT Act are applicable with effect from 1 July 2021, unless such date of applicability is extended.

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹ 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/ Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the TDS on dividend shall be @ 20% or applicable rate plus applicable surcharge and health and education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, section 196D provides for TDS @ 20% or applicable rate plus applicable surcharge and health and education cess.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/ declarations required to be provided by the **resident shareholders** and list of documents/declarations required to claim the benefit of DTAA by the **non-resident shareholders** are available on the Company's website <https://www.bajajauto.com/investors/annual-reports> Kindly note that the documents should be uploaded with KFin Technologies Pvt Ltd., the Registrar and Transfer Agent at <https://ris.kfintech.com/form15> or e-mailed to einward.ris@kfintech.com

No communication on the tax determination/ deduction shall be entertained after **10 July 2021**.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- For deduction of tax at source, the Company would be relying on the above data shared by KFin as updated up to the record date.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate to shareholders at the registered e-mail id within the prescribed time, post payment of the said dividend, if declared in the AGM. The said certificate can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India <https://www.incometax.gov.in/home>

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

For further details and formats of declaration, please refer to FAQs on Tax Deduction at Source on Dividends available on the Company's website at <https://www.bajajauto.com/investors/annual-reports>

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND PROVISIONS OF THE ACT.

Item No. 3 of the Notice

Nirajkumar Ramkrishnaji Bajaj (DIN 00028261)

As regards re-appointment of Nirajkumar Ramkrishnaji Bajaj referred to in Item No. 3 of the Notice, the following disclosures are made for the information of the shareholders:

Information about the appointee:

Brief resume

Nirajkumar Ramkrishnaji Bajaj's (born on 10 October 1954) career spans more than 35 years. He did his B.Com. from Sydenham College of Commerce and Economics, Mumbai. He acquired his Masters in Business Administration from Harvard Business School, Boston, U.S.A.

Nirajkumar Ramkrishnaji Bajaj is one of the Promoter - Directors of the Bajaj Group. He is also the Chairman and Managing Director of Mukand Ltd. and Non-executive Chairman of Bajaj Holdings and Investment Ltd..

He was the President of the Indian Merchants' Chamber, a decade ago, when it was celebrating its Centenary Year. He was also the President of the Alloy Steel Producer's Association and Indian Stainless Steel Development Association.

He represented India in table tennis for seven years between 1970-77, of which last four years was as the captain. He has been three-times All-India Table Tennis Champion and ranked India No.1, four times. He is the recipient of Arjuna Award, India's highest Sport's honour, Shiv Chhatrapati Award, Maharashtra's highest Sport's honour and Maharashtra Gaurav Puraskar Award.

Major Directorships:

1. Bajaj Auto Ltd.
2. Bajaj Holdings and Investment Ltd.
3. Mukand Ltd.
4. Mukand Engineers Ltd.
5. Bajaj Allianz General Insurance Co. Ltd.
6. Bajaj Allianz Life Insurance Co. Ltd.
7. Jeewan Ltd.

*Committee Chairmanship and Membership: Nil

**Chairmanship and membership of audit committee and stakeholders' relationship committee are considered.*

Shareholding in the Company: 8,13,022

Nature of expertise in specific functional areas: Management and Strategy, Commercial, Purchase and Supply Chain, Insurance, Mutual Fund, Financial Services, Regulatory, Government and Security matters and such other areas.

He has been associated as non-executive director on the Board of erstwhile Bajaj Auto Ltd. since 2006 and his last drawn remuneration during the financial year 2020-21 was ₹ 17.50 lakh. More details about his remuneration are available in the Annual Report. He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company.

Nirajkumar Ramkrishnaji Bajaj is not disqualified from being appointed as a director in terms of section 164 of the Act.

Nirajkumar Ramkrishnaji Bajaj has been appointed as Chairman of the Company with effect from 1 May 2021 at the Board meeting of the Company held on 29 April 2021 in place of Rahul Kumar Kamalnayan Bajaj, the outgoing Chairman.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any key managerial personnel of the Company.

None of the directors, or key managerial personnel or their relatives, except Shekhar Bajaj, Madhurkumar Ramkrishnaji Bajaj and Nirajkumar Ramkrishnaji Bajaj, are concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

The Board commends item no. 3 for consideration and approval of the shareholders.

Item No. 4 of the Notice**Sanjivnayan Rahul Kumar Bajaj (DIN 00014615)**

As regards re-appointment of Sanjivnayan Rahul Kumar Bajaj, referred to in Item No. 4 of the Notice, following disclosures are made for the information of the shareholders:

Information about the appointee:**Brief resume**

Sanjivnayan Rahul Kumar Bajaj (born on 2 November 1969) is B.E. (Mech), first class with distinction (8th on merit list) from the University of Pune, M.Sc (Manufacturing Systems Engg) with distinction from the University of Warwick, UK and MBA from Harvard Business School, USA.

He was the Executive Director of Bajaj Auto Ltd. (from 12 April 2004 until 31 March 2012), having headed Finance and Control, Legal and International business functions of Bajaj Auto over different periods from 1994 until 2012 and currently is its non-executive director.

He is the Managing Director and CEO of:

- Bajaj Finserv Ltd.
- Bajaj Holdings and Investment Ltd.

He is the Chairman of:

- Bajaj Finserv Ltd.
- Bajaj Finance Ltd.
- Bajaj Allianz Life Insurance Co. Ltd.
- Bajaj Allianz General Insurance Co. Ltd.
- Maharashtra Scooters Ltd.

Memberships

1. Vice President of Confederation of Indian Industry (CII) – 2020-21
2. Past Chairman of Western Region of CII
3. Board of ISB (Indian School of Business)
4. International Advisory Board (IAB), Allianz SE
5. International Technology Advisory Panel (ITAP) of Monetary Authority of Singapore (MAS)
6. Regional Stewardship Board for India and South Asia 2019-20 of World Economic Forum

Awards

1. All India Management Association (AIMA) Managing India Awards
2. Entrepreneur of the Year award 2019
3. Economic Times - Business Leader of the Year India 2018
4. Financial Express Best Banks Award – Banker of the Year 2017-18
5. Asian Centre's Leadership, Corporate Governance, Sustainability and CSR Awards - Transformational Leader Award 2018
6. Ernst and Young - EY Entrepreneur of the Year India 2017
7. India Today- Top 50 Power List 2017-18
8. Bombay Management Association (BMA) - Entrepreneur of the Year Award 2015-16
9. Business World - India's Most Valuable CEOs in 2015 and 2016

Major Directorships:

1. Bajaj Auto Ltd.
2. Bajaj Finance Ltd.
3. Bajaj Finserv Ltd.
4. Bajaj Holdings and Investment Ltd.
5. Maharashtra Scooters Ltd.
6. Bajaj Allianz General Insurance Co. Ltd.
7. Bajaj Allianz Life Insurance Co. Ltd.
8. Jeewan Ltd.
9. Bajaj Housing Finance Ltd.

***Committee Chairmanship:** Nil

***Committee Memberships:**

1. Bajaj Finance Ltd.
2. Bajaj Finserv Ltd.
3. Maharashtra Scooters Ltd.
4. Bajaj Allianz General Insurance Co. Ltd.
5. Bajaj Allianz Life Insurance Co. Ltd.
6. Bajaj Housing Finance Ltd.

**Chairmanship and membership of audit committee and stakeholders' relationship committee are considered.*

Shareholding in the Company: 7,69,224

Nature of expertise in specific functional areas: Management and Strategy, Global Business Leadership, Operations and Engineering, Information Technology, Human Resources, International business, Insurance, Mutual Fund and Financial Services, Banking, Investment and Treasury and Forex Management, Corporate Governance and Ethics and such other areas.

He was first appointed on the Board with effect from 2 May 2007 and his last drawn remuneration during the financial year 2020-21 was ₹ 17.50 lakh. More details about the remuneration are available in the Annual Report. He will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company.

Sanjivnayan Rahul Kumar Bajaj is not disqualified from being appointed as director in terms of section 164 of the Act.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any key managerial personnel of the Company except Rajivnayan Rahul Kumar Bajaj.

None of the Directors, or Key Managerial Personnel or their relatives, except Rahul Kumar Kamalnayan Bajaj, Rajivnayan Rahul Kumar Bajaj and Sanjivnayan Rahul Kumar Bajaj himself, are concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

The Board commends item no. 4 for consideration and approval of the shareholders.

Statement under section 102 of the Act and regulation 36 (3) of the Listing Regulations

Item no. 5 of the Notice

At the meeting of the Board of Directors of the Company held on 17 March 2021, on the recommendation of the Nomination and Remuneration Committee, Pradeep Shrivastava, was re-appointed as the Whole-time Director with the designation as Executive Director of the Company for another period of five years with effect from 1 April 2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

1. Salary

₹ 8 crore per annum comprising salary, allowances, retiral, bonus, performance reward etc., with such annual increments/increases/revisions as may be decided by the Board of Directors from time to time, during the tenure.

2. Perquisites

- I. Company's contribution to provident fund and superannuation fund as per Company rules.
- II. Gratuity as per Company rules.
- III. Leave with full pay as per the rules of the Company, with Encashment of unavailed leave being allowed.
- IV. Reimbursement of medical expenses incurred for self and family or Medical Allowance as per Company rules.
- V. Cover of Insurance policies and Contribution to Employee Deposit Linked Insurance Scheme as per Company rules.
- VI. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgement, wrongful act or such other reason as may be approved by the Board of Directors from time to time.

- VII. Reimbursement of membership fee for one club.
- VIII. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- IX. Use of Company's two cars maintained by the Company for official as well as for personal purpose with drivers' salary as per Company rules.
- X. Telephone, tele-fax and other communication facilities at Company's cost as per Company rules.
- XI. Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

3. Valuation of perquisites

Perquisites/Allowances shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

4. Stock Options

Stock Options as per the scheme(s) framed by the Company from time to time.

5. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Executive Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in schedule V to the Act, from time to time.

6. Computation of ceiling

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident and superannuation funds referred to in para 2 (I) above.
- b) Gratuity payable as per para 2 (II), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave as per para 2 (III) above.

Information about the appointee:

Brief Resume

Pradeep Shrivastava (born on 31 March 1960) is qualified as a B. Tech (Mechanical Engineer) from IIT, Delhi 1981 and also as PGDM-1986 from IIM, Bangalore.

He started his career as Asst. Engineer (Maintenance) in Tata Motors during 1981-1984.

He joined Bajaj Auto in 1986 and was its Chief Operating Officer at the time of his elevation as Executive Director with effect from 1 April 2016.

Directorships:

- 1. Bajaj Auto Ltd.

*Committee chairmanships and memberships: Nil

**Chairmanship and membership of audit committee and stakeholders' relationship committee are Considered*

Shareholding in the Company: 75

Nature of expertise in specific functional areas: Management and Strategy, Operations and Engineering, Manufacturing, Automobile Engineering and Project Management and such other areas.

His last drawn remuneration during the financial year 2020-21 was ₹ 8.31 crore. More details about the remuneration are available in the Annual Report.

Pradeep Shrivastava is not disqualified from being re-appointed as a Director in terms of section 164 of the Act.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Company has entered into an agreement with Pradeep Shrivastava laying down, inter alia, the terms of remuneration referred to above and the powers and authorities delegated to him.

A copy of the said agreement is available for inspection by the members through electronic mode upto the date of the meeting.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Pradeep Shrivastava is concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 5 of the Notice.

The Board commends the special resolution set out in Item No. 5 for approval by shareholders.

Item no. 6 of the Notice

Rahul Kumar Kamalnayan Bajaj (referred to hereafter as Shri Rahul Bajaj), after successfully leading Bajaj Auto Ltd (including erstwhile BAL) for five decades stepped down as Executive Chairman and was appointed as a Non-executive Chairman by the Board of Directors with effect from 1 April 2020. Due to his age, Shri Rahul Bajaj has tendered his resignation as non-executive director and Chairman of the Company with effect from close of business hours on 30 April 2021.

Shri Rahul Bajaj has made a huge contribution to the spectacular success of the Company and the Group over the last five decades. Considering his tremendous experience, it would be in the interest of the Company to continue to benefit from his rich experience, valuable knowledge and wisdom from time to time in an advisory role and as a mentor in the future as well.

In light of the above and in recognition of his services, the Board at its meeting held on 29 April 2021, on the recommendation of Nomination and Remuneration Committee and with approval by the Audit Committee unanimously conferred upon Shri Rahul Bajaj, the status and title of Chairman Emeritus of the Company for a term of five years with effect from 1 May 2021. Shri Rahul Bajaj as Chairman Emeritus, will, inter alia, mentor, guide and provide perspective to the Board and management including in relation to the broad strategic aspects of the business, corporate governance-related matters and support in establishing and enabling relations with external fora like Industry Chambers and institutions etc. Further, he will be a permanent invitee to the Board meetings of the Company. If he attends any Board meeting of the Board, it shall be in capacity as an invitee only, with no voting rights. Shri Rahul Bajaj, as the Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made thereunder.

Taking into account Shri Rahul Bajaj's invaluable contribution to the Company for over five decades, the Board, at its meeting held on 29 April 2021 decided that to facilitate him functioning as Chairman Emeritus, Shri Rahul Bajaj may be extended certain facilities and made payments during his tenure as Chairman Emeritus of the Company from 1 May 2021 as under:

- Free furnished residential accommodation, including maintenance, gas, electricity and water costs.
- Car with driver.
- Reimbursement of medical expenses in India or abroad, including hospitalization, nursing home surgical charges, home nursing and attendant services and, in case of medical treatment abroad, airfare and boarding/lodging expenses for him and his attendant.
- Such other payments, as may be decided by the Board from time to time, subject to a ceiling of ₹ 3 crore per annum.

To facilitate Shri Rahul Bajaj to function efficiently as Chairman Emeritus, the Board has further approved that he be reimbursed certain expenses incurred for official purposes, such as travelling expenses, telephone/communication expenses and expenses for maintenance of his office with support staff and facilities. Such reimbursements would not amount to 'remuneration'.

Shri Rahul Bajaj, being the father of Rajivnayan Rahul Kumar Bajaj, the Managing Director and Chief Executive Officer of the Company and Sanjivnayan Rahul Kumar Bajaj, non-executive director, is a "related party" in relation to the Company in terms of the Act. Accordingly, the payments to be made and facilities to be provided to Shri Rahul Bajaj in his capacity as Chairman Emeritus, are related party transactions, and therefore, require shareholders' approval in accordance with the provisions of section 188 of the Act. This transaction is not a material related party transaction in terms of regulation 23 of the Listing Regulations.

Information about the appointee:

Shri Rahul Bajaj, aged 82, has headed Bajaj Group of companies for over five decades. He is the recipient of many awards, including the Padma Bhushan from the Government of India and honorary doctorates from many universities. He has a BA (honours) in economics, a law degree from Mumbai University and an MBA from Harvard.

Shri Rahul Bajaj is a former member of the Rajya Sabha, former Chairman of Indian Airlines and former Chairman of the Board of Governors of the Indian Institute of Technology, Bombay. He is also a former Chairman of the International Business Council, World Economic Forum; a former member of the South Asia advisory board of Harvard Business School and a former member of the International Advisory Council of the Brookings Institution in Washington, DC.

Shri Rahul Bajaj has been spearheading the charitable activities of Bajaj Group and its charitable trusts.

His remuneration as a non-executive director and Chairman of the Company during the financial year 2020-21 was ₹ 6 crore approximately.

He is not related to any of the Directors or Key Managerial Personnel of the Company, except Rajivnayan Rahulkumar Bajaj and Sanjivnayan Rahulkumar Bajaj.

None of the Directors or Key Managerial Personnel or their relatives, except Rajivnayan Rahulkumar Bajaj, Sanjivnayan Rahulkumar Bajaj and Shri Rahul Bajaj himself, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 6 of the Notice.

The Board commends the ordinary resolution set out in item no. 6 for approval by shareholders.

Item no. 7 of the Notice

Section 197 of the Act, permits the payment of remuneration to a director who is neither a whole-time director nor a managing director of a company, by way of commission not exceeding one percent of the net profits of the company, if the Company authorises such payment by a special resolution. Shareholders of the Company had approved such payment by a special resolution passed on 27 July 2016 for a five-year period, which expired on 31 March 2021.

In view of the increased demands on non-executive directors' participation in Board and Committee meetings and the higher responsibilities they are expected to bear in the interest of higher level of excellence in corporate governance on account of statutory and regulatory changes, it is proposed to continue to pay such commission to the non-executive directors for a further period of five years upto and including the year 2025-26.

The amount of commission shall be payable each year after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

Pursuant to the Companies (Amendment) Act, 2020, read with rules made thereunder, if a company fails to make profits or makes inadequate profits in a financial year, any non-executive director of such company, including an independent director, may be paid remuneration in accordance with Schedule V of the Act.

No approval of Central Government will be required for the said payment of commission, since it is within the prescribed limits as specified under section 197. The above payment to non-executive directors will be in addition to the sitting fees payable to them for attending Board/committee meetings, which at present is fixed at ₹ 100,000 per meeting.

None of the Directors/key managerial personnel and/or their relatives, except the concerned non-executive director are directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 7 of the Notice.

The Board commends the special resolution set out in item no. 7 for approval by shareholders.

By order of the Board of Directors
For Bajaj Auto Ltd.



Dr. J Sridhar
Company Secretary
Pune: 29 April 2021