

**BAJAJ****BAJAJ AUTO LTD.**

CIN: L65993PN2007PLC130076

Regd. Office:
Mumbai-Pune Road,
Akurdi, Pune 411 035
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AGM NOTICE

Notice is hereby given that the twelfth annual general meeting of the shareholders of Bajaj Auto Ltd. will be held on **Friday, 26 July 2019 at 12.15 p.m.** at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
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.
4. To appoint a director in place of Pradeep Shrivastava (DIN 07464437), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. Appointment of Rakesh Sharma as a Director

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

'RESOLVED THAT Rakesh Sharma (DIN 08262670) who was appointed by the Board of Directors as an additional director under section 161(1) of the Companies Act, 2013 (hereinafter referred to as 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 Director of the Company, liable to retire by rotation.'

6. Approval of appointment of Rakesh Sharma as a Whole-time Director, with the designation as Executive Director

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

'RESOLVED THAT as recommended by Nomination and Remuneration Committee, pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) amendment Rules, 2018 (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of Rakesh Sharma (DIN 08262670) as a Whole-time Director, with the designation as Executive Director of the Company, for a five year term commencing from 1 January 2019 till 31 December 2023 on terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution and in the agreement entered into between the Company and Rakesh Sharma, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the Board may deem fit and is acceptable to Rakesh Sharma.

'RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Act, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Rakesh Sharma be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

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

7. Appointment of Smt. Lila Firoz Poonawalla as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019

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

'RESOLVED THAT pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (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), Smt. Lila Firoz Poonawalla (DIN 00074392) 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 her 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 an independent director of the Company for a consecutive period of five years, effective from 1 April 2019 up to 31 March 2024.

'RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval be and is hereby given for continuation of Smt. Lila Firoz Poonawalla (DIN 00074392), beyond 16 September 2019, as an independent director of the Company on account of her attaining the age of 75 years on the said date.

'RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Smt. Lila Firoz Poonawalla 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 Pradip Panalal Shah as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019

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

'RESOLVED THAT pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (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), Pradip Panalal Shah (DIN 00066242) 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 an independent director of the Company for a consecutive period of five years, effective from 1 April 2019 up to 31 March 2024.

'RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Pradip Panalal Shah 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. Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019

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

'RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (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), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Nanoo Gobindram Pamnani (DIN 00053673), who was appointed as an independent director of the Company for a term of five years up to 31 March 2019 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2018-19, be and is hereby re-appointed as an independent director on the Board of the Company for a second term of five consecutive years, effective from 1 April 2019 up to 31 March 2024.

'RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval be and is hereby given for continuation of Nanoo Gobindram Pamnani, beyond 26 February 2020, as an independent director of the Company on account of his attaining the age of 75 years on the said date.

'RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Nanoo Gobindram 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.'

10. Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019

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

'RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (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), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Balaji Rao Jagannathrao Doveton (DIN 00025254), who was appointed as an independent director of the Company for a term of five years up to 31 March 2019 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2018-19, be and is hereby re-appointed as an independent director on the Board of the Company for a second term of five consecutive years, effective from 1 April 2019 up to 31 March 2024.

'RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval be and is hereby given for continuation of Balaji Rao Jagannathrao Doveton, beyond 1 April 2019, as an independent director of the Company on account of his having already attained age of 75 years as on 1 April 2019.

'RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Balaji Rao Jagannathrao Doveton 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. Maintaining the number of maximum directors of the Company

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

'RESOLVED THAT pursuant to the provisions of section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and article 116 of the articles of association of the Company, the number of directors of the Company for the time being in office shall remain within the maximum limit of eighteen as at present.

'RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.'

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



Dr. J Sridhar
Company Secretary

Pune: 17 May 2019

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS 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 COMMENCEMENT 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 3 days written notice is given to the Company.
- 3 Statement pursuant to section 102 of the Companies Act, 2013 (the 'Act') forms part of this Notice.
- 4 Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and as per provisions of the Act.
- 5 The Board of Directors has recommended dividend of ₹ 60 per equity share of the face value of ₹ 10 each for the year ended 31 March 2019 for the approval of shareholders at the ensuing annual general meeting ('AGM').
- 6 Pursuant to the provisions of section 91 of the Act and regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from **Saturday, 13 July 2019** to **Friday, 26 July 2019** (both days inclusive) for the purpose of payment of dividend.
- 7 Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched between **Tuesday, 30 July 2019** and/ or **Wednesday, 31 July 2019** as under:
 - a) to all those shareholders holding shares in physical form, as per the details provided by share transfer agent of the Company i.e. Karvy Fintech Pvt. Ltd. ('Karvy') to the Company, as on or before the closing hours on **Friday, 12 July 2019**; and
 - b) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on **Friday, 12 July 2019**.
- 8 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, dividend, if declared, will be paid through electronic mode, where the bank account details of the members required for this purpose are available. Where dividend payments are made through electronic mode, intimations regarding such remittance will be sent separately to the members. In case, where the dividend cannot be paid through electronic mode, the same will be paid by account payee/non-negotiable instruments/warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on such payment instruments.

For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday, 12 July 2019, updated particulars of their bank account, to Karvy along with a photocopy of a 'cancelled' cheque of the bank account and self-attested copy of Permanent Account Number (PAN) card. Beneficial owners holding shares in electronic form are requested to furnish their bank account details to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 12 July 2019. The request for updating of particulars of bank account should be signed as per the specimen signature registered with Karvy/depository participants, as the case may be.
- 9 Members, holding shares in physical form, are requested to notify change of address, if any, to Karvy on or before Friday, 12 July 2019. Beneficial owners holding shares in electronic form are requested to notify any change of address, etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday, 12 July 2019.
- 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. Members are requested to keep the same updated.
- 11 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 Karvy.
- 12 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 AGM 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.

The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are available at the Company's website on www.bajajauto.com

- 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 on mohsin.mohd@karvy.com**
- 14 With a view to help 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.
- 15 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.
- 16 To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to also 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.
- 17 Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.
- 18 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection by members in terms of the applicable provisions of the Act, from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.
- 19 Certificate from Statutory Auditors of the Company certifying that the Bajaj Auto Employee Stock Option Scheme 2019 (BAL-ESOS 2019) of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will also be one of such documents available for inspection by the Members at the AGM.
- 20 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.
- 21 In terms of section 124(5) of the Act, dividend amount for the year ended 31 March 2012 remaining unclaimed for a period of 7 consecutive years shall become due for transfer in August 2019 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 consecutive 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 2011-12 onwards are requested to approach the Company/Karvy for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
- 22 For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
- 23 Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the AGM.
- 24 Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
- 25 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 26 Route map for the directions to venue of the meeting is available on the Company's Website http://www.bajajauto.com/pdf/AGM_Route_map.pdf
- 27 In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for remote e-voting, i.e., Friday, 19 July 2019, such person may obtain the User ID and Password from Karvy by email request on mohsin.mohd@karvy.com

28 Voting through electronic means –

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 facility of 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 19 July 2019 (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 Karvy or to vote at the AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The instructions for remote E-Voting are as under:

A For members who receive Notice of AGM through e-mail:

- i. Initial password is provided in the body of the email.
- ii. Use the following URL for e-voting: <https://evoting.karvy.com>
- iii. 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.
- 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 Bajaj Auto Ltd. from the drop-down menu.
- viii. The voting page will open. 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.
- 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 login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned 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.'
- xii. Remote e-voting facility where members can cast their vote online shall be open from: **Tuesday, 23 July 2019 (9.00 a.m.) till Thursday, 25 July 2019 (5.00 p.m.)** and at the end of remote e-voting period, the facility shall forthwith be blocked.
- xiii. In case of any queries, 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 Karvy Fintech Pvt. Ltd. on 1800 345 4001 (toll free).

B For members who receive the Notice of AGM 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 e-voting facility, for which the user Id and initial password is provided on the attendance slip. Please follow steps from Sr. No. (i) to (xiii) under heading A above to vote through e-voting platform.

C Voting facility at AGM:

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM, through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

D Live Webcast of AGM:

Pursuant to regulation 44(6) of the Listing Regulations, as amended, the Company is providing facility of one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of Karvy at <https://evoting.karvy.com/> using their secure login credentials, provided for e-voting. Members are encouraged to use this facility of webcast.

E 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 remote e-voting process and voting at the venue of the AGM in a fair and transparent manner.
- ii. 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 remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated scrutinisers' report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutiniser shall submit his report to the Chairman or in his absence Managing Director and CEO of the Company, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.bajajauto.com and on the website of Karvy <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 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)

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

Information about the appointee:

Brief resume

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

- Since 20 February 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. His role includes guiding the current businesses and building new ones in the financial services space
- Since 15 October 2013, he is the Vice Chairman of Bajaj Finance Ltd.
- He is the Chairman of Bajaj Allianz Life Insurance Company and Bajaj Allianz General Insurance Company with effect from 1 April 2013. Was a Non-Executive Director of these two companies from their inception in 2001 up to 31 March 2013
- He is the Managing Director of Bajaj Holdings & Investment Ltd. with effect from 1 April 2012 (earlier its Non-Executive Director). Role includes building the strategy and team, and guiding this investment company, which has almost ₹ 60,000 crore in cash and investments including over 30% stake in Bajaj Auto and around 40% in Bajaj Finserv
- He is the Former Executive Director of Bajaj Auto Ltd. (until 31 March 2012), having headed Finance & Control, legal & international business functions of Bajaj Auto over different periods from 1994 until 2012 and currently its Non-Executive Director
- **Memberships:**
 - International Advisory Board (IAB), Allianz SE
 - International Technology Advisory Panel (ITAP) of Monetary Authority of Singapore (MAS)
- **Awards:**
 - All India Management Association (AIMA) Managing India Awards - Entrepreneur of the Year award 2019
 - Economic Times - ET Business Leader of the Year award 2018
 - Asian Centre's Leadership, Corporate Governance, Sustainability & CSR Awards - Transformational Leader Award (Large Cap Category) in 2017
 - Ernst & Young - EY Entrepreneur of the Year award 2017
 - India Today- Top 50 Power List 2017-18
 - Bombay Management Association (BMA) - Entrepreneur of the Year Award 2015-16
 - Business World - India's Most Valuable CEOs in 2015 & 2016

Major Directorships

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

Committee Chairmanships: Nil**Committee Memberships**

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

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

Shareholding in the Company: 508,724

Nature of expertise in specific functional areas: Management & Strategy, Global Business Leadership, Insurance, Mutual Fund & Financial Services, Banking, Investment & Treasury and Forex Management and such other areas.

He was first appointed on the Board with effect from 2 May 2007 and his last drawn remuneration during the year 2018-19 was ₹ 20 lakh. More details about the remuneration are available in the Annual Report. He will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company.

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

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

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

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

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

Item No. 4 of the Notice**Pradeep Shrivastava (DIN 07464437)**

As regards re-appointment of Pradeep Shrivastava, referred to in item no. 4 of the Notice, following disclosures are made for the information of the shareholders:

Information about the appointee:**Brief resume**

Pradeep Shrivastava (born on 31 March 1960) is qualified as a B. Tech (Mechanical Engineer) from IIT, Delhi 1981 and also as PGDM-1986 from IIM, Bangalore. He started his career as Asst. Engineer (Maintenance) in Tata Motors during 1981-1984.

Directorships

Bajaj Auto Ltd.

***Committee Positions: Nil**

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

Shareholding in the Company: 75

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

He joined Bajaj Auto in 1986 and was its Chief Operating Officer, until his elevation as Executive Director with effect from 1 April 2016 and his last drawn remuneration during the financial year 2018-19 was ₹ 665 lakh. More details about the remuneration are available in the Annual Report.

Pradeep Shrivastava is not disqualified from being appointed as director in terms of section 164 of the Act.

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

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

None of the Directors, or Key Managerial Personnel or their relatives, except Pradeep Shrivastava, is concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

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

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

Item no. 5 & 6 of the Notice

Rakesh Sharma (DIN 08262670)

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has appointed Rakesh Sharma as an Additional Director effective from 1 January 2019. In terms of section 161 (1) of the Act, read with Article 119 of the Articles of the Association of the Company, Rakesh Sharma holds office as an additional director only upto the date of the ensuing AGM. A notice in writing in the prescribed manner, as required under section 160 of the Act and rules made thereunder, has been received by the Company, regarding his candidature for the office of the director and the same is available for inspection by the members from Monday to Friday, from 10.00 am to 12.30 pm except holidays at the Registered Office of the Company upto the date of the AGM.

Further, at the meeting of the Board of Directors of the Company held on 24 October 2018, Rakesh Sharma, subject to necessary approval of shareholders, was appointed as a Whole-time Director, with the designation as Executive Director of the Company for a period of five years with effect from 1 January 2019, on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

1. Salary

- i. Remuneration (CTC) of Rs.5.48 cr. p.a. comprising Salary, Allowances, Perquisites, Retirals and Performance Reward.
- ii. Bonus under the Company's scheme relating to company-level sales volume achievement during the year 2018-19.
- iii. Annual increments / increases as may be decided by the board of directors from time to time, during the remainder of the tenure and within an overall ceiling of remuneration of ₹ 15 cr. p.a.

2. Perquisites

- i. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- ii. Cover of Insurance policies & Contribution to Employee Deposit Linked Insurance Scheme as per Company rules.
- iii. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgement, wrongful act or such other reason as may be approved by the board of directors from time to time.
- iv. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- v. Telephone, tele-fax and other communication facilities at Company's cost as per Company rules.
- vi. Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the board of directors from time to time may decide.