



Bajaj Auto Limited,
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON 06 MAY 2026

Approval for the Buyback of Equity Shares of the Company

“RESOLVED THAT pursuant to Article 40 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (hereinafter called the **“Act”**), applicable rules made there under including the Companies (Share Capital and Debentures) Rules, 2014, as amended, and the Companies (Management and Administration) Rules, 2014, as amended, to the extent applicable, and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“Buyback Regulations”**), and including any amendments, statutory modification(s) or re-enactment(s) for the time being in force, and subject to such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the statutory, regulatory, or governmental authorities including but not limited to the Securities and Exchange Board of India (**“SEBI”**), relevant Registrar of Companies, (the **“ROC”**), the stock exchanges where the Equity Shares are listed i.e., BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) and/ or other authorities, institutions or bodies (the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions and sanctions, which may be agreed to by the Board of Directors of the Company (**“Board”**, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution (**“Buyback Committee”/ “Committee”**)), and subject to the approval by the shareholders of the Company by way of a special resolution through a postal ballot including e-voting, the consent of the Board be and is hereby accorded for the buyback of up to 46,94,000 (Forty Six Lakh Ninety Four Thousand) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten only) each (**“Equity Shares”**), representing up to 1.68% of the total number of Equity Shares in the paid-up equity share capital of the Company, at a price of INR 12,000/- (Indian Rupees Twelve Thousand only) per Equity Share (**“Buyback Price”**), subject to any increase to the Buyback Price as may be approved by the Board or the Buyback Committee, payable in cash for an aggregate amount of up to INR 5,632,80,00,000/- (Indian Rupees Five Thousand Six Hundred Thirty Two Crore and Eighty Lakh only) (excluding transaction costs, viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.) (**“Buyback Size”**), which represents





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16.93% and 15.59% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on 31 March 2026, respectively (which is within the statutory limit of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2026, under the shareholders' approval route as per the provisions of the Act and Buyback Regulations), on a proportionate basis through the "Tender Offer" route as prescribed under the Buyback Regulations from all of the equity shareholders/ beneficial owners of the Equity Shares, who hold Equity Shares as on the record date to be determined by the Board/ Buyback Committee ("**Record Date**") (such buyback "**Buyback**").

RESOLVED FURTHER THAT in accordance with the Buyback Regulations, the Buyback period shall commence from the date of declaration of the results of the postal ballot for special resolution approving the Buyback until the date on which the payment of consideration to the shareholders for the Equity Shares bought back by the Company is made ("**Buyback Period**").

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its free reserves, securities premium account and/ or such other sources as may be permitted by applicable law, and the Buyback shall be through tender offer in such manner as may be prescribed under the Act and the Buyback Regulations, and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in terms of Section 69 of the Act, the Company shall transfer from its free reserves or securities premium account and/ or such other sources as may be permitted by applicable law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback, to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

RESOLVED FURTHER THAT all equity shareholders/ beneficial owners of the Equity Shares, who hold Equity Shares as on the Record Date ("**Eligible Shareholders**"), will be eligible to participate in the Buyback except any shareholders who may be specifically prohibited under the applicable laws by Appropriate Authorities.

RESOLVED FURTHER THAT as required under Regulation 6 of the Buyback Regulations, the Company shall buyback its Equity Shares from the **Eligible Shareholders**, on a proportionate basis, provided that 15% of the total number of Equity Shares which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of small shareholders, as on the Record Date, whichever is higher, shall be reserved for the small shareholders (as defined in the Buyback Regulations) as a part of the Buyback, and in case the Equity Shares tendered are less than the reservation, the same shall





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be adjusted in the general category, in accordance with Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons resident outside India, including, non-resident Indians, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, members of foreign nationality, etc., if any, shall be subject to such approvals, if any and to the extent necessary or required from concerned authorities including approvals under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, and such approvals shall be required to be taken by such non-resident shareholders.

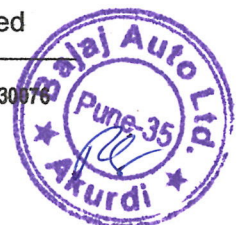
RESOLVED FURTHER THAT in terms of Regulation 5 (via) of the Buyback Regulations, the Board/ Buyback Committee be and is hereby authorized to *inter alia* increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size, till one working day prior to the Record Date.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the Company shall not use borrowed funds, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the Eligible Shareholders who have tendered their Equity Shares in the Buyback.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback and Shri Dinesh Thapar, Chief Financial Officer and Shri Kiran Yanamnadra, VP Finance be and are hereby severally authorized to sign and submit any documents, letters, deeds, undertakings, certificate, etc., and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI *vide* circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars or notifications, as may be applicable, including any amendments and statutory modifications for the time being in force, and the Company shall approach BSE and/ or NSE for facilitating the same and subject to decision of the Board/ Buyback Committee, one of BSE and NSE shall act as the designated





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stock exchange.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Shri Rajiv Gandhi, Company Secretary and Compliance Officer of the Company, be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that Shri Rajiv Gandhi, Company Secretary and Compliance Officer of the Company, be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule 1 of the Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the following opinion that:

- (a) immediately following the date of the board meeting i.e., May 6, 2026 ("**Board Meeting**"), and the date on which the result of the shareholders' resolution passed by way of postal ballot will be declared ("**Postal Ballot Resolution**"), approving the Buyback, there will be no grounds on which the Company can be found unable to pay its debts;
- (b) as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the date of the Postal Ballot Resolution, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and date of the Postal Ballot Resolution; and
- (c) in forming an opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act, or the Insolvency and Bankruptcy Code, 2016, as amended.

RESOLVED FURTHER THAT in terms of Section 68(6) of the Act read with Regulation 8(i)(b) of the Buyback Regulations, the draft of the declaration of solvency prepared in the prescribed form, and supporting affidavit, the statement of assets and liabilities in the prescribed form SH-9 and other supporting documents, as placed before the Board, be and are hereby approved and Shri Rajiv Bajaj, Managing Director & CEO (DIN: 00018262) and Shri Rakesh Sharma, Executive Director (DIN: 08262670) of the Company be and are hereby authorized

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to amend, modify, update, finalise and sign the same for and on behalf of the Board, and Shri Rajiv Gandhi, Company Secretary and Compliance Officer, be and is hereby authorised to file the same with the ROC and SEBI and/ or any such other concerned authorities, as may be necessary in accordance with applicable laws.

RESOLVED FURTHER THAT the Board hereby confirms that:

- (a) all the Equity Shares which the Company proposes to buyback are fully paid-up;
- (b) the Company shall not issue any Equity Shares or other specified securities including by way of bonus issue, till the date of expiry of the Buyback Period, except in discharge of subsisting obligations through stock option schemes. Relevant details and the potential impact of such subsisting obligations, if any, shall be disclosed in the public announcement;
- (c) unless otherwise specifically permitted by any relaxation issued by SEBI and/ or any other regulatory authority, the Company, as per Regulation 24(i)(f) of the Buyback Regulations, shall not raise further capital for a period of one year from the expiry of the Buyback Period, except in discharge of its subsisting obligations through stock option schemes;
- (d) the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Act or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity share;
- (e) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- (f) the consideration for the Buyback shall be paid by the Company only in cash;
- (g) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deals whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of Buyback;
- (h) the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;





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- (i) the Company shall not withdraw the Buyback after the public announcement of the offer to the Buyback is made;
- (j) there are no defaults (either in the past or subsisting) in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of any term loans to any financial institution or banks (including interest payable thereon), as the case may be, and in case of defaults which have ceased to subsist, if any, a period of more than three years has lapsed;
- (k) the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- (l) the aggregate amount of the Buyback i.e., up to INR 5,632,80,00,000/- (Indian Rupees Five Thousand Six Hundred Thirty Two Crore and Eighty Lakh only) does not exceed 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2026;
- (m) the maximum number of Equity Shares proposed to be purchased under the Buyback (i.e., up to 46,94,000 (Forty Six Lakh Ninety Four Thousand) Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up equity share capital of the Company as on March 31, 2026;
- (n) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting;
- (o) the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period or such other timeline as may be prescribed under applicable law;
- (p) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date;
- (q) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buyback based on both the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2026, respectively, whichever sets out a lower amount, after excluding financial statements of all subsidiaries that are non-banking financial companies and housing finance companies regulated by Reserve Bank of India or National Housing Bank, as the case may be;





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- (r) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/ or the Buyback Regulations and any other applicable laws;
- (s) the Buyback shall be completed within a period of one year from the date of passing of special resolution by the shareholders of the Company approving the Buyback;
- (t) as per Regulation 24(i)(e) of the Buyback Regulations, the promoters (including members of the promoter group) and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and/ or members of the promoter group) from the date of passing of the special resolution by the shareholders of the Company approving the Buyback till the closing of the Buyback offer;
- (u) the Company is not buying back its Equity Shares so as to delist its Equity Shares from the stock exchanges wherein the Equity Shares of the Company are listed;
- (v) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- (w) the covenants in relation to financing arrangements/ borrowings with lenders are not being breached pursuant to the Buyback and accordingly prior consent of such lenders in terms of Regulation 5(i)(c) and Schedule 1(xii) of the Buyback Regulations is not required;
- (x) in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the Escrow Account/ Special Account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance, if any, shall be utilized for investor protection in accordance with the Buyback Regulations; and
- (y) the information pertaining to the Company as may be set out in the public announcement, letter of offer, any corrigenda and all offer documents with respect to the Buyback shall be true, fair and adequate information in all material aspects and shall not contain any misleading information.

RESOLVED FURTHER THAT no information/ material that is likely to have a bearing on the decision of investors has been suppressed or withheld and/ or incorporated in the manner that would amount to a mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed or withheld and / or amounts to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty





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in terms of the provisions of the Act and the Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buyback any Equity Shares, and/ or impair any power of the Company or the Board to terminate any process in relation to such Buyback as permissible by law.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer and/ or the Company Secretary and Compliance Officer for the time being, be and are hereby severally authorized to send the necessary intimations to the stock exchanges in relation to this resolution, as may be required under the Listing Regulations; to file necessary e-forms with the ROC and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT Shri Rajiv Gandhi, Company Secretary and Compliance Officer, be and is hereby authorised to represent the Company before the Ministry of Corporate Affairs, SEBI, the stock exchanges, any regulatory/ statutory bodies/ authorities or any other agencies connected with the Buyback and to sign and submit all forms, letters, documents or other papers that may be required.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the common seal of the Company, if required be affixed on such documents in the presence of any one of the Directors and duly countersigned by the Company Secretary.

RESOLVED FURTHER THAT Shri Rajiv Gandhi, Company Secretary and Compliance Officer of the Company, be and is hereby authorised to furnish a copy of this resolution, certified to be true, to the authorities for their information and record."

For Bajaj Auto Limited

Rajiv Gandhi

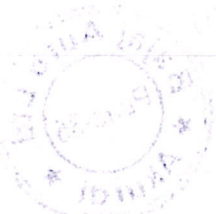
Rajiv Gandhi
Company Secretary
ACS 11263

Place of signing: Bajaj Auto Limited Complex
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON 6 MAY 2026

Constitution of Buyback Committee

“RESOLVED THAT a buyback committee consisting of Shri Niraj Bajaj, Chairman & Non-Executive Non Independent Director, Shri Rajiv Bajaj, Managing Director & CEO, Shri Pradip Shah, Non-Executive Director, Shri S Ravikumar, Chief Business Development Officer and Shri Dinesh Thapar, Chief Financial Officer, and Shri Rajiv Gandhi, Company Secretary & Compliance Officer, to act as the Secretary to the buyback committee (**“Buyback Committee”**), be and is hereby constituted to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper with regard to the implementation of the Buyback and in the best interests of the Company and its shareholders, without any further approval of the Board, including but not limited to:

- (a) seeking regulatory approvals, if required, for implementing the Buyback;
- (b) deciding and announcing the Record Date for the purpose of the Buyback;
- (c) seeking the approval of the shareholders of the Company through postal ballot including e-voting in connection with the Buyback, and to initiate and/ or undertake all necessary actions related thereto, including finalising, approving, and issuing the postal ballot notice and the explanatory statement thereto, in terms of the Act and the rules made thereunder and the Buyback Regulations (and undertake any amendment(s) and modification(s) thereto), issuance of any corrigenda, if required, and appointment of relevant intermediaries in relation to the postal ballot process such as e-voting service provider, scrutinizer, etc.
- (d) appointing, authorizing, and issuing necessary instructions to all intermediaries including but not limited to merchant bankers, registrar, custodians, advertising agencies, investor service centre, printers, escrow agents, brokers, depository participants, legal advisors and any other intermediaries, advisors, consultants as may be required, desired or considered expedient for the implementation of the Buyback and settling of terms of appointment including the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- (e) finalising the terms and timelines of the Buyback including but not limited to the schedule of activities, the opening and closing dates of the offer period of the Buyback, timeframe for completing the Buyback and re-affirming declaration of solvency as and when required;
- (f) increasing the Buyback Price and decreasing the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size, till one working day prior to the Record Date, in terms of Regulation 5(via) of the Buyback Regulations;
- (g) fixing the entitlement ratio in accordance with the Buyback Regulations for the Eligible Shareholders from whom the Equity Shares of the Company are to be bought back;





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- (h) finalising and executing escrow agreement in accordance with the Buyback Regulations and depositing and/ or instructing the deposit of the requisite amount into escrow account/ special account, arranging bank guarantee(s), if any, and finalising the composition/ combination of such deposit into escrow account in accordance with the provisions of the Buyback Regulations and the escrow arrangement;
- (i) open, operate and close all the necessary accounts such as broker account, escrow account/ special account and any other bank account(s) and depository account (demat account/ trading account/ buyer broker account) and any other account as may be necessary for the purpose of the Buyback, entering into agreements with and to give instructions in connection therewith and/ or to delegate the operation of such accounts as required under applicable laws (including the Buyback Regulations);
- (j) earmarking and making arrangements for adequate resources of funds for the Buyback as may be necessary in accordance with the applicable law;
- (k) taking all actions for the verification of offers and acceptances received, finalize the basis of acceptance, extinguishment of Equity Shares bought back under the Buyback in accordance with the applicable law, to pay to the shareholders consideration for shares bought back pursuant to the Buyback, to issue rejection letters, if any, determine and make payment of taxes, as applicable, in connection with the Buyback, and filing of necessary documentation in relation to the foregoing;
- (l) dealing with stock exchanges (including their clearing corporations) where the equity shares of the Company are listed, and to sign, execute and deliver such documents as may be necessary or desirable in connection with implementation of the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offer under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021, and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments thereof;
- (m) deciding the closure of the Buyback and complete all other requisite formalities as specified under the Act, the Buyback Regulations, the Listing Regulations and other applicable law;
- (n) authorizing and making payment of expenses incidental to the Buyback including fees to be paid to SEBI/ other regulatory authorities, registrar's fees, fees for other intermediaries, fee for any consultants/ advisers that may be hired, publication expenses, printing and dispatch expenses, postage expenses, transaction costs viz brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. and such incidental and related expenses that may be necessary;
- (o) withdrawing, postponing or deciding not to proceed with the Buyback prior to publishing the public announcement for the Buyback in accordance with the applicable laws;





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- (p) carrying out management discussion and analysis on the likely impact of the Buyback on the Company's earnings, public holdings, holdings of non-resident shareholders including but not limited to non-resident Indians, foreign institutional investors / foreign portfolio investors, promoters' holdings and changes in management structure;
- (q) executing, affirming and delivering such other documents including consent letter, deeds, power of attorney, certificates, instruments, agreements, letters, undertakings, memorandum of understanding, declarations, affidavits, engagement/ appointment letters, indemnity, bank guarantee, forms etc. as may be required in connection with this resolution or the Buyback and/ or otherwise considered by them in the best interest of the Company, and to do all such acts, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, the relevant ROC, stock exchanges, depositories and/or other authorities;
- (r) issuing, furnishing and making disclosures, certificates, returns, confirmations, maintaining registers, etc. as may be required under the Act, Buyback Regulations and to file such documents, returns, with the relevant persons as may be required under the Act, the Buyback Regulations, the Listing Regulations or other applicable law;
- (s) giving directions as may be necessary or desirable, and settling any question or difficulty whatsoever that may arise with regard to the Buyback and which it may deem fit in the interest of the Company;
- (t) preparation, finalizing, signing and filing of the public announcement, certificates for declaration of solvency, letter of offer, post offer announcement, other related Buyback offer documents and any revision thereto with SEBI, the stock exchanges and other appropriate authorities;
- (u) making any corrections, amendments, deletions, alterations and/ or additions to the public announcement, letter of offer, post offer announcement or all other documents, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates (if any), in relation to the Buyback and filing / publishing / submitting of the same in relation to the Buyback, as required by relevant authorities;
- (v) giving any information, explanation, declarations and confirmations in relation to the public announcement and any other advertisements, as may be required by the relevant authorities including SEBI;
- (w) making all applications to the appropriate authorities for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, if any;





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- (x) to extinguish the shares bought back and filing of certificate of extinguishment in connection with the Buyback within the time limit specified under the Buyback Regulations and to destroy share certificates upon completion of the Buyback;
- (y) to file return of Buyback or any other form, report, returns with the relevant ROC and other statutory authorities within the timelines, as specified in the Act or the Buyback Regulations;
- (z) to maintain the register of securities bought back as per the format prescribed in the Act or the Buyback Regulations;
- (aa) to authorise merchant banker, registrar or other agencies appointed for the purpose of Buyback to carry out any of the above activities;
- (bb) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- (cc) authorising/ appointing persons to represent the Company, if required, before the relevant ROC, SEBI, stock exchanges, or any other authority in connection with the Buyback and to sign and submit all forms, letters, documents or other papers that may be required;
- (dd) affixing the Common Seal of the Company on relevant documents required to be executed for the Buyback in accordance with the provisions of the articles of association of the Company;
- (ee) settling and resolving any queries raised by the SEBI, stock exchanges, the relevant ROC, and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
- (ff) doing such other acts, deeds, matters, or things, and executing such documents, forms, letters, confirmations, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback; and
- (gg) delegating all or any of the powers, rights or authorities conferred above to any officer(s)/ authorised representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be felt necessary or as may be suggested by the appropriate authorities or advisors.

RESOLVED FURTHER THAT any two members mentioned above shall form quorum of any meeting of the Buyback Committee and the Buyback Committee may decide any matter in connection with the Buyback by passing an appropriate resolution (including by way of circular resolution) and the Buyback Committee may meet as and when necessary to effectively discharge its functions in relation to the Buyback.





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RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time.

RESOLVED FURTHER THAT all acts, deeds, matters and things done by the Buyback Committee for the purpose shall have the same effect as if done by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and are hereby severally authorised to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements or any conditions laid down by any regulatory or other authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Buyback Committee shall stand dissolved on the date of completion of Buyback process.

RESOLVED FURTHER THAT Shri Rajiv Gandhi, Company Secretary and Compliance Officer of the Company, be and is hereby authorised to furnish a copy of this resolution, certified to be true, to the authorities for their information and record."

For Bajaj Auto Limited

Rajiv Gandhi

Rajiv Gandhi
Company Secretary
ACS 11263

Place of signing: Bajaj Auto Limited Complex
Mumbai – Pune Road, Akurdi,
Pune, Maharashtra, India, 411035

