



THE WORLD'S  
FAVOURITE  
INDIAN

## BAJAJ AUTO LTD.

CIN: L65993PN2007PLC130076

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Mumbai-Pune Road,  
Akurdi, Pune 411 035  
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## AGM NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting ('AGM') of the members of Bajaj Auto Ltd. ('BAL' or 'the Company') will be held on Tuesday, 21 July 2026 at 12:30 pm at the Registered Office of the Company at Mumbai-Pune Road, Akurdi, Pune 411035 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2026, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Sanjiv 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.

### SPECIAL BUSINESS

#### 4. Ratification of the remuneration to the Cost Auditor.

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

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as 'the Act') read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of ₹ 5 Lakh plus taxes, out-of-pocket and travelling expenses, as approved by the Board of Directors, based on the recommendation of the Audit Committee for the financial year 2026-27, payable to R.B. Laddha & Co., Cost Accountants (Firm Registration No. 004689), as Cost Auditor of the Company for audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, in respect of the said financial year, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### 5. Approval for payment of commission to Non-executive Directors for a period of five years commencing from 01 April 2026.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of section 197 read along with schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the members be and is hereby accorded for the payment of commission of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act to the directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from 1 April 2026."

"PROVIDED THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Non-executive Directors shall be paid remuneration by way of Commission as set out above, as may be decided by the Board of Directors of the Company, notwithstanding that it may exceed one percent of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions of and schedule V to the Act, from time to time."

#### 6. Appointment of Rakesh Sharma (DIN: 08262670) as Joint Managing Director of the Company with effect from 01 June 2026.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **special resolution**:

"RESOLVED THAT in accordance with the provisions of section 152, 196, 197 and 203 of the Companies Act, 2013 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force), regulation 17(1C)

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('The Listing Regulations, 2015') and such other provisions as may be applicable and based on the recommendation of Nomination and Remuneration Committee and approval by the Board, approval of the members be and is hereby accorded for the appointment of Rakesh Sharma (DIN: 08262670) as the Joint Managing Director ('JMD') of the Company with effect from 1 June 2026 upto 31 March 2029 (both days inclusive) liable to retire by rotation, upon the terms and conditions set out in the explanatory statement annexed to the Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement to be entered into between the Company and JMD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms & conditions and revision in the remuneration including payment of minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board of Directors and JMD."

"RESOLVED FURTHER THAT based on the recommendation of Nomination and Remuneration Committee, the Board of Directors be and is hereby authorised to revise the remuneration of JMD from time to time, to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and JMD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

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

Rajiv n. Gandhi

Rajiv Gandhi  
Company Secretary and Compliance Officer  
Membership No. A11263  
Pune: 06 May 2026

## 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 OF THE MEETING. IN THIS NOTICE, THE TERMS MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
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. Explanatory statement pursuant to section 102 of the Companies Act, 2013 ('the Act') forms part of this Notice.
4. Brief details of the director, who is liable to retire by rotation at the AGM and seeking re-appointment, is annexed hereto as per the applicable provisions of regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015'), the Act and the Secretarial Standard on General Meetings ('SS-2').
5. To receive communication(s) through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with the registrar and share transfer agent of the Company, i.e., KFin Technologies Ltd. ('KFin' or 'RTA'), for members holding shares in physical mode and with their respective DPs, for members holding shares in demat mode.
6. SEBI, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings.

### DIVIDEND RELATED INFORMATION:

7. The Board of Directors has recommended dividend of ₹ 150 per equity share of the face value of ₹ 10 each (1500 %) for the year ended 31 March 2026 for the approval of the members at the AGM.
8. Pursuant to the provisions of section 91 of the Act and regulation 42 of the Listing Regulations, 2015, the Company has fixed Friday, 29 May 2026 as the 'Record Date' for the purpose of determining the shareholders eligible to receive dividend for the financial year 2025-26.
9. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the AGM, will be credited/dispensed on or before Friday, 24 July 2026 as under:
  - a. to all those shareholders holding shares in physical form, as per the details provided by KFin to the Company, as of the closing hours on Friday, 29 May 2026 and
  - b. to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the closing hours on Friday, 29 May 2026.
10. The Listing Regulations, 2015 read with the Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 issued by the Securities and Exchange Board of India ('SEBI') dated 07 May 2024, read with circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10 June 2024, mandates the companies to use any electronic mode of payment approved by the Reserve Bank of India for making payment to the shareholders.

Further, SEBI has issued a Gazette Notification dated 18 November 2025 notifying the SEBI (Listing Obligations and Disclosure Requirements) Fifth Amendment Regulations, 2025, which came into force on 19 November 2025, being the date of publication in the Official Gazette, require companies to use any electronic mode of payment approved by the Reserve Bank of India (RBI) for making payments to the members.

In view of the aforesaid amendment in Regulation 12 of SEBI Listing Regulations, with effect from 19 November 2025, all payments shall be made only through electronic mode.

No physical warrants, cheques or demand drafts shall be issued towards payment of dividends, interest, redemption or repayment amounts. Accordingly, the dividend, if declared, will be paid through electronic mode, where the bank account details of the shareholders are available.

SEBI also mandated that any service request from members holding shares in physical mode shall be entertained only upon registration of the PAN and KYC details. Members holding shares in physical form are once again requested to register/update their PAN, KYC, signature and nomination details by furnishing the duly filled forms, as applicable, to KFin.

For more details, please refer to the chapter on General Shareholder Information forming part of the Corporate Governance Report in the Annual Report.

**TAX RELATED INFORMATION:**

11. Shareholders may note that as per the Income Tax Act, 1961, (the 'IT Act'), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1 April 2020 shall be taxable in the hands of the shareholders. The Company is also required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident).

To enable compliance with TDS requirements, members holding shares in electronic mode are requested to complete and/or update their residential status, PAN, category, e-mail address, mobile number, bank account details and address with PIN code (including country) as per the IT Act with their depository participants and in case shares are held in physical form, with the Company, by sending documents/ declarations on or before 01 July 2026 at <https://ris.kfintech.com/form15> or by self-registration through KPRISM application by following the URL: <https://kprism.kfintech.com/>

For the detailed process and formats of declaration, please refer to FAQs on Tax Deduction at Source on Dividends available on the Company's website at <https://www.bajajauto.com/investors/dividend>

**IEPF RELATED INFORMATION:**

12. In terms of section 124(5) of the Act, dividend amount for the year ended 31 March 2019 remaining unclaimed for a period of seven years shall become due for transfer in September 2026 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven 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 2018-19 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

**INSPECTION OF DOCUMENTS:**

13. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune – 411 035, which are open for inspection by the 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:
- 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.
  - 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.
14. Certificate from Secretarial Auditor of the Company certifying that the Bajaj Auto Employee Stock Option Scheme 2019 of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the members of the Company in respect thereof, will also be available for inspection by the members at the AGM.
15. Relevant documents referred to in this Notice and the explanatory 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 the AGM.

**GENERAL INSTRUCTIONS FOR MEMBERS/PROXIES:**

16. In terms of section 101 and 136 of the Act read together with the rules made thereunder and relevant provisions of the Listing Regulations, 2015, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board's 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 e-mail addresses with their respective DPs or with the RTA of the Company and for members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that Annual Report for FY 2025-26 and the Notice along with proxy form and attendance slip will also be available on the Company's website at <https://www.bajajauto.com/investors/financial-and-operational-performance>, website of the Stock Exchanges, i.e., BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at [www.kfintech.com](http://www.kfintech.com)
17. Institutional/corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body's resolution/authorisation, etc., authorising its representative to attend and vote at the AGM on its behalf or through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)
18. Institutional Investors, who are members of the Company are encouraged to attend and vote at the Nineteenth AGM of the Company.
19. The Company has availed of services offered by NSDL and CDSL to update e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.

20. Members attending the AGM in-person shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
21. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
22. 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.
23. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
24. Route map for the directions to venue of the meeting is attached.
25. 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 e-voting, i.e., Tuesday, 14 July 2026, such person may obtain the User ID and Password from KFin by e-mail request on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or can send e-mail to [investors@bajajauto.co.in](mailto:investors@bajajauto.co.in)
26. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via registered e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or can send e-mail to [investors@bajajauto.co.in](mailto:investors@bajajauto.co.in) for obtaining the Annual Report and Notice of AGM.
27. Instructions for e-voting and joining the AGM are as follows:

#### A. Voting through electronic means:

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, 2015 and in terms of SEBI circular dated 09 December 2020 in relation to e-voting facility provided by listed companies, the members are provided with the remote e-voting facility to exercise votes on the items of business given in this Notice, through the e-voting platform provided by KFin or to vote at the AGM.
- ii. The members, whose name appears in the Register of Members/list of Beneficial Owners as on Tuesday, 14 July 2026, (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iii. **Members can cast their vote online from Thursday, 16 July 2026 (9:00 a.m.) till Monday, 20 July 2026 (5:00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.**
- iv. Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and Password or may write e-mail from the registered e-mail id to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investors@bajajauto.co.in](mailto:investors@bajajauto.co.in)
- v. The details of the process and manner for remote e-voting are explained herein below:

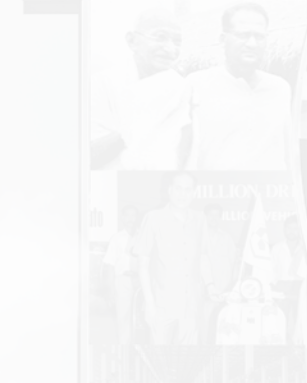
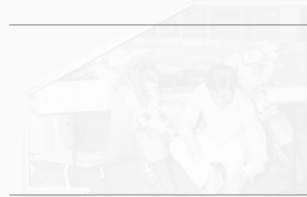
#### I) Login method for remote e-voting for individual shareholders holding securities in demat mode:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on 'e-voting facility provided by listed companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the '<b>Beneficial Owner</b>' icon under '<b>Login</b>' which is available under '<b>IDeAS</b>' section.</li> <li>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on '<b>Access to e-voting</b>' under e-voting services and you will be able to see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider, i.e., <b>KFin</b> and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>

**Type of shareholders****Login method**

Individual shareholders holding securities in demat mode with NSDL

**B. Users not registered for IDEAS e-Services:**

Option to register is available at <https://eservices.nsdl.com> Select '**Register Online for IDEAS**' tab or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

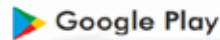
**C. By visiting the e-voting website of NSDL:**

1. Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the '**Login**' icon, available under the '**Shareholder/Member**' section.
2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
3. Click on options available against Company name or e-voting service provider, i.e., **KFin** and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

**D. NSDL Speede:**

Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual shareholders holding securities in demat mode with CDSL

**A. Existing users who have opted for Easi/Easiest:**

1. URL to login to Easi/Easiest: [www.cdslindia.com](http://www.cdslindia.com) and click on login icon and select New System Myeasi.
2. Shareholders can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on **KFin** to cast your vote.

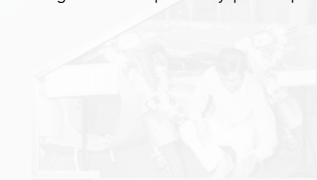
**B. Users who have not opted for Easi/Easiest:**

Option to register for Easi/Easiest is available at [www.cdslindia.com](http://www.cdslindia.com) Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

**C. By visiting the e-voting website of CDSL:**

1. The user can directly access e-voting page by providing demat account number and PAN number from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered mobile and e-mail id as recorded in the demat account.
2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-voting service provider, i.e., **KFin**.

Individual shareholders (holding securities in demat mode) logging through their depository participants



1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.
2. Once you click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature.
3. Click on option available against Company name or e-voting service provider, i.e., KFin and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode who need assistance for any technical issues related to login through depository, i.e., NSDL and CDSL:

#### Members facing any technical issue - NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

#### Members facing any technical issue - CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on 1800 22 55 33.

## II) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials, i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your votes.
- iv. After entering the correct details, 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 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, i.e., Bajaj Auto Ltd.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, 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 image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL-EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**B. Voting facility at AGM:**

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.

However, members who have voted through remote e-voting will be eligible to attend the AGM but shall not be entitled to cast their vote again.

**C. Live webcast of AGM:**

Pursuant to regulation 44(6) of the Listing Regulations, 2015, 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 KFin at <https://emeetings.kfintech.com/> using their secure login credentials, provided for e-voting or with the registered mobile and OTP option. Members are encouraged to use this facility of webcast.

**D. General Instructions:**

- i. Shri Vaibhav Dandawate (ACS No. 51538, CP No. 27947), or failing him, Ms. Deepti Kulkarni (ACS No. A34733, CP No. 22502), Partners of M/s. Makarand M Joshi & Co., Company Secretaries, have been appointed as the Scrutinizers to conduct the remote e-voting process and voting at the venue of the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or in his absence Managing Director and CEO of the Company, who shall countersign the same.
- iii. The Scrutinizer 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 Scrutinizer's report shall be placed on the Company's website <https://www.bajajauto.com/investors/disclosures> and on the website of KFin <https://evoting.kfintech.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 and other information of the director seeking re-appointment at the Nineteenth Annual General Meeting ('AGM') pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015'), the Companies Act, 2013 ('the Act') and the Secretarial Standard on General Meetings ('SS-2'):**

### Item No.3

#### Sanjivnayan Rahul Kumar Bajaj (Sanjiv Bajaj-DIN: 00014615)

As regards re-appointment of Sanjiv Bajaj, referred to in Item No. 3 of the Notice, the following disclosures are made for the information of the members:

#### Brief resume:

Sanjiv Bajaj is the Chairman and Managing Director of Bajaj Finserv Ltd., the holding company of the financial services businesses of the Bajaj Group, one of India's oldest and largest conglomerates, with consolidated revenue of over ₹ 1,50,530 crore (USD 15.9 billion) and consolidated profit after tax of over ₹ 8,800 crore (USD 1 billion) for FY2025-26. The combined market cap of the three listed companies - Bajaj Finserv, Bajaj Finance and Bajaj Housing Finance is ₹ 8,20,716 crore (USD 86.5 billion), as on 31 March 2026.

Under his leadership, Bajaj Finserv Ltd. has emerged as one of India's leading and most diversified financial services companies with solutions across lending, life insurance, general insurance and investments. With a consumer-first, digital approach and a culture focused on innovation, it has reshaped digital consumer financing in India.

Sanjiv Bajaj is on the board of his group operating companies as the Chairman of Bajaj Finance Ltd., Bajaj Housing Finance Ltd., Bajaj General Insurance Ltd., Bajaj Life Insurance Ltd., Bajaj Finserv Asset Management Ltd. and Maharashtra Scooters Ltd.. He is also the Managing Director and Chief Executive Officer of Bajaj Holdings & Investment Ltd. (since 2012) and serves as a non-executive director at Bajaj Auto Ltd.

Sanjiv Bajaj was the President of the Confederation of Indian Industry (CII), FY 2022-23.

He is a member of J.P. Morgan - Asia Pacific Council, a member of the International Advisory Council of Brookings Institute, USA, and a member of the International Advisory Board of the Global Finance & Technology Network (GFTN). Sanjiv is co-chair for India Skills Accelerators - a Ministry of Skill Development and Entrepreneurship initiative, in partnership with the World Economic Forum. He is also a member of the Board of the Indian School of Business (ISB).

Sanjiv Bajaj also chairs India@100 Foundation, CII's non-profit initiative that champions next generation reforms shaping India's vision for inclusive economic growth, nurturing innovation, strengthening India's cultural influence and ensuring sustainable progress.

Over the years, he has received several prestigious honours for his contribution to the financial services space, including:

- Lifetime Achievement Award by Financial Express Best Banks 2026
- AIMA-JRD Tata Corporate Leadership Award for the year 2023
- The Lakshmi Pat Singhania IIM Lucknow National Leadership Award, 2023, received from the Hon'ble President of India Smt. Droupadi Murmu
- Economic Times Business Leader of the year 2018
- Financial Express Best Banker of the year 2017
- Ernst & Young Entrepreneur of the year in 2017
- Business World's Most Valuable CEOs in India for 2015 and 2016

Sanjiv Bajaj has a Bachelor's degree in Mechanical Engineering from the University of Pune, a Master's degree in Manufacturing Systems Engineering from the University of Warwick, UK, and a Master's degree in Business Administration from the Harvard Business School, USA.

#### Directorships in Companies (excluding foreign companies, if any):

- |                                    |  |
|------------------------------------|--|
| ● Bajaj Auto Ltd.                  | ● Kamalnayan Investment & Trading Private Ltd. |
| ● Bajaj Holdings & Investment Ltd. | ● Jamnalal Sons Private Ltd.                   |
| ● Bajaj Finserv Ltd.               | ● Maharashtra Scooters Ltd.                    |
| ● Bajaj Finance Ltd.               | ● Rupa Equities Private Ltd.                   |
| ● Bajaj Auto Holdings Ltd.         | ● Sanraj Nayan Investments Private Ltd.        |
| ● Bajaj General Insurance Ltd.     | ● Bajaj Housing Finance Ltd.                   |
| ● Bajaj Life Insurance Ltd.        | ● Mahakalp Arogya Pratisthan                   |
| ● Bachhraj & Company Private Ltd.  | ● Indian School of Business                    |

● Bachhraj Factories Private Ltd.	● Bajaj Finserv Asset Management Ltd.
● Bajaj Sevashram Private Ltd.	● Bhoopati Shikshan Pratisthan
● Rahul Securities Private Ltd.	● The Hindustan Housing Company Ltd.
● Bajaj Electricals Ltd.	● Bajaj International Private Ltd.
● Hercules Investments Ltd.	● Hind Musafir Agency Ltd.
● Mukand Ltd.	● Bajel Projects Ltd.
● Bajaj Electoral Trust	● Indef Manufacturing Ltd.

Committee Chairmanships/Memberships in Companies (excluding foreign companies, if any): Currently, he serves as a member of Audit Committee of Bajaj Finserv Asset Management Ltd. and member of Stakeholder Relationship Committee of Bajaj Finserv Ltd., Bajaj Finance Ltd., Maharashtra Scooter Ltd., and Bajaj Housing Finance Ltd.

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

Shareholding in the Company: 7,55,809 equity shares (as on 06 May 2026).

**Nature of expertise in specific functional areas:** Business & Industry, Management & strategy, Financial Expertise, Information Technology, Human Resources, Governance & Compliance and such other areas.

He was first appointed on the Board with effect from 2 May 2007 and his last drawn remuneration during the financial year 2025-26 was ₹ 24.90 lakh. More details about the remuneration are available in the Annual Report. He will be eligible for payment of sitting fees 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 except Rajivnayan Rahul Kumar Bajaj.

None of the directors, key managerial personnel of the Company or their relatives, except Rajivnayan Rahul Kumar Bajaj and Sanjivnayan Rahul Kumar Bajaj himself, are concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

The Board recommends Item no. 3 for consideration and approval of the shareholders.

## EXPLANATORY STATEMENT

In terms of the provisions of section 102 of the Companies Act, 2013 (the Act'), regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on the General Meetings ('SS-2'), the following statement sets out the material facts relating to Item Nos. 4, 5 and 6 of the accompanying Notice dated 06 May 2026:

### Item No. 4

Pursuant to section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the cost auditor(s) as recommended by the audit committee and approved by the Board is required to be ratified by the members of the Company.

Based on the recommendations of the audit committee, the Board has approved the appointment of R.B. Laddha & Co., Cost Accountants (Firm Registration No. 004689) as cost auditor of the Company to conduct audit of cost records for financial year 2026-27, at a remuneration of ₹ 5 Lakh per financial year plus taxes, out-of-pocket and travelling expenses.

The cost auditor has furnished the eligibility and other requisite certificate(s), in terms of the relevant provisions of the Act read with the Rules framed thereunder.

Accordingly, the consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the accompanying Notice for ratification of remuneration payable to the cost auditor of the Company.

None of the directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval of the members.

### Item no. 5

Section 197 of the Act permits the payment of remuneration to a director who is neither a whole-time director nor a managing director of a company, by way of commission not exceeding one percent of the net profits of the company, if the Company authorises such payment by a special resolution. Shareholders of the Company had approved such payment by a special resolution passed on 22 July 2021 for a five-year period, which expired on 31 March 2026.

In view of the substantial rise of non-executive directors' participation at the Board and Committee meetings and the higher responsibilities they are expected to bear on account of statutory & regulatory requirements, it is proposed to continue to pay such commission to the non-executive directors for a further period of five years upto and including the year 2030-31.

The amount of commission shall be payable each year after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

Pursuant to the Companies (Amendment) Act, 2020, read with rules made thereunder, if a company fails to make profits or makes inadequate profits in a financial year, any non-executive director of such company, including an independent director, may be paid remuneration in accordance with schedule V of the Act.

No approval of the Central Government will be required for the said payment of commission, since it is within the prescribed limits as specified under section 197. The above payment to non-executive directors will be in addition to the sitting fees payable to them for attending Board/committee meetings, which at present is fixed at ₹ 100,000 per meeting.

None of the directors, key managerial personnel of the Company or their relatives, except the concerned non-executive director, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 5 of the Notice.

The Board recommends the special resolution set out at Item No. 5 of the Notice for approval of the members.

### Item no. 6

As regards appointment of Rakesh Sharma referred to in Item No. 6 of the Notice, the following disclosures are made for the information of the shareholders:

The Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on 25 April 2023 had re-appointed Rakesh Sharma as a Whole-time Director for a term of five years from 1 January 2024 until 31 December 2028 which was approved by the members at the 16<sup>th</sup> Annual General Meeting of the Company held on 25 July 2023.

Considering the valuable contribution made by him in the progress of the Company, it is proposed to appoint him as a Joint Managing Director ('JMD') of the Company w.e.f. 1 June 2026 to 31 March 2029, on the terms of remuneration mentioned herein below, with powers to the Board of Directors to make such revision therein as may be appropriate from time to time, but within the ceiling/s laid down in the Act, the Listing Regulations or any statutory amendment thereof. As the JMD, Rakesh Sharma will continue to leverage his decades of experience in strengthening Bajaj Auto's position as a global leader in two and three wheeler automobiles and help create significant impact for the organization:

#### 1. Salary:

Remuneration (CTC) of ₹ 15.28 Crore per annum comprising salary, allowances, retiral, (including contribution to provident fund & superannuation fund and gratuity as per Company rules) bonus, performance reward, perquisites, benefits etc., with such annual increments/increases/revisions as may be decided by the Board of Directors from time to time.

**2. Perquisites:**

- i. Company's contribution to provident fund and superannuation fund as per Company rules.
- ii. Gratuity as per the Company rules as applicable to all other employees.
- iii. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed as applicable to all other employees.
- iv. Reimbursement of medical expenses incurred for self and family or medical allowance as per Company rules.
- v. Cover of Insurance policies & Contribution to Employee Deposit Linked Insurance Scheme as per Company rules.
- vi. Membership fees for maximum two clubs in India, including any admission and/or annual membership fees.
- vii. 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.
- viii. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- ix. Provision of maximum two cars under the Company Car lease plan as per the eligibility under the Company scheme.
- x. Communication expenses such as phone bills, internet bills and other communication facilities at Company's cost as per Company rules.
- xi. Subject to any statutory ceiling/s, the Whole-time Director (Joint Managing Director) may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

**3. Valuation of perquisites**

Perquisites/Allowances shall be valued as per Income-tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

**4. Stock Options**

Stock Options as per the scheme(s) framed by the Company from time to time.

**5. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, Whole-time Director (Joint Managing Director) shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in schedule V to the Companies Act, 2013, from time to time.

**6. Computation of ceiling**

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a. Contribution to provident and superannuation funds referred to in para 2 (i) above.
- b. Gratuity payable as per para 2 (ii), above.
- c. Encashment of leave as per para 2 (iii) above

Rakesh Sharma satisfies all the conditions set out in part I of schedule V to the Act as well as the conditions stated in section 196(3) of the Act. He is not disqualified from being appointed as a Director in terms of section 164 of the Act.

He has also confirmed that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India ("SEBI") or any such authority and has given his consent for appointment as the Joint Managing Director of the Company along with declarations as required under the Act and the rules made thereunder and the Listing Regulations, 2015.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act has been received by the Company, from a member proposing his candidature as the Joint Managing Director of the Company.

The brief profile and other details of Rakesh Sharma in terms of regulation 36(3) of the Listing Regulations, 2015 and SS-2 are given below:

**Information about the appointee:****Brief Profile:**

Rakesh Sharma (born on 22 November 1962) graduated from Indian Institute of Management, Ahmedabad in 1986 and has over 40 years of professional experience. He joined Bajaj Auto in October 2007 as the President of International Business and currently serves as an Executive Director. Over the past 19 years with the Company, he has held several key leadership positions, including leading the International Business for over 10 years. In July 2018, he was elevated to the role of Chief Commercial Officer with responsibility for leading the front-end Business Units. He was subsequently appointed as an Executive Director in January 2019.

## Other details:

Sr. No	Particulars	Details
1	Age	64 years
2	Qualification	Graduated from Indian Institute of Management, Ahmedabad
3	Experience	As per the profile
4	Terms and Condition of appointment	Details given in Notice
5	Remuneration last drawn (FY2026)	₹ 15.30 Crore (including performance reward and perquisite value of ESOPs exercised).
6	Remuneration proposed to be paid	As detailed in the terms of remuneration stated in Item No. 6 of this explanatory statement
7	Date of first appointment on the Board	01 January 2019
8	Shareholding in the Company (including shareholding as a beneficial owner) as on the date of this Notice	Currently, Rakesh Sharma holds 6,328 equity shares of ₹ 10 each in the Company
9	Relationship between Directors/Manager/ Key Managerial Personnel of the Company	NIL
10	Number of meetings of the Board attended during FY2025-26 and FY2026-27 (upto the date of this Notice)	Rakesh Sharma has attended all 7 Board Meetings of the Company held during FY 2025-26. Further, during the current financial year, one Board Meeting was held till date of this Notice which was attended by him.
11	Directorships in listed Companies and other directorships	<ul style="list-style-type: none"> <li>● Bajaj Auto Ltd.</li> <li>● Bajaj Auto Technology Ltd.</li> <li>● Bajaj Auto Credit Ltd.</li> <li>● Mahratta Chamber of Commerce Industries and Agriculture.</li> </ul>
12	Membership/Chairmanship of Committees of other boards (excluding foreign companies, if any) as on date of this Notice	Chairmanship - NIL Membership: <ul style="list-style-type: none"> <li>● Bajaj Auto Ltd. - Duplicate Share Certificate Issuance Committee.</li> <li>● Bajaj Auto Credit Ltd. - Customer Service Committee and IT Strategy committee</li> </ul>
13	Resignation during past 3 years from listed companies	NIL
14	Nature of expertise	Management & Strategy, Global Business Operations, Marketing & Sales, Project Management.

In terms of the provisions of regulation 17(1C) of the Listing Regulations, 2015 the Company is required to obtain approval of the members for appointment or re-appointment of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Approval of the members of the Company is sought for appointment of Rakesh Sharma as JMD of the Company upon the terms & conditions including remuneration, as detailed in this explanatory statement, with effect from 1 June 2026 to 31 March 2029, liable to retire by rotation, in terms of the applicable provisions of the Act and the Listing Regulations, 2015.

This resolution is being proposed as a special resolution in view of the relevant provisions of schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Company shall enter into an agreement with Rakesh Sharma laying down, *inter alia*, the terms of remuneration referred to above and the powers and authorities delegated to him.

None of the directors, key managerial personnel of the Company or their relatives, except Rakesh Sharma and his relatives are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the Company, in the resolution set out at Item No. 6 of the Notice.

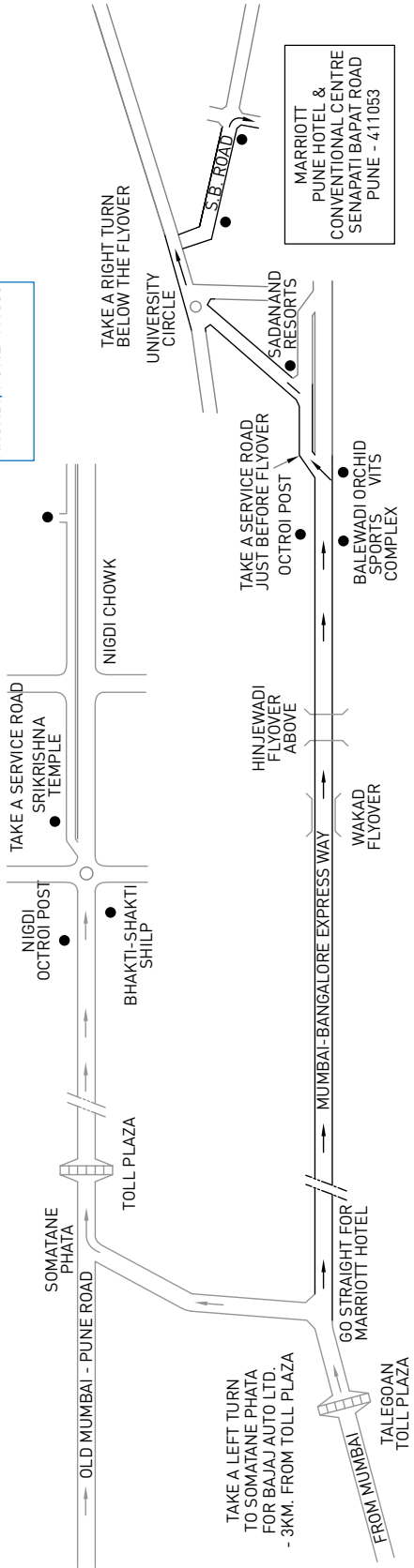
The Board recommends the special resolution set out at Item No. 6 of this Notice for approval of the members.

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



Rajiv Gandhi  
Company Secretary  
Membership No. A11263  
Pune: 06 May 2026

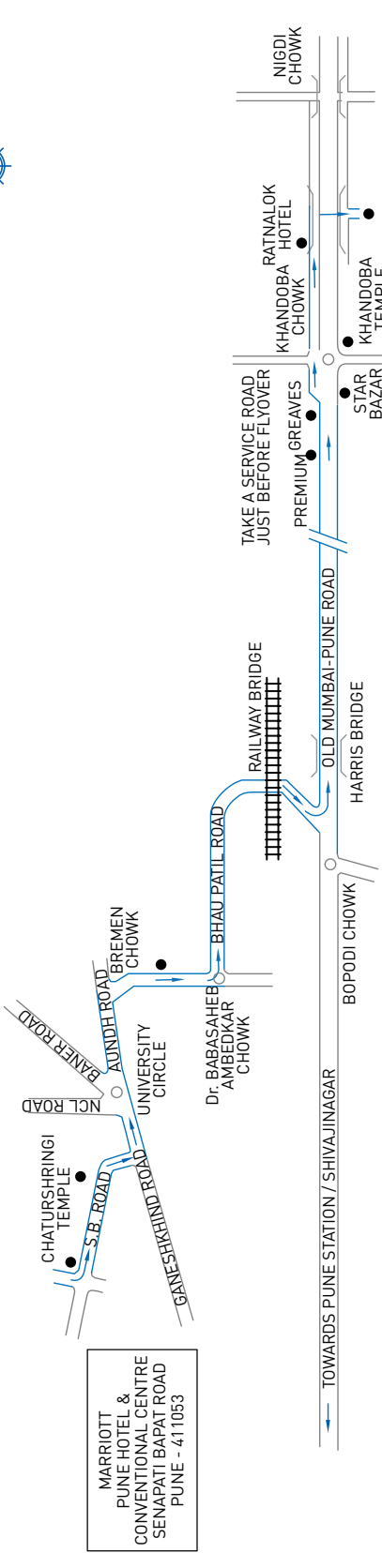
FROM TALEGOAN TOLL PLAZA TO BAJAJ AUTO LTD. (PUNE) VIA SOMATANE PHATA @ 17 KM.  
 FROM TALEGOAN TOLL PLAZA TO MARRIOTT HOTEL (PUNE) VIA BANER ROAD @ 30 KM.



MARRIOTT  
 PUNE HOTEL &  
 CONVENTIONAL CENTRE  
 SENAPATI BAPAT ROAD  
 PUNE - 411053

BAJAJ AUTO LTD.  
 MUMBAI-PUNE ROAD  
 AKURDI, PUNE-411035

FROM MARRIOTT HOTEL, PUNE TO BAJAJ AUTO LTD. @ 18 KM. & BACK TO HOTEL



MARRIOTT  
 PUNE HOTEL &  
 CONVENTIONAL CENTRE  
 SENAPATI BAPAT ROAD  
 PUNE - 411053

BAJAJ AUTO LTD.  
 MUMBAI-PUNE ROAD  
 AKURDI, PUNE-411035

FROM MARRIOTT PUNE HOTELS & CONVENTIONAL  
 CENTRE TO BAJAJ AUTO LTD. AKURDI, PUNE-411035

FROM MUMBAI TO BAJAJ AUTO LTD.  
 MUMBAI PUNE ROAD, AKURDI PUNE-411035  
 FROM MUMBAI TO MARRIOTT  
 PUNE HOTELS & CONVENTIONAL CENTRE



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FAVOURITE  
INDIAN

## BAJAJ AUTO LTD.

(CIN: L65993PN2007PLC130076)

Registered Office:  
Mumbai-Pune Road, Akurdi, Pune 411 035.  
E-mail: [investors@bajajauto.co.in](mailto:investors@bajajauto.co.in)  
Website: [www.bajajauto.com](http://www.bajajauto.com)  
Phone: (020)66104481, Fax: (020)27407380

## 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 : Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035  
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 : \_\_\_\_\_

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the NINETEENTH annual general meeting of the Company, to be held on **Tuesday, 21 July 2026 at 12.30 p.m.** at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For	Against
<b>Ordinary Business</b>			
1.	To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2026, together with the Directors' and Auditors' Reports thereon.		
2.	Declaration of dividend of ₹ 150 per equity share, for the financial year ended 31 March 2026.		
3.	Re-appointment of Sanjiv Bajaj, who retires by rotation.		
<b>Special Business</b>			
4.	Ratification of the remuneration to the Cost Auditor.		
5.	Approval for payment of commission to non-executive Directors for a period of five years commencing from 1 April 2026.		
6.	Appointment of Rakesh Sharma (DIN: 08262670) as Joint Managing Director of the Company with effect from 1 June 2026.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Affix  
revenue  
stamp  
of ₹ 1

Signature of shareholder

Signature of proxy holder(s)

### Notes:

- This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- As provided under regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholder may vote either for or against each resolution.**

**BAJAJ AUTO LIMITED**

(CIN: L65993PN2007PLC130076)

**Registered Office:**

Mumbai-Pune Road, Akurdi, Pune 411 035.

**E-mail:** investors@bajajauto.co.in**Website:** www.bajajauto.com**Phone:** (020) 66104481, **Fax:** (020) 27407380**ATTENDANCE SLIP**

19th ANNUAL REPORT 2025-26

Reg. Folio No./DP Id No./Client Id No.:

Name &amp; Address :

Name(s) of Joint Member(s), if any :

No. of Shares held :

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Nineteenth annual general meeting ('AGM') of the Company on **Tuesday, 21 July 2026** at **12:30 p.m.** at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035.\_\_\_\_\_  
Signature of First holder/Proxy/Authorised Representative\_\_\_\_\_  
Signature of Joint holder(s)

Place:

Date:

**Notes:**

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their proxy will be allowed to attend the meeting.

**E-VOTING****Users who wish to opt for e-voting may use the following login credentials:****EVEN (E-VOTING EVENT NO.)****USER ID****PASSWORD****Notes:**

- Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to - <https://evoting.kfintech.com>
- Instructions for e-voting procedure are available in the Notice of AGM.