

NOTICE

Notice is hereby given that the fourth annual general meeting of the shareholders of Bajaj Auto Limited will be held on Thursday, 14 July 2011 at 11.30 a m at the registered office of the company at Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

- 1 To consider and adopt the audited balance sheet as at 31 March 2011 and the profit and loss account for the year ended 31 March 2011 and the directors' and auditors' reports thereon.
- 2 To declare a dividend.
- 3 To appoint a director in place of Nanoo Pamnani, who retires by rotation and being eligible, offers himself for re-appointment.
- 4 To appoint a director in place of Manish Kejriwal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of P Murari, who retires by rotation and being eligible, offers himself for re-appointment.
- 6 To appoint a director in place of Niraj Bajaj, who retires by rotation and being eligible, offers himself for re-appointment.
- 7 To appoint auditors of the company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

Special Business

- 8 To consider and if thought fit to pass, with or without modifications, the following resolution as a special resolution:

"RESOLVED that pursuant to the provisions of section 309 and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding one percent per annum of the net profits of the company, calculated in accordance with the provisions of sections 198, 349 and 350 of the Companies Act, 1956 be paid to and distributed amongst the directors of the company or some or any of them (other than the managing director and whole-time directors) 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 and such payments shall be made in respect of the profits of the company for each year for a period of five years commencing 1 April 2011."

By order of the board of directors
for Bajaj Auto Limited



J Sridhar

Company Secretary

Date: 18 May 2011

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2 Explanatory statement setting out all material facts concerning the aforesaid special business contained in Item No. 8 as required under section 173(2) of the Companies Act, 1956 is annexed hereto.
- 3 Brief details of the directors, who are being re-appointed are annexed hereto as per requirements of clause 49 of the listing agreement.
4. The register of members and share transfer books of the company will remain closed from Friday, 1 July 2011 to Thursday, 14 July 2011, both days inclusive.
5. Dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between 18 July 2011 and 20 July 2011:
 - a) to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end-of-the-day on Thursday, 30 June 2011; and
 - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the company/share transfer agent (i.e. Karvy Computershare Private Limited) on or before the closing hours on Thursday, 30 June 2011.
- 6 Members holding shares in physical form are advised to furnish, on or before 30 June 2011, particulars of their bank account, if changed, to the share transfer agent (i.e. Karvy Computershare Private Limited) of the company to incorporate the same in the dividend warrants/payment instruments. In cases where the payments to the shareholders holding shares in dematerialised form are made by dividend warrants/payment instruments, particulars of bank account registered with their depository participants will be considered by the company for printing the same on the dividend warrants/payment instruments.
- 7 Shareholders, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent (i.e. Karvy Computershare Private Limited) of the company, preferably along with their bank/ National Electronic Clearing Service (NECS) details on or before 30 June 2011. Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc. to their respective depository participants and make sure that such changes are recorded by them correctly on or before 30 June 2011.

Dividend will be preferably paid through NECS, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the shareholders. In cases where the dividends cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
- 8 The company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection of members and others as prescribed in the respective sections of the Companies Act, 1956 as specified:

- i) Register of contracts with companies and firms in which directors are interested under section 301 of the Companies Act, 1956 on all working days during business hours.
 - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 on all working days during business hours during the period beginning fourteen days before the date of annual general meeting and ending three days after the date of its conclusion.
9. Corporate members are requested to send in advance duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend and vote at the annual general meeting.
10. Members/Proxies are requested to bring their attendance slips along with the copies of annual reports to the meeting.
11. For security reasons, no article/baggage will be allowed at the venue of the meeting.
12. To receive faster communication of all shareholder communications, including annual reports, the shareholders are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, shareholders are advised to register their e-mail address with M/s Karvy Computershare Private Limited, Hyderabad.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT AND EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 3 of the Notice

Nanoo Pamnani

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

Brief profile of Nanoo Pamnani is given below :

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

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

- **Director for Citibank, N.A., Asia Pacific Group** - based in Singapore focusing on bank acquisitions and establishing new Centres of Excellence for software and business processing across Asia Pacific.
- **Chief Executive Officer, Citibank, N.A., India**, with responsibilities covering Corporate and Investment Banking and Consumer Banking, and Regional Head for India, Sri Lanka, Bangladesh and Nepal.
- **Non-executive Chairman of Citibank, N.A., India.**
- **Vice President, Citibank, N.A., Emerging Markets, (Asia, Latin America, Central and Eastern Europe, and Middle East and Africa)** - based in London, as Director of Operations and Technology for over 70 countries.
- **Vice President, Citibank, N.A., Asia Pacific Private Banking Group, based in Singapore** - Business Head for Private Banking businesses across Asia Pacific, excluding Japan.

Major Directorships

Alchemy Capital Management Private Limited
Alchemy Wealth Management Private Limited
AIG Global Asset Management Co (India) Private Limited
Bajaj Auto Limited
Bajaj Finance Limited, Vice Chairman
Bajaj Finserv Limited, Vice Chairman
Bajaj Holdings & Investment Limited
P N Writer & Co Private Limited
Writer LifeStyle Private Limited
Writer Safeguard Private Limited

Committee positions

Bajaj Auto Limited
Bajaj Finance Limited
Bajaj Finserv Limited
Bajaj Holdings & Investment Limited

Shareholding in the company

Nil

The board commends the resolution for your approval.

None of the directors, except Nanoo Pamnani is concerned or interested in the said resolution.

Item No. 4 of the Notice

Manish Kejriwal

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

Brief profile of Manish Kejriwal is given below :

Shri Manish Kejriwal, (b. November 8, 1968) is the Senior Managing Director of Temasek Holdings Advisors India Private Limited. Temasek Holdings (Pte) Limited. is an investment holding company headquartered in Singapore. His achievements / previous assignments include the following:

- Prior to joining Temasek Holdings, he was a partner at McKinsey & Company, Inc and had been a part of their New York, Cleveland and Mumbai offices.
- Prior to McKinsey, worked at the World Bank in Washington D.C, and had spent the summer between his two years at business school with Goldman Sachs (Principal Investment / Corporate Finance) in Hong Kong.
- Received an AB from Dartmouth College where he graduated Magna Cum Laude with a major in Economics and Engineering Sciences. He holds an MBA from Harvard University, where he graduated with high distinction as a Baker Scholar.
- An active member of the Young Presidents' Organization (YPO) and named a Young Global Leader (YGL) by the World Economic Forum in 2005.

He has been on the board of Bajaj Auto Limited since September 15, 2004

Directorships

Bajaj Auto Limited
Bajaj Holdings & Investment Limited
Temasek Holdings Advisors India Private Limited, Senior Managing Director
Fullerton Financial Holdings Pte. Limited
Fullerton India Credit Company Limited

Committee positions

Bajaj Holdings & Investment Limited

Shareholding in the company

Manish Kejriwal holds 200 equity shares of ₹ 10 each in the company.

The board commends the resolution for your approval.

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

Item No. 5 of the Notice

P Murari

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

Brief profile of P Murari is given below :

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

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

- Sub-divisional and District Magistrate, Sub-Collector, Deputy Director of Census Operations.
- Chairman/Managing Director/Director in State undertakings of Government of Tamil Nadu.
- Health Secretary, Commissioner for Commercial Taxes, Govt of Tamil Nadu.
- Additional Secretary to GOI, Ministry of Industry.
- Secretary to GOI, Cabinet Secretariat, Implementation Committee for Pandit Jawaharlal Nehru Centenary.
- Secretary, Ministry of Food Processing Industries, GOI.
- Secretary, Ministry of Information and Broadcasting, GOI.
- Formerly Chairman of The Indian Institute of Mass Communications.
- State level Co-ordinator for introduction of management by objectives in Government Undertakings in Tamil Nadu.
- Until recently was Chairman of The National Committee set up by the Ministry of Home Affairs, Centre State Relations for Unified Indian Common Market.
- Member of Boards of ICICI, IFCI and IIM Bengaluru.
- Currently he is on the Board of Loyola Institute of Business Administration and The Great Lakes Institute of Management.

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

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

He is currently Adviser to President, FICCI.

Directorships

Aban Offshore Limited
Aditya Birla Nuvo Limited
Adayar Gate Hotel Limited
Bajaj Auto Limited
Bajaj Holdings & Investment Limited
Fortis Malar Hospital Limited
Great Eastern Energy Corporation Limited
HEG Limited
IDEA Cellular Limited
Xpro India Limited

Committee positions

Aban Offshore Limited
Aditya Birla Nuvo Limited
Adayar Gate Hotel Limited
Bajaj Holdings & Investment Limited
Great Eastern Energy Corporation Limited
Xpro India Limited

Shareholding in the company

Nil

The board commends the resolution for your approval.

None of the directors, except P Murari is concerned or interested in the said resolution.

Item No. 6 of the Notice

Niraj Bajaj

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

Brief profile of Niraj Bajaj is given below :

Niraj Bajaj (b. October 10, 1954) did B Com from Sydenham College of Commerce & Economics, Mumbai and Masters in Business Administration from Harvard Business School, Boston, USA.

After doing a short stint at Bajaj Auto Limited (two years) and Bajaj Electricals Limited (six months), he has been associated with Mukand Limited in various positions and is now the Chairman & Managing Director.

He was selected by World Economic Forum, as one of the "Global Leaders for Tomorrow", in 1993.

He has served with distinction on several industry organisations, including as :

- President of Indian Merchants' Chamber
- President of Alloy Steel Producers' Association
- President of the Indian Stainless Steel Development Association

He represented India in table tennis for 7 years between 1970-77, of which last 4 years was the Captain. He has been three-times All-India Table Tennis Champion and ranked India No.1, four times.

He is the recipient of:

- Arjuna Award, India's highest Sport's honour
- Shiv Chhatrapati Award, Maharashtra's highest Sport's honour.
- Maharashtra Gaurav Puraskar.

Chairmanship

Mukand Limited

Major Directorships

Bajaj Allianz General Insurance Company Limited

Bajaj Allianz Life Insurance Company Limited

Bajaj Auto Limited

Hind Rectifiers Limited

Hindustan Housing Company Limited

Hospet Steels Limited

Kalyani Mukand Limited

Mukand Limited, Chairman & Managing Director

Mukand Engineers Limited

Mukand Vijaynagar Steel Limited

Zensar Technologies Limited

Committee positions

Mukand Engineers Limited

Shareholding in the company

Niraj Bajaj holds 26,74,476 equity shares of ₹ 10 each in the company.

The board commends the resolution for your approval.

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

Item No 8 of the Notice

Section 309 of the Companies Act, 1956 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 authorizes such payment by a special resolution. Shareholders had, after the demerger of erstwhile Bajaj Auto Limited approved such payment by a special resolution passed on 17 March 2008 for a period, which expired on 31 March 2011. In view of the increased demands on non-executive directors' participation in board and committee meetings and the responsibilities they are expected to bear in the interest of higher level of excellence in corporate governance, 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 2015-16.

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.

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 ₹ 20,000 per meeting.

The board commends the special resolution for approval.

The non-executive directors of the company may be deemed to be concerned or interested in the resolution to the extent of the remuneration that may be received by them.

By order of the board of directors
for Bajaj Auto Limited



J Sridhar
Company Secretary

Date: 18 May 2011



Bajaj Auto Limited

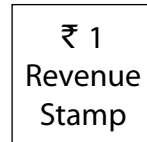
Regd office: Bajaj Auto Limited Complex,
Mumbai-Pune Road, Akurdi, Pune 411 035

PROXY

I / Weof
..... in the district ofbeing member/s of
BAJAJ AUTO LIMITED hereby appoint
of in the district of or failing him
.....of in the district of
as my/our proxy to vote for me/us on my/our behalf at the fourth annual general meeting of the company to be held on Thursday, 14 July 2011 at 11.30 a.m. and any adjournment thereof.

Signed thisday of2011.

Folio No.
DP ID No.
Client ID No.

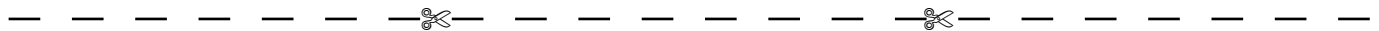


Signature
E-mail ID.....

NOTE:

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

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



Bajaj Auto Limited

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

ATTENDANCE SLIP

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

I hereby record my presence at the FOURTH ANNUAL GENERAL MEETING of the company on Thursday, 14 July 2011 at 11.30 a.m. at the registered office of the company at Akurdi, Pune- 411035.

Folio No or Client ID & DP ID No. _____

Full Name of the * Shareholder /proxy
(in BLOCK LETTERS)

Signature of * Shareholder /proxy

* Strike out whichever is not applicable

NOTE:

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



Bajaj Auto Limited

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

June 15, 2011

Dear Shareholder,

Subject: MCA's Green Initiative for Paperless Communications

Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies. Towards this, MCA has issued Circulars dated 21 April 2011 & 29 April 2011 stating that the service of notice / document by a company to its shareholders can now be made through electronic mode, subject to a few conditions.

Our company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

We therefore propose to send documents, such as the Notice of the Annual General Meeting, Annual Report, Half-yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time. As per our records, your e-mail address is not registered with your Depository Participant / Share Transfer Agent.

In case you wish to receive all the above communications in electronic form; and

- A. hold your shares in dematerialised form, kindly register your e-mail address with your Depository Participant at the earliest; or
- B. hold your shares in physical form, kindly register your e-mail address with Karvy Computershare Private Limited, our Share Transfer Agent, at the following address at the earliest;

Mohd Mohsin Uddin,
 Manager, Karvy Computershare Pvt. Ltd.
 Plot No.17-24, Vittalrao Nagar, Madhapur
 Hyderabad 500 081
 E-mail Address: mohsin@karvy.com

You may use the format given below for registering your e-mail address with your Depository Participant / Karvy Computershare Private Limited.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our company website, www.bajajauto.com. The document will also be available to you for inspection at the Registered Office of the company during office hours. Communication in this regard is also being made through public notices in prominent newspapers as well as in our company website.

We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by companies like us. Needless to say, you will be, as a member of the company, entitled to be furnished with a copy of the above mentioned documents as required under the provisions of the Companies Act, 1956, free of cost, upon receipt of a requisition from you any time during the year.

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour today.

This communication may be ignored, if your e-mail address is already registered with your Depository Participant/Karvy Computershare Private Limited.

Thanking you,

Yours faithfully,
For Bajaj Auto Limited,

J Sridhar
Company Secretary

E-COMMUNICATION REGISTRATION FORM

(In terms of circulars dated 21.04.2011 and 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No./DP ID & Client ID No.

Name of 1st Registered holder:

Name of Joint holder(s):

E-mail ID (to be registered):

Please register my above e-mail ID in your records for receiving communication in electronic form from company/ies of which I/we am/are shareholder(s).

Date:

Signature:.....
(First holder)

Note: Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.



Bajaj Auto Limited

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