

NOTICE

Notice is hereby given that the Seventh annual general meeting of the shareholders of Bajaj Auto Ltd. will be held on Thursday, 17 July 2014 at 12.15 p.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:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss account for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Madhur Bajaj, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Sanjiv Bajaj, who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ordinary resolution**:

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, the retiring auditors, Dalal & Shah, Chartered Accountants, (Firm Registration No. 102021W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the 10th annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter, on a remuneration of ₹ 10,000,000 (Rupees one crore only) plus service tax thereon and reimbursement of travelling and other out-of-pocket expenses for the year 2014-15."

SPECIAL BUSINESS:

6. Appointment of Kantikumar R Podar as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Kantikumar R Podar (DIN 00086038), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019."

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Kantikumar R Podar be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

7. Appointment of D J Balaji Rao as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of D J Balaji Rao (DIN 00025254), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019."

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, D J Balaji Rao be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

8. Appointment of D S Mehta as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of D S Mehta (DIN 00038366), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, D S Mehta be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

9. Appointment of J N Godrej as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of J N Godrej (DIN 00076250), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, J N Godrej be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

10. Appointment of S H Khan as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of S H Khan (DIN 00006170), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, S H Khan be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

11. Appointment of Suman Kirloskar as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Suman Kirloskar (DIN 00030329), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Suman Kirloskar be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

12. Appointment of Naresh Chandra as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Naresh Chandra (DIN 00015833), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Naresh Chandra be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

13. Appointment of Nanoo Pamnani as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Nanoo Pamnani (DIN 00053673), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Nanoo Pamnani be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

14. Appointment of P Murari as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of P Murari (DIN 00020437), in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective from 1 April 2014 upto 31 March 2019.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, P Murari be paid such fees and remuneration and profit-related commission 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 Bajaj Auto Ltd.



J Sridhar
Company Secretary
Date: 15 May 2014

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
- 3 Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
- 4 Brief details of the directors, who are seeking re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.
- 5 Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, Dalal & Shah, Chartered Accountants are eligible to hold office for a period of three years, upto 2017. The appointment of Dalal & Shah, Chartered Accountants as auditors for three years from the conclusion of the ensuing annual general meeting till the conclusion of the 10th annual general meeting, to be scheduled in 2017 and to fix their remuneration for the year 2014-15 has been put up for the approval of members.
- 6 Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Saturday, 5 July 2014** to **Thursday, 17 July 2014**, both days inclusive.
- 7 Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between **21 July 2014** and **22 July 2014** as under:
 - 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, 4 July 2014**; and
 - b) to all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Share Transfer Agent (i.e. Karvy Computershare Pvt Ltd.) on or before the closing hours on **Friday, 4 July 2014**.
- 8 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 members. In cases where the dividends cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
- 9 To ensure timely delivery of shareholders' communications and also credit of dividend through National Electronic Clearing Service (NECS) or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, to the respective depository participant in case of shares held in demat/share transfer agent of the Company in case of shares held in physical, on or before **4 July 2014**.
- 10 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 (i.e. Karvy Computershare Pvt. Ltd). Members are requested to keep the same updated.
- 11 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 Karvy.
- 12 In terms of section 101 and 136 of the Companies Act, 2013 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. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

- 13 To receive shareholders' communications through electronic means, including annual reports and notices, members 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, members are advised to register their e-mail address with Karvy Computershare Pvt. Ltd. on mohsin.mohd@karvy.com.**
- 14 Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
- 15 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:
- i) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
 - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 and Register of directors and KMP and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Registers shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to a person attending the meeting.
- 16 Pursuant to section 72 of the Companies Act, 2013, 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.
- 17 Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
- 18 Members/Proxies are requested to bring the copies of annual reports to the meeting.
- 19 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 20 Voting through electronic means**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 30 May 2014 (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd. (Karvy).

The instructions for e-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

- i. Use the following URL for e-voting:
<https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No/DP ID - Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on "LOGIN".
- iv. 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.). The system will prompt you to change your password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. **Bajaj Auto Ltd.**

- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then 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/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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. 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.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail cssdlimaye@gmail.com. They 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 "Corporate Name_EVENT No.".
- xi. The Portal will remain open for voting from: **11 July 2014 (9.00 a.m.)** till **13 July 2014 (6.00 p.m.)**
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
- xiii. Members may alternatively cast their votes using the Ballot Form which is sent alongwith this Notice and also available on the website of the Company. Please refer instructions under heading C below for more details.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the **USER ID and initial password** are provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xii) under heading A above to vote through e-voting platform.

C. For members who wish to vote using Ballot Form:

Pursuant to clause 35B of the listing agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, Shyamprasad D. Limaye, Practising Company Secretary, Unit: Bajaj Auto Ltd. C/o. Karvy Computershare Pvt. Ltd., Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad - 500081, so as to reach **by 6.00 p.m. on 13 July 2014**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

D. General instructions:

- i. The E-voting period commences from 9.00 a.m. on 11 July 2014 and ends on 6.00 p.m. on 13 July 2014. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 30 May 2014 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Company has appointed Shyamprasad D. Limaye, Practising Company Secretary (FCS No. 1587 CP No. 572), having address as 32, Navketan Society, Kothrud, Pune - 411038 as the Scrutiniser to the e-voting process, (including voting through Ballot Form received from the members) in a fair and transparent manner.
- iii. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the

Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).

- v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 7th annual general meeting of the Company scheduled to be held on Thursday, 17 July 2014. At the said annual general meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.bajajauto.com and on the website of Karvy - www.evoting.karvy.com, within two days of the passing of the resolutions at the 7th annual general meeting of the Company and shall also be communicated to the Stock Exchanges.

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

Madhur Bajaj

Madhur Bajaj, in the past, was a non-retiring director. However, in terms of the provisions of the Companies Act, 2013, the Board in its meeting held on 28 March 2014 categorised him as a director liable to retire by rotation and he is now due for re-appointment at this annual general meeting. Being eligible, he offers himself for re-appointment.

As regards re-appointment of Madhur Bajaj referred to in item no. 3 of the notice, following necessary disclosures are made for the information of the shareholders:

Brief profile of Madhur Bajaj is given below:

Madhur Bajaj (born on 19 August 1952) is an alumnus of Doon School, Dehra Dun. After obtaining his B.Com Degree from Sydenham College, Bombay, in 1973, he did his MBA at International Institute of Management Development (IMD), Lausanne, Switzerland, in 1979.

He is the Past President of SIAM, the apex association of Indian automobile manufacturers as also the Past President of Mahratta Chamber of Commerce, Industries and Agriculture (MCCIA), the apex Industries Association of Pune.

He was CII's Western Region Chairman and is the current National Council Member of Confederation of Indian Industry (CII).

His directorships/committee positions are as under:-

Major Directorships

Bajaj Auto Ltd. (Vice-Chairman)
Bajaj Finance Ltd.
Bajaj Finserv Ltd.
Bajaj Holdings & Investment Ltd.
Bajaj Electricals Ltd.
Maharashtra Scooters Ltd. (Chairman)

Committee positions Nil

Shareholding in the Company

He holds 1,432,232 equity shares of ₹ 10 each in the Company.

The Board commends the resolution for approval.

None of the directors, except Madhur Bajaj and his relatives Shekhar Bajaj and Niraj Bajaj, is concerned or interested in the said resolution.

Item No. 4 of the Notice

Sanjiv Bajaj

Sanjiv Bajaj, in the past, was a non-retiring director. However, in terms of the provisions of the Companies Act, 2013, the Board in its meeting held on 28 March 2014 categorised him as a director liable to retire by rotation and he is now due for re-appointment at this annual general meeting. Being eligible, he offers himself for re-appointment.

As regards re-appointment of Sanjiv Bajaj referred to in item no. 4 of the notice, following necessary disclosures are made for the information of the shareholders:

Brief profile of Sanjiv Bajaj is given below:

Sanjiv Bajaj (born on November 2, 1969) is B.E. (Mech), first class with distinction 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.

- Since 2008, he is the Managing Director of Bajaj Finserv Ltd. Bajaj Finserv operates in the insurance business through Bajaj Allianz Life Insurance Company Ltd. and Bajaj Allianz General Insurance Company Ltd., as well as in the lending business through Bajaj Finance Ltd.
- Since 2013, he is the Vice Chairman of Bajaj Finance Ltd. His role includes guiding the current businesses and building new ones in the financial services space.
- Chairman of Bajaj Allianz Life Insurance Company and Bajaj Alliance General Insurance Company with effect from 01-04-2013. Was the Non-Executive Director of these two companies from their inception in 2001 upto 31 March 2013.
- Managing Director of Bajaj Holdings & Investment Ltd. with effect from 01-04-2012 (earlier its Non-executive Director). Role includes building the strategy and team, and guiding this investment company, which has approximately Rs.4500 crores in cash and investments and also holds over 30% stake in Bajaj Auto and around 40% in Bajaj Finserv.
- Former Executive Director of Bajaj Auto Ltd. (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 its Non-Executive Director.
- Selected as one of India Inc's hundred most powerful CEOs in India by Economic Times' Corporate Dossier magazine in its 2009 survey conducted by IMRB International. Awarded Business Today magazine's Best CFO Awards 2005 as one of the top CFOs of India for 2005.

His directorships/committee positions in other public Ltd. companies:

Major Directorships:

Bajaj Finserv Ltd. (Managing Director)
Bajaj Holdings & Investment Ltd. (Managing Director)
Bajaj Allianz General Insurance Company Ltd.
Bajaj Allianz Life Insurance Company Ltd.
Bajaj Finance Ltd.
Bajaj Auto Ltd.
Maharashtra Scooters Ltd.

Committee positions:

Bajaj Finserv Ltd.
Bajaj Allianz General Insurance Company Ltd.
Bajaj Allianz Life Insurance Company Ltd.
Bajaj Finance Ltd.
Maharashtra Scooters Ltd.

Shareholding in the Company

He holds 8,00,448 equity shares of Rs.10 each in the Company.

The Board commends the resolution for approval.

None of the directors, except Sanjiv Bajaj and his relatives Rahul Bajaj and Rajiv Bajaj is concerned or interested in the said resolution.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND DISCLOSURE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 6 to 14 of the Notice

Section 149 of the Companies Act, 2013, which came into effect from 1 April 2014, requires every listed Company to have one-third of the total number of directors as independent directors. As on 31 March 2014, the Board of Directors of the

Company comprised Kantikumar R Podar, D J Balaji Rao, D S Mehta, S H Khan, Ms Suman Kirloskar, Naresh Chandra, Nanoo Pamnani and P Murari, as independent directors pursuant to erstwhile clause 49 of the listing agreement.

Accordingly, with the recommendations of the Remuneration and Nomination Committee, the Board of Directors at its meeting held on 28 March 2014, appointed Kantikumar R Podar, D J Balaji Rao, D S Mehta, S H Khan, Ms Suman Kirloskar, Naresh Chandra, Nanoo Pamnani and P Murari, directors, as independent directors of the Company pursuant to section 149, Schedule IV and other applicable provisions, of the Companies Act, 2013, for a consecutive period of 5 years from 1 April 2014 to 31 March 2019, subject to the approval of shareholders.

Therefore, as required under Schedule IV, appointment of these independent directors is set out in the item 6 to 14 of the Notice for approval of shareholders.

In respect of the appointments of the aforesaid directors, a notice in writing in the prescribed manner as required by section 160 of the Companies Act, 2013 and Rules made thereunder has been received by the Company, regarding candidature of the aforesaid directors for the office of the director.

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6). The respective appointee is not disqualified from being appointed as a director in terms of section 164 of the Act.

The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board is of the opinion that the aforesaid directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company as directors.

Further, in the opinion of the Board, the proposed appointment of independent directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of independent directors is independent of the management.

Detailed profiles of independent directors are given below:

1. Kantikumar R Podar

Born in Mumbai on April 12, 1935. Shri Podar graduated from Sydenham College of Commerce and Economics, Mumbai. He has been in the forefront of Indian Business and Industry.

In 1974, he was appointed as the Youngest Sheriff of Bombay.

He was a member of the senate of the University of Bombay for six years.

He was President of the SAARC Chamber of Commerce and Industry with its headquarters in Pakistan.

He has been the Chairman and President of 15 Associations, some of which are given below and also member of almost 100 Trade and Industry Bodies.

- The Federation of Indian Chambers of Commerce and Industry (FICCI)
- Indian Merchants Chamber (IMC)
- The Indian Cotton Mills' Federation (ICMF)
- Mumbai Textile Research Association (MTRA)
- Indian Council of Arbitration (ICA)
- All India Organisation of Employers (AIOE)

He has been Chairman of some Joint Business Councils (India and Foreign).

He has been Director of Union Bank of India and All India General Insurance Company.

Directorships

Bajaj Auto Ltd (since 30 January 2008)
CEAT Ltd.
Pittie Laminations Ltd.
Podar Infotech & Entertainment Ltd.
Premier Consultants and Traders Ltd.

Committee positions : Nil

Shareholding in the Company: Nil

2. D J Balaji Rao

D. J. Balaji Rao (born on December 15, 1939), holds a B.E. Degree in Mechanical Engineering and Associate Member of Indian Institution of Industrial Engineering (AMIIE). He attended the advanced management programme at the European Institute of Business Administration (INSEAD) at Fountainebleu, France in 1990.

He pursued his career as an Industrial Engineer for about 8 years before joining erstwhile ICICI Ltd. (since merged with ICICI Bank Ltd) in 1970. After wide ranging responsibilities in different locations, he reached the position of Deputy Managing Director. He subsequently took over as the Vice Chairman and Managing Director of SCICI Ltd., in August 1996. With the merger of SCICI Ltd. with ICICI Ltd., he moved to Infrastructure Development Finance Co. Ltd. (IDFC), as its first Managing Director, which he served till his superannuation in January 2000. He has served with distinction on the boards of many leading companies, including Bajaj Auto Ltd., Ashok Leyland, MICO, Wipro and Bharat Forge.

His directorships/committee positions are as under:-

Directorships

Bajaj Auto Ltd. (since 30 January 2008)
Bajaj Finserv Ltd.
Bajaj Finance Ltd.
Bajaj Holdings & Investment Ltd.
3M India Ltd. - Chairman of the Board
Ashok Leyland Ltd.
CMI-FPE Ltd.
Graphite India Ltd.
Hinduja Foundries Ltd.
JSW Energy Ltd.

Committee Chairmanships

Bajaj Auto Ltd.
3M India Ltd.
Hinduja Foundries Ltd.
CMI-FPE Ltd.

Committee positions

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Ashok Leyland Ltd.
3M India Ltd.
JSW Energy Ltd.

Shareholding in the Company: Nil

3. D S Mehta

Dhirajlal Shantilal Mehta (b. April 27, 1936) is B Com (Hons) from Bombay University, Fellow Member of Institute of Chartered Accountants of India and Fellow Member of Institute of Company Secretaries of India.

He has around 4 decades' experience in corporate law, taxation, finance and investment.

He is the President of Kasturba Health Society, which runs Mahatma Gandhi Institute of Medical Sciences and Kasturba Hospital at Sevagram Wardha, a 972-bed hospital and a full-fledged medical college with excellent research facility and also with a 20-bed hospital in tribal area of Melghat.

He is the Trustee of Kasturba Gandhi National Memorial Trust, Indore, for the welfare and upliftment of rural women and children with more than 450 centres spread over 23 States all over the country established by Gandhiji himself. Has nursing schools in several areas. Has been the Chairman of the Trust for over 12 years.

He is the President of Shivananda Mission, which runs a well-equipped hospital at Virnagar, Rajkot District, Gujrat State, conducts eye-camps and has so far carried out more than 7,00,000 operations.

He is Trustee of Saurashtra Trust, which owns and publishes leading Gujarati newspapers, Janmabhoomi, Vypar etc.

He is the Chairman of Navjivan Trust, established by Gandhiji.

He is a Member of the Governing Council of Gandhi Peace Foundation.

He has served on several Committees of SEBI, CII, FICCI and Government of India.

He has actively participated in the J.P. Movement during Emergency.

Directorships

Bajaj Auto Ltd. (since 30 January 2008)
Bajaj Finance Ltd.
Bajaj Hindusthan Ltd.
Mukand Ltd.
Niche Financial Services Pvt Ltd.

Committee positions

Bajaj Finance Ltd.
Bajaj Hindusthan Ltd.
Mukand Ltd.

Shareholding in the Company

D S Mehta holds 20,180 equity shares of ₹ 10 each in the Company.

4. J N Godrej

Jamshyd N. Godrej is the Chairman of the Board of Godrej & Boyce Manufacturing Company Ltd. He graduated in Mechanical Engineering from Illinois Institute of Technology, USA.

Godrej is the Chairman Emeritus of Aspen Institute India (now known as Ananta Aspen Centre), Chairman and Trustee of Ananta Centre. He is the President 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 ClimateWorks Foundation, USA and Director of Global Footprint Network, USA. He is also a Trustee 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.

Godrej 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 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.

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

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

Chairmanships

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

Major Directorships

Baja Auto Ltd (since 30 January 2008)
Godrej Agrovet 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

5. S H Khan

S H Khan, born in 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.

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 five years. By virtue of his association with IDBI, he possesses deep knowledge of Indian industry and finance. During his tenure as Chairman, IDBI recorded impressive growth in its operations and profits. He was instrumental in setting up a commercial bank (IDBI Bank Ltd) with which IDBI got later merged. He was also associated with the promotion of institutions like National Stock Exchange of India, National Securities Depository Ltd. and Credit Analysis and Research Ltd and guided their operations as their non-executive Chairman in the initial years.

During his official career, S H Khan served on the Boards of a number of important institutions, including Unit Trust of India, Life Insurance Corporation of India, General Insurance Corporation, IFCI, Exim Bank, SIDBI, Air India and Indian Airlines. S H Khan also served as a Member on several Committees set up by the Government of India/Reserve Bank of India to study issues relating to the financial sector in the country. Currently he serves as an independent Director on the Boards of several Indian companies, including ITC Ltd., Bajaj Auto Ltd. and IDFC Ltd.

His directorships/committee positions are as under:-

Directorships

Bajaj Auto Ltd. (since 30 January 2008)
Bajaj Finserv Ltd.
Bajaj Holdings & Investment Ltd.
Bajaj Allianz General Insurance Company Ltd.
Bajaj Allianz Life Insurance Company Ltd.
Infrastructure Development Finance Company Ltd.
ITC Ltd.
JM Financial Asset Reconstruction Company Private Ltd.

Committee Chairmanships

Bajaj Allianz General Insurance Company Ltd.
Bajaj Allianz Life Insurance Company Ltd.
Infrastructure Development Finance Company Ltd.

Committee positions

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Bajaj Holdings & Investment Ltd.

Shareholding in the Company: Nil

6. Suman Kirloskar

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 office bearer in various capacities as Chairman, Treasurer and Trustee.

Chairperson

Mahila Udyog Ltd.
Society of Friends of the Sassoon Hospital (SOFOSH)

Committee positions: Nil

Shareholding in the Company: Nil

7. Naresh Chandra

Ambassador Naresh Chandra (born on 1 August 1934), a former career civil servant has 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 & Kashmir; and successively Secretary to the crucial Ministries of Water Resources, Defence, Home and Justice in the Federal Indian Government.

In December 1990, he became 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.

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 Ltd. 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 2nd November, 2004. In 2007, he was awarded Padma Vibhushan. He was Chairman, National Security Advisory Board, Government of India.

His directorships/committee positions are as under:-

Directorships

Bajaj Auto Ltd. (since 30 January 2008)
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.
AVTEC Ltd.
Emergent Ventures Pvt. Ltd.
Eros International p.l.c. UK
G-4S Corporate Services (India) Pvt. Ltd.
Sesa Sterlite Ltd.

Committee positions

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Bajaj Holdings & Investment Ltd.
Cairn India Ltd.
Electrosteel Castings Ltd.
EROS International Media Ltd.
Gammon Infrastructure Projects Ltd.
Sesa Sterlite Ltd.

Shareholding in the Company: Nil

8. Nanoo Pamnani

Nanoo Pamnani, (b. February 26, 1945) is B A (Hons) from Bombay University (stood first in the University in Economic Major) and B Sc (Economics) from London School of Economics (Majored in Economics and Econometrics).

In his 40-year long career, he held many key positions and handled a range of senior assignments both in India and abroad, which include the following:

- Director for Citibank N.A., Asia Pacific Group, based in Singapore.
- Non-Executive Chairman of Citibank, N.A., India
- Chief Executive Officer, Citibank, N.A., India
- Vice President, Citibank, N.A., Emerging Markets, (Asia, Latin America, Central and Eastern Europe, and Middle East and Africa) based in London.
- Vice President, Citibank, N.A., Asia Pacific Private Banking Group, based in Singapore.
- Chief Executive Officer, Citibank, N.A., Philippines, based in Manila.
- Chief Executive Officer, Citibank, N.A., India

His directorships/committee positions are as under:-

Directorships

Bajaj Auto Ltd. (since 30 January 2008)
Bajaj Finserv Ltd. (Vice Chairman)
Bajaj Finance Ltd. (Vice Chairman)
Bajaj Holdings & Investment Ltd.

Committee Chairmanships

Bajaj Auto Ltd.
Bajaj Finserv Ltd.
Bajaj Finance Ltd.
Bajaj Holdings & Investment Ltd.

Committee positions

Bajaj Finance Ltd.
Bajaj Holdings & Investment Ltd.

Shareholding in the Company: Nil

9. P Murari

P Murari (b.August 19, 1934) having done M A (Economics) from Madras University joined the Indian Administrative Service (IAS), in which he served from 1957 till 1992.

During his illustrious career as a civil servant, he has held many distinguished positions, including:

- Sub-divisional and District Magistrate, Sub-Collector, Deputy Director of Census Operations
- Chairman/Managing Director/Director in State undertakings of Government of Tamil Nadu
- Health Secretary, Chairman - Electricity Board, Commissioner for Commercial Taxes, Govt of Tamil Nadu
- Additional Secretary to GOI, Ministry of Industry
- Secretary to GOI, Cabinet Secretariat, Implementation Committee for Pandit Jawaharlal Nehru Centenary
- Secretary, Ministry of Food Processing Industries, GOI
- Secretary, Ministry of Information and Broadcasting, GOI

He has undertaken many special projects for the Government of India and has chaired numerous high level commissions and committees. He has served on the Boards/Councils of several reputed institutions and professional bodies. He has represented India in the Asian Productivity Council. He has a number of important publications to his credit.

He retired as Secretary to the President of India in August, 1992.

He is currently Adviser to President, FICCI. He is also the elected President of the Indo American Association, Chennai.

Major Directorships

Aban Offshore Ltd.
Aditya Birla Nuvo Ltd.
Adayar Gate Hotel Ltd.
Bajaj Auto Ltd. (since 30 January 2008)
Bajaj Holdings & Investment Ltd.
Fortis Malar Hospital Ltd.
Great Eastern Energy Corporation Ltd.
HEG Ltd.
IDEA Cellular Ltd.
Xpro India Ltd.

Committee Chairmanships

Aban Offshore Ltd.
Adayar Gate Hotel Ltd.
Bajaj Holdings & Investment Ltd.

Committee positions

Aditya Birla Nuvo Ltd.
Fortis Malar Hospitals Ltd.
Great Eastern Energy Corporation Ltd.
Xpro India Ltd.

Shareholding in the Company : Nil

The board recommends passing of the ordinary resolutions set out in items no. 6 to 14 of the notice.

None of the directors/key managerial personnel, except the concerned independent director, is directly or indirectly concerned or interested, financial or otherwise, in the respective resolution, except to the extent of their respective shareholding, if any, in the Company.

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



J Sridhar
Company Secretary
Date: 15 May 2014

BAJAJ AUTO LTD.

(CIN: L65993PN2007PLC130076)

Registered office:

Mumbai Pune Road, Akurdi, Pune 411035

Email: investors@bajajauto.co.in

Website: www.bajajauto.com

Phone: (020)27472851, Fax: (020)27407380



7th Annual Report 2013-14

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65993PN2007PLC130076
Name of the Company : BAJAJ AUTO LTD.
Registered office : Mumbai Pune Road, Akurdi, Pune 411035
Name of the member (s) : _____
Registered address : _____
E-mail ID : _____
Folio No/ Client ID/DP ID : _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name : _____ Address : _____
E-mail Id: _____ Signature : _____ or failing him
- (2) Name : _____ Address : _____
E-mail Id: _____ Signature : _____ or failing him
- (3) Name : _____ Address : _____
E-mail Id: _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the SEVENTH annual general meeting of the Company, to be held on the **Thursday 17th July** at **12.15 p.m.** at Mumbai-Pune road, Akurdi, Pune 411035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

- Adoption of Financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon.
- To declare dividend.
- Re-appointment of Madhur Bajaj, who retires by rotation.
- Re-appointment of Sanjiv Bajaj, who retires by rotation.
- Appointment of M/s Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration.

Special Business

- Appointment of Kantikumar R Podar as an Independent Director.
- Appointment of D J Balaji Rao as an Independent Director.
- Appointment of D S Mehta as an Independent Director.
- Appointment of J N Godrej as an Independent Director.
- Appointment of S H Khan as an Independent Director.
- Appointment of Suman Kirloskar as an Independent Director.
- Appointment of Naresh Chandra as an Independent Director.
- Appointment of Nanoo Pamnani as an Independent Director.
- Appointment of P Murari as an Independent Director.

Signed this _____ day of _____ 2014



Signature of shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.