



BAJAJ AUTO LIMITED

CIN: L65993PN2007PLC130076

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NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Members,

NOTICE is hereby given that the resolution set out below is proposed for approval by the members of Bajaj Auto Limited ("**Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 ("**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions of the Act, General Circular No. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs ("**MCA**") read along with other connected circulars issued from time to time in this regard ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended, from time to time).

The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot ("**Notice**") and additional information as required under the Listing Regulations and the circular(s) issued by SEBI, as applicable, is also attached.

SPECIAL BUSINESS:

Item No. 1

Approval of Material Related Party Transaction(s) between Bajaj Auto International Holdings BV, a wholly owned subsidiary of the Company and Pierer Bajaj AG, PIERER Mobility AG and KTM AG for restructuring support for KTM AG and its subsidiaries.

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(1), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws/statutory provisions, if any, and the Company's Policy on materiality of & dealing with Related Party Transactions, each as amended from time to time, the consent of the members be and is hereby accorded to approve and ratify related party contract(s) / arrangement(s) / transaction(s), (whether by way of an individual transaction or transactions taken together with or series of transactions or otherwise), approved by the Audit Committee and noted by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) towards fund infusion for the restructuring and revival of operations of KTM AG and its subsidiaries (collectively "**KTM**") and the proposed equity acquisition of a controlling stake (subject to receipt of requisite regulatory approvals) in Pierer Bajaj AG by exercise of call options and related transactions thereto, being an integral part of the said restructuring, as detailed in the Explanatory Statement, entered into and/or executed and/or carried out through the related parties of Bajaj Auto Limited ("**Company**"), being: (i) Bajaj Auto International Holdings BV ("**BAIH BV**"), a wholly owned subsidiary of the Company on one hand; and (ii) Pierer Bajaj AG ("**PBAG**"), PIERER Mobility AG ("**PMAG**") and KTM AG, being related parties of the Company, by virtue of being associates of the Company (collectively "**Related Parties**"), on such terms and conditions as have been (or as may be) agreed upon between BAIH BV and the Related Parties for an aggregate value not exceeding Euro 865 million (equivalent to ₹ 8,391 crore at an assumed exchange rate of 1 Euro = ₹ 97) and such other transactions relating to, arising out of or ancillary to the above-referred matters, as may be required under any laws / rules / regulations, carried out / to be carried out during FY 2025-26, at an arm's length basis and in the ordinary course of business."

"RESOLVED FURTHER THAT any acts, deeds, matters and things, as may be necessary and expedient, undertaken by the Board in furtherance of the above shall be deemed to have been approved and ratified by the members, and the Board be and is hereby further authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities (including those outside India) in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."