



BAJAJ

Bajaj Auto Limited

Regd. Office:
Bajaj Auto Limited Complex,
Mumbai-Pune Road,
Akurdi, Pune 411 035

NOTICE

Notice is hereby given that the sixth annual general meeting of the shareholders of Bajaj Auto Ltd. will be held on Friday, 19 July 2013 at 11.30 a m at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

- 1 To consider and adopt the audited Balance Sheet as at 31 March 2013 and the Statement of Profit and Loss for the year ended 31 March 2013 and the directors' and auditors' reports thereon.
- 2 To declare a dividend.
- 3 To appoint a director in place of J N Godrej, who retires by rotation and being eligible, offers himself for re-appointment.
- 4 To appoint a director in place of S H Khan, who retires by rotation and being eligible, offers himself for re-appointment.
- 5 To appoint a director in place of Suman Kirloskar, who retires by rotation and being eligible, offers herself for re-appointment.
- 6 To appoint a director in place of Naresh Chandra, who retires by rotation and being eligible, offers himself for re-appointment.
- 7 To appoint auditors of the Company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

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

A handwritten signature in black ink, appearing to read 'J Sridhar'.

J Sridhar
Company Secretary
Date : 16 May 2013

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2 Brief details of the directors, who are being re-appointed are annexed hereto as per requirements of clause 49 of the listing agreement.
- 3 The register of members and share transfer books of the Company will remain closed from Saturday, 6 July 2013 to Friday, 19 July 2013, both days inclusive.
- 4 Dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between 23 July 2013 to 25 July 2013 :
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the end-of-the-day on Friday, 5 July 2013, and
 - b) to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on Friday, 5 July 2013.
- 5 Members holding shares in physical form are advised to furnish, on or before 5 July 2013, particulars of their bank account, if changed, to the share transfer agent (i.e. Karvy Computershare Pvt. Ltd.) of the Company to incorporate the same in the dividend warrants/payment instruments. In cases where the payments to the shareholders holding shares in dematerialised form are made by dividend warrants/payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/payment instruments.
- 6 Shareholders, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent (i.e. Karvy Computershare Pvt. Ltd.) of the Company, preferably along with their bank/National Electronic Clearing Service (NECS) details on or before 5 July 2013. Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before 5 July 2013.

Dividend will be preferably paid through NECS, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the shareholders. In cases where the dividends cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
- 7 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection of members and others as prescribed in the respective sections of the Companies Act, 1956 as specified below :
 - i) Register of contracts with companies and firms in which directors are interested under section 301 of the Companies Act, 1956 on all working days during business hours.
 - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 on all working days during business hours during the period beginning fourteen days before the date of annual general meeting and ending three days after the date of its conclusion.
- 8 Corporate members are requested to send in advance duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote at the annual general meeting.
- 9 Members/Proxies are requested to bring their attendance slips along with the copies of annual reports to the meeting.
- 10 For security reasons, no article/baggage will be allowed at the venue of the meeting.
- 11 To receive faster communication of all shareholder communications, including annual reports, the shareholders are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, shareholders are advised to register their e-mail address with Karvy Computershare Pvt. Ltd., Hyderabad.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 3 of the Notice

J N Godrej

As regards reappointment of J N Godrej referred to in item no. 3 of the notice, following necessary disclosures are made for the information of the shareholders:

Brief profile of J N Godrej is given below :

Jamshyd N Godrej (b. January 24, 1949) is the Chairman and Managing Director of the Board of Godrej and Boyce Manufacturing Company Ltd. He graduated in Mechanical Engineering from Illinois Institute of Technology, USA.

He is the Chairman Emeritus of Aspen Institute India. He is the Trustee and President Emeritus of World Wide Fund for Nature – India. He is the Chairperson of the Board of Directors of Shakti Sustainable Energy Foundation and Chairman of India Resources Trust. He is a Director of World Resources Institute, USA; Director of Climate Works Foundation, USA and Director of Global Footprint Network, USA. He is also a Trustee of the Global Board of the Asia Society, USA. He is a member of the Toyota Motor Asia Pacific Regional Advisory Committee. He is the Past President of Confederation of Indian Industry and also the Past President of the Indian Machine Tool Manufacturers' Association.

He is also on the Board of several Private Companies and Public Companies, both listed and unlisted.

He is the Chairman of the CII Sohrabji Godrej Green Business Centre. The Centre is housed in a LEED Platinum demonstration building which is the first green building in India and was the greenest building in the world at the time when it was rated. The Green Business Centre is a Centre of Excellence for green buildings, energy efficiency, energy conservation, non-conventional energy sources, water policy, water conservation, etc.

Godrej and Boyce Mfg. Co. Ltd. manufactures and markets refrigerators; washing machines; air conditioners; office furniture; home furniture; security equipment for banks (such as safes, strong room doors, bank lockers, etc.) and for commercial establishments and homes; locks and latches, forklift trucks and warehousing equipment; process equipment for chemical, petrochemical, refineries and allied industries; precision tools for sheet metal, zinc, aluminium; real estate development.

The Godrej group are leaders in home appliances, consumer durables, office equipment, industrial products, consumer products and services.

J N Godrej is an ardent yachting enthusiast and has done extensive cruising along the west coast of India, the Baltic and North Sea, the Atlantic Ocean and in the Mediterranean Sea.

The President of India conferred on J N Godrej the “Padma Bhushan” on 3 April 2003.

Chairmanships

Geometric Ltd.

Godrej and Boyce Mfg. Company Ltd. - Chairman and Managing Director

Major Directorships

Godrej Agrovvet Ltd.

Godrej Consumer Products Ltd.

Godrej Industries Ltd.

Godrej Properties Ltd.

Haldia Petrochemicals Ltd.

Committee positions

Geometric Ltd.

Godrej Consumer Products Ltd.

Shareholding in the Company

Nil

The Board commends the resolution for your approval.

None of the directors, except J N Godrej is concerned or interested in the said resolution.

Item No. 4 of the Notice

S H Khan

As regards reappointment of S H Khan referred to in item No 4 of the notice, following necessary disclosures are made for the information of the shareholders :

Brief profile of S H Khan is given below :

S. H. Khan (b.July 1, 1938) is the former Chairman and Managing Director of Industrial Development Bank of India (IDBI). He holds a Master's Degree in Commerce and is a university Gold Medalist. He is an alumnus of International Management Development Institute, Lausanne.

His professional career spanning over 37 years includes initial five years with the Reserve Bank of India (RBI) and the remaining with IDBI, which he served in various positions, including as its Chairman and Managing Director for about five years. During his tenure as Chairman, IDBI recorded impressive growth in its operations and profits. He was instrumental in expanding its activities into several new areas like merchant banking, commercial banking, asset management and stock broking. He was also involved in the promotion of certain important institutions like National Stock Exchange of India, National Securities Depository Ltd. and Credit Analysis and Research Ltd. and served as their non-executive Chairman for several years.

During his official career, he served on the Boards of a number of important institutions, including Unit Trust of India, Life Insurance Corporation of India, General Insurance Corporation, Indian Airlines and Air India. Currently, he serves as an Independent Director on the Boards of several Indian companies, including ITC Ltd, Bajaj Auto Ltd. and Infrastructure Development Finance Company Ltd.

Major Directorships

Bajaj Allianz General Insurance Company Ltd.

Bajaj Allianz Life Insurance Company Ltd.

Bajaj Finserv Ltd.

Bajaj Holdings & Investment Ltd.

Infrastructure Development Finance Company Ltd.

ITC Ltd.

Committee positions

Bajaj Allianz General Insurance Company Ltd.

Bajaj Allianz Life Insurance Company Ltd.

Bajaj Finserv Ltd.

Bajaj Holdings & Investment Ltd.

Infrastructure Development Finance Company Ltd.

Shareholding in the Company

Nil

The Board commends the resolution for your approval.

None of the directors, except S H Khan is concerned or interested in the said resolution.

Item No. 5 of the Notice

Suman Kirloskar

As regards reappointment of Suman Kirloskar referred to in item No 5 of the notice, following necessary disclosures are made for the information of the shareholders :

Brief profile of Suman Kirloskar is given below :

Suman Kirloskar (b.April 22, 1935) is a science graduate.

A well-known social worker, Ms Kirloskar is actively involved in the welfare of women and children and associated with Shrivatsa (an institution working for adoption), Mahila Seva Mandal (a rescue home for women and their children), Empress Garden as a Trustee and the Society of Friends of the Sassoon Hospital (SOFOSH), which works for the welfare of the patients of Sassoon General Hospital as Chairperson.

Chairperson

Mahila Udyog Ltd.

Society of Friends of the Sassoon Hospital (SOFOSH)

Committee positions

Nil

Shareholding in the Company

Nil

The Board commends the resolution for your approval.

None of the directors, except Suman Kirloskar is concerned or interested in the said resolution.

Item No. 6 of the Notice

Naresh Chandra

As regards reappointment of Naresh Chandra referred to in item No 6 of the notice, following necessary disclosures are made for the information of the shareholders :

Brief profile of Naresh Chandra is given below :

Naresh Chandra (b.August 1, 1934) is a post-graduate in mathematics and alumnus of the prestigious Allahabad University, where he also had a brief stint at teaching. A former career civil servant, he has had a long innings in the Indian Administrative Service (IAS) from May 1956.

He served as the Chief Secretary in the State of Rajasthan; Commonwealth Secretariat Adviser on Export Industrialisation and Policy in Colombo; Adviser to Government of Jammu and Kashmir; and successively Secretary to the crucial Ministries of Water Resources, Defence, Home and Justice in the Indian Government. In December 1990, he became the Cabinet Secretary, the highest post in the Indian Civil Service. In August 1992, he was appointed Senior Adviser to the Prime Minister of India. He was the Governor of the State of Gujarat in 1995-96. He was the Ambassador of India to the United States in April 1996 and served there till February 2001. He has been the Indian Co-chairman of the US-Technology Transfer Working Group in 1980-81. Following the economic liberalisation programme in India, he led the first official delegation to the US in 1992 to promote US investments in India. Ambassador Chandra chaired the Committee on Corporate Governance and also the Committee on Private Companies and Limited Companies Partnerships

in 2002-03. Worked as Chairman of the Committee on Civil Aviation Policy set up by the Government of India and submitted its Report on 2 November, 2004.

He was awarded Padma Vibhushan, a high civilian award by the President of India in 2007.

Major Directorships:

Avtec Ltd.

Bajaj Finserv Ltd.

Bajaj Holdings & Investment Ltd.

Balrampur Chini Mills Ltd.

Cairn India Ltd.

Electrosteel Castings Ltd.

Eros International Media Ltd.

Gammon Infrastructure Projects Ltd.

Hindustan Motors Ltd.

Vedanta Resources plc, London

Committee positions

Bajaj Finserv Ltd.

Bajaj Holdings & Investment Ltd.

Cairn India Ltd.

Electrosteel Castings Ltd.

Eros International Media Ltd.

Gammon Infrastructure Projects Ltd.

Hindustan Motors Ltd.

Shareholding in the Company

Nil

The Board commends the resolution for your approval.

None of the directors, except Naresh Chandra is concerned or interested in the said resolution.

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



J Sridhar
Company Secretary
Date: 16 May 2013



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PROXY

I/We of
 in the district of being member/s of
 BAJAJ AUTO LTD. hereby appoint.....of
 in the district of or failing him.....
 of..... in the district of.....
 as my/our proxy to vote for me/us on my/our behalf at the sixth annual general meeting of the Company to be held
 on Friday, 19 July 2013 at 11.30 a.m. and any adjournment thereof.

Signed this day of.....2013.

Folio No.
DP ID No.
Client ID No.

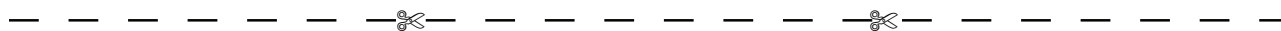


Signature.....

NOTE:

The proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting.

Members who have multiple folios/demat accounts with different joint-holders may use copies of this proxy form.



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 Akurdi, Pune 411 035

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting hall)

I hereby record my presence at the SIXTH ANNUAL GENERAL MEETING of the Company on Friday, 19 July 2013 at 11.30 a.m. at the registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune- 411035.

Folio No or Client ID and DP ID No.....

Full Name of the * Shareholder/proxy
 (in block letters)

Signature of *Shareholder/proxy

*Strike out whichever is not applicable

NOTE: Members who have multiple folios/demat accounts with different joint-holders may use copies of this attendance slip.