



MAHARASHTRA SCOOTERS LTD.

CIN-L35912MH1975PLC018376
Regd. Office : C/o Bajaj Auto Limited,
Mumbai-Pune Road, Akurdi, Pune 411 035 (India)
Phone : 020-27472851, Fax : 020-27472764
Website : www.mahascooters.com

1 July 2020

To Corporate Relations Department. BSE Limited 1st Floor, New Trading Ring, Rotunda Building, P J Tower, Dalal Street, Mumbai 400 001	To Corporate Listing Department. National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), MUMBAI 400 051
BSE Code: 500266	NSE Code: MAHSCOOTER

Subject: Notice of the 45th Annual General Meeting (AGM)

Dear Sir/Madam,

This is further to our letter dated 18 May 2020, wherein the Company had informed that the AGM of the Company is scheduled to be held on 20 July 2020.

Please find enclosed Notice of the ensuing 45th AGM of the Company scheduled to be held on 20 July 2020 through Video Conferencing (VC)/Other Audio-Visual means (OAVM).

Brief details of the 45th AGM of the Company are as below:

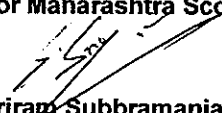
Date and Time of AGM	Monday, 20 July 2020, 12.15 p.m. IST
Mode	Video conference ('VC') / other audio-visual means ('OAVM')
Web-link for participation through video-conferencing	https://emeetings.kfintech.com/
Cut-off date for e-voting	Monday, 13 July 2020
E-voting start date and time	Friday, 17 July 2020, 9.00 a.m. IST
E-voting end date and time	Sunday, 19 July 2020, 5.00 p.m. IST
E-voting website	https://evoting.karvy.com

The said Notice is also placed on the Company's website www.mahascooters.com.

You are requested to take the above information on record.

Thanking you,
Yours faithfully,

For Maharashtra Scooters Limited


Sriram Subbramaniam
Company Secretary

Encl: as above



MAHARASHTRA SCOOTERS LTD.

CIN:L35912MH1975PLC018376

Registered Office:

Bajaj Auto Ltd. Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

e-mail Id: investors_msl@bajajauto.co.in
www.mahascooters.com

Tel. No.: (020) 6610 6564

Fax : (020) 6633 4103

NOTICE

Notice is hereby given that the Forty Fifth Annual General Meeting of the shareholders of Maharashtra Scooters Limited will be held on Monday, 20 July 2020 at 12.15 p.m. through video conferencing ('VC')/other audio-visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone financial statements of the Company for the financial year ended 31 March 2020, together with the Directors' and Auditors' Reports thereon.
2. To confirm the interim dividend of Rs. 50 per equity share of face value of Rs. 10 each as final dividend for the financial year ended 31 March 2020.
3. 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 as a Director, not liable to retire by rotation.

SPECIAL BUSINESS

4. **Appointment of V. Rajagopalan (DIN 02997795) as a Non-Executive Director of the Company, liable to retire by rotation.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'the Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), V. Rajagopalan (DIN 02997795), who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules framed thereunder, V. Rajagopalan be paid such fees and remuneration and profit-related commission, if any, as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

5. **Appointment of Anish Praful Amin (DIN 00070679) as a Non-Executive Director of the Company, liable to retire by rotation.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'the Listing Regulations') and amendments thereto

Notice

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Anish Praful Amin (DIN 00070679), who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules framed thereunder, Anish Praful Amin be paid such fees and remuneration and profit-related commission, if any, as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

By order of the Board of Directors
For Maharashtra Scooters Limited



N.S. Kulkarni
Company Secretary

Pune: 18 May 2020

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and SEBI circular dated 12 May 2020 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 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as "e-AGM".
2. The deemed venue for the forty fifth (45th) 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, 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.
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 18 May 2020 has decided that the special businesses set out under item No. 4 and 5, being considered 'unavoidable', be transacted at the 45th e-AGM of the Company.
6. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements pursuant to 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 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 12.00 Noon to 12.30 pm and will be available for 1000 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 forty fifth e-AGM of the Company.
9. An interim dividend at the rate of Rs. 50 per equity share of Rs. 10 each declared by the Board at its meeting held on 21 February 2020 has been paid to all the eligible members as on 4 March 2020, being the record date for the purpose of dividend.

The directors recommend for consideration of the shareholders the above referred interim dividend as final dividend for the financial year ended 31 March 2020.

10. 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 interim dividend, which was declared on 21 February 2020 was paid through electronic mode, where the bank account details of the shareholders were available. Where dividend was paid through electronic mode, intimation regarding such remittance has been sent separately to the shareholders. In case where the dividend could not be paid through electronic mode, payment has been made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such shareholders.
11. 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 changed, to Share transfer agent - KFin Technologies Pvt. Ltd ('KFin') and to their respective depository participants.
12. 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.
13. 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 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.

Notice

14. 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, Notice of the AGM along with the Annual Report 2019-20 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 for the year 2019-20 will also be available on the Company's website i.e. www.mahascooters.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of KFin at www.kfintech.com.

15. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail addresses with their respective depository participant, where shares are held in electronic form. where shares are held in physical form, members are advised to register their e-mail addresses with KFin by clicking on the link <https://karisma.kfintech.com/emailreg> Further, the Company has availed of services offered by 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's and support the green initiative efforts of the Company.
16. Those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered with KFin, by clicking the link: <https://karisma.kfintech.com/emailreg> for sending the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.
17. 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.
18. 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. The Company has complied with the necessary requirements as applicable including sending of letters to shareholders holding shares in physical form requesting them to demat their physical holdings.
19. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding with a view to avail 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.
20. 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.
21. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune:
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - 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.

22. 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 17 July 2020 (9.00 a.m.) up to 18 July 2020 (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.
23. 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.
24. In terms of section 124(5) of the Act, dividend amount for the year ended 31 March 2013 remaining unclaimed for a period of 7 years shall become due for transfer in August 2020 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 7 years, the corresponding shares shall be transferred to the IEPF demat account.

Members who have not claimed dividends in respect of the financial years from 2012-13 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 demat account.

25. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
26. Since the meeting will be conducted through VC/OAVM, the Route Map is not annexed in this Notice.
27. In case a person has become a Member of the Company after dispatch of e-AGM Notice, but on or before the cut-off date for E-Voting, i.e., Monday, 13 July 2020, such person may obtain the User ID and Password from KFin by e-mail request on mohsin.mohd@kfintech.com.
28. 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.

29. 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, the Company is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Monday, 13 July 2020 (end of day), being the cut-off date fixed for determining voting rights of members entitled to participate in the remote e-voting process, through the e-voting platform provided by KFin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- II. The details of the process and manner for remote e-voting are given below:
 - i. Initial password is provided in the body of the e-mail.
 - ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
 - iii. Enter the log in 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.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT. Select Maharashtra Scooters Limited.
 - viii. 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' and the shares held will not be counted under either head.
 - ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. 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 log in 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 'MSL_EVENT No.'
 - xii. Members can cast their vote online from 17 July 2020 (9.00 a.m.) till 19 July 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
 - xiii. 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.karvy.com> or call KFin Technologies Pvt. Ltd. on 1800 345 4001 (toll free).

B. Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM through video conference facility and have not casted their vote through remote e-voting 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 for voting at the e-AGM, which will take them to the 'instapoll' page.
- v. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

C. Instructions for Members for Attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM provided by KFin at <https://emeetings.kfintech.com/> by clicking on the tab 'video conference' and 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 Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. 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 17 July 2020 (9.00 a.m.) up to 18 July 2020 (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. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- vi. 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/>
- vii. Members who need technical assistance before or during the forty fifth e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 345 4001 (toll free).

D. General Instructions:

- i. The Board of Directors has appointed Shyamprasad D Limaye, Practising Company Secretary, (FCS No. 1587 CP No. 572) as the Scrutiniser to the e-voting process, to conduct voting in a fair and transparent manner.
- ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the forty fifth e-AGM and announce the start of the casting of vote through the e-voting system of KFin.
- iii. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence (either virtual or physical) of at least 2 (two) witnesses, not in the employment of the Company and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iv. The scrutiniser shall submit his report to the Chairman of the Company, who shall declare the results of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website at www.mahascooters.com and on the website of KFin <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/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

Sanjivnayan Rahulkumar Bajaj (DIN 00014615)

In the matter of re-appointment of Sanjivnayan Rahulkumar 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:

Sanjiv Bajaj plays an active role in running the Company. He provides visionary, long-term strategic direction to the various Bajaj group companies in order to deliver sustained profitable growth for its stakeholders, drives key strategic initiatives to future proof the group business from disruptions in business models, customer shifts, technology and evolving competition. He actively engages with and supports key stakeholders, regulatory bodies and industry forums in policy formulation with a balanced perspective. He conducts structured reviews of each business, monitoring progress on key planned initiatives, engaging with the CEOs of the individual businesses of the group on strategy in identifying projects of strategic importance to each business and the group. Succession planning for key managerial personnel, setting governance standards and driving group HR, digital and other initiatives are key elements of his contribution.

Sanjiv Bajaj has won many awards, including the prestigious ET Business Leader of the year India 2018 award by the Economic Times Group & Entrepreneur of the Year Award 2019 by All India Management Association (AIMA) Managing India Awards and EY Entrepreneur of the Year, India 2017. (the most prestigious business awards in India)

He was also elected as Chairman of the Confederation of Indian Industry (CII), Western region for FY 2019-20 and is now the Vice-President of CII for the year 2020-21. He was also appointed in the Monetary Authority of Singapore International Technology Advisory Panel for a period of two years with effect from 20 June 2018 and as a Member of the International Advisory Board of Allianz SE for a further period of three years commencing from 1 January 2019.

BRIEF RESUME:

Sanjiv Bajaj, 50, 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 is Non-Executive Chairman of your Company.

He is the Managing Director & CEO of Bajaj Holdings & Investment Limited and Chairman & Managing Director of Bajaj Finserv Limited. His role includes guiding the current businesses and building new ones in the financial services space.

MAJOR DIRECTORSHIPS:

1. Maharashtra Scooters Ltd.
2. Bajaj Holdings & Investment Ltd.
3. Bajaj Finserv Ltd.
4. Bajaj Finance Ltd.
5. Bajaj Auto Ltd.
6. Bajaj Allianz Life Insurance Company Ltd.
7. Bajaj Allianz General Insurance Company Ltd.
8. Bajaj Housing Finance Ltd.

* **Committee Chairmanships:** Nil

* **Committee Memberships:** 7 (seven)

Shareholding in the Company as on 31 March 2020: Nil

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

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

Notice

None of the directors, or key managerial personnel, or their relatives, except Sanjiv Bajaj, are concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

There were major changes in the board due to change in promoters of the Company during the previous year. As permitted under the Companies Act, 2013, one director in the board can be non-retiring, while currently there is no non-retiring director. The board has recommended that Sanjiv Bajaj be made a non-retiring director.

The shareholders are requested to approve the appointment of Sanjiv Bajaj, as a director, not liable to retire by rotation.

The Board commends Item No. 3 of the Notice for approval by shareholders.

ITEM NO. 4 OF THE NOTICE

V. Rajagopalan (DIN 02997795)

As regards appointment of V. Rajagopalan referred to in Item No. 4 of the Notice, the following disclosures are made for the information of the shareholders:

V. Rajagopalan, born on 24 April 1956, was appointed by the Board of Directors of the Company at its meeting held on 24 July 2019 as an additional director in the capacity of Non-Executive Director with effect from 25 July 2019. He holds office until the ensuing AGM pursuant to section 161(1) of the Companies Act, 2013 ('the Act').

BRIEF PROFILE:

V. Rajagopalan is President (Legal & Taxation) of Bajaj Finserv Limited since 1 January 2009 and is spearheading the new business initiatives of the Group in the field of financial services. He is a Chartered Accountant by profession. In his present role, he is responsible for acquisitions & structuring initiatives besides treasury, regulatory and legal oversight at the corporate level for the group's financial services businesses.

MAJOR DIRECTORSHIPS:

1. Maharashtra Scooters Ltd.
2. Bajaj Finserv Health Ltd.
3. Bajaj Auto Holdings Ltd.
4. Bajaj Allianz Financial Distributors Ltd.
5. Bajaj Allianz Staffing Solutions Ltd.
6. Bajaj Electoral Trust

* **Committee Chairmanships:** Nil

* **Committee Memberships:** 1 (one)

Shareholding in the Company as on 31 March 2020: Nil

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

During the year under review, no commission was paid to him by the Company.

None of the directors, or key managerial personnel, or their relatives, except V. Rajagopalan, are concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends Item No. 4 of the Notice for approval by shareholders.

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

ITEM NO. 5 OF THE NOTICE

Anish Praful Amin (DIN 00070679)

As regards appointment of Anish Praful Amin referred to in Item No. 5 of the Notice, the following disclosures are made for the information of the shareholders:

Anish Praful Amin, born on 5 March 1964, was appointed by the Board of Directors of the Company at its meeting held on 24 July 2019 as an additional director in the capacity of Non-Executive Director with effect from 25 July 2019. He holds office until the ensuing AGM pursuant to section 161(1) of the Companies Act, 2013 ('the Act').

BRIEF PROFILE:

Anish Praful Amin is President – Group Assurance, Risk and M&A of Bajaj Finserv Limited. He is a Chartered Accountant by profession. Prior to working with Bajaj group, he was a senior partner at Dalal & Shah (a member of the PwC International Network) and Price Waterhouse, Chartered Accountants (PWC). He has over 31 years of experience, including as a partner of Pricewaterhouse India for the last 10 years. He was a part of the assurance practice at Pricewaterhouse India and handled a practice comprising of wide ranging businesses including manufacturing, trading, media, finance and insurance. He was also their sector leader for the insurance industry. He has had exposure to compliance with accounting standards, company law matters and general regulatory frameworks.

MAJOR DIRECTORSHIPS:

1. Maharashtra Scooters Ltd.
2. Bajaj Finserv Health Ltd.
3. Bajaj Auto Holdings Ltd.

* **Committee Chairmanships and Memberships:** Nil

Shareholding in the Company as on 31 March 2020: Nil

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

During the year under review, no commission was paid to him by the Company.

None of the directors, or key managerial personnel, or their relatives, except Anish Praful Amin, are concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends Item No. 5 of the Notice for approval by shareholders.

By order of the Board of Directors
For Maharashtra Scooters Limited



N.S. Kulkarni
Company Secretary

Pune: 18 May 2020

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