



MAHARASHTRA SCOOTERS LTD.

CIN: L35912MH1975PLC018376

Regd. Office: C/o. Bajaj Auto Ltd.,
Mumbai-Pune Road, Akurdi,
Pune – 411 035

Website: www.mahascooters.com

E-mail: investors_msl@bajajauto.co.in

Phone: 020-66106564

POSTAL BALLOT NOTICE

To the Members of the Company

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolution set out below is proposed to be passed by the members of Maharashtra Scooters Limited ('the Company') through Postal Ballot / electronic voting (e-voting).

The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all material facts relating to the resolution and reasons thereof is annexed with the Postal Ballot Form.

The Company has appointed Shri Shyamprasad D. Limaye, Practising Company Secretary (FCS No.1587, CP No.572) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. of **Monday, 9 September 2019**. Postal Ballot Forms received after this day will be treated as invalid. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Rules as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is also providing e-voting facility for voting electronically on the resolution proposed in the Postal Ballot Notice. Members desirous of opting for e-voting facility are requested to read carefully the related notes to the Postal Ballot Notice and instructions given hereunder.

The Scrutinizer will submit his report to the Company after the completion of scrutiny and the results of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorized by him, within 48 hours from the receipt of the Scrutinizers Report, at the Registered office of the Company and also by placing the same on the Company's website i.e. www.mahascooters.com and on the website of Karvy Fintech P. Ltd., Hyderabad, the Share Transfer Agent (Karvy) of the Company at www.evoting.karvy.com and the results will simultaneously be communicated to the Stock Exchanges.

Special Business:

Item No.1

Appointment of Mrs.Lila Poonawalla (DIN 00074392) as an Independent Director of the Company for a term of five years with effect from 25 July 2019.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the rules made thereunder, read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Lila Poonawalla (DIN 00074392), who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act and who vacates her office at the next annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years, effective from 25 July 2019 upto 24 July 2024.

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, 2015, approval be and is hereby given for continuation of Mrs. Lila Poonawalla, beyond 16 September, 2019, as an Independent Director of the Company, on account of her attaining the age of 75 years on the said date.

"RESOLVED FURTHER THAT pursuant to provisions of section 149, 197 and other applicable provisions of the Act and the Rules made there under, Mrs.Lila Poonawalla be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary of the Company for the time being, are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable to give effect to the above resolution”.

For **Maharashtra Scooters Limited**

Sd/-
N.S. Kulkarni
Company Secretary

Place : Pune
Date : 24 July, 2019

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with postage pre-paid Business Reply Envelope addressed to the Scrutinizer.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of Beneficial ownership maintained by the Depositories as on the close of business hours on **Friday, 2 August 2019**.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, 2 August 2019 (“Cut-off date”)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Karvy Fintech Private Limited (“Karvy”) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. The e-voting period commences on **Saturday, 10 August 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Monday, 9 September 2019 (both days inclusive)**. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, **Friday, 2 August, 2019** may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid Business Reply Envelope to the Scrutinizer Shri Shyamprasad D. Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), so that it reaches the Scrutinizer not later than **5.00 p.m. IST on Monday, 9 September 2019**. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after **5.00 p.m. IST on Monday, 9 September 2019**, it will be considered that no reply from the Member has been received.
10. The resolution, if approved, shall be deemed to have been passed on the last date of voting, that is, **Monday 9 September 2019**.
11. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company’s registered office during business hours on all working days except Saturdays, Sundays and holidays from the date of dispatch of this Postal Ballot Notice.
12. Members who have not registered their e-mail addresses are requested to register the same with Karvy / Depository Participant(s) for sending future communication(s) in electronic form.
13. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
14. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

15. INSTRUCTIONS FOR VOTING:

A. Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, in case the Members send the physical Postal Ballot Form by courier or registered post or deliver it in person at their expense, such Postal Ballot Forms will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be sent to the Scrutinizer so as to reach the Scrutinizer not later than **5.00 pm (IST) on Monday, 9 September 2019**. Postal Ballot Forms received after the said date shall be treated as if the reply from the Members has not been received.
3. Members are requested to exercise their voting rights by using the enclosed Postal Ballot Form only. No other form or photocopy of the form (except duplicate form issued by the Company) shall be accepted.
4. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

B. Voting through electronic means

(a) **In case a Member receives an e-mail from M/s. Karvy Fintech Private Limited [for members whose email addresses are registered]:**

- (i) Launch an internet browser and open <https://evoting.karvy.com>
- (ii) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. close of business hours of **Friday, 2 August 2019** may cast their vote electronically.
- (iii) Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Fintech Private Limited. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering the above details click on – LOGIN
- (v) Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$ etc.). The system will also prompt you to update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event.
- (vii) Select 'EVENT' of **MAHARASHTRA SCOOTERS LIMITED– POSTAL BALLOT** and click on – Submit.
- (viii) Now you are ready for e-voting as 'Ballot Form' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) The Portal will remain open for voting from **Saturday, 10 August 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Monday, 9 September 2019**.
- (xiii) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: cssdlimaye@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

(b) **In case a Member receiving Postal Ballot Form by post and opting for voting through Electronic means:**

- (i) Initial password is provided at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN
_____	Refer – Postal Ballot Form	

- (ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xiii) mentioned above, to cast vote.

- (iii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of the e-voting website of Karvy Fintech Private Limited: <https://evoting.karvy.com>.
- (iv) If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact M/s. Karvy Fintech Private Limited at toll free No.1800-345-4001. In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. Mohd. Mohsin, Sr. Manager – Corporate Registry of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500032 at telephone No. +91 40 6716 1562.

Statement pursuant to Sections 102(1) and Regulation 36(3) of the SEBI Listing Regulations

Item No.1

Mrs.Lila Poonawalla (born on 16 September 1944) was appointed by the Board of Directors of the Company at its meeting held on 24 July 2019 as an additional director, in the capacity of Non-Executive Independent Director, with effect from 25 July 2019. She holds office until the next annual general meeting of the Company pursuant to section 161(1) of the Companies Act, 2013 ('the Act').

She has submitted the declaration of the Independence, as required pursuant to section 149(7) of the Act stating that she meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations. She is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In respect of her appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act (as amended) and Rules made thereunder, has been received by the Company, regarding her candidature for the office of the director.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, her appointment as an Independent Director, fulfils the conditions specified in the Act and Rules made thereunder as also the SEBI Listing Regulations and that the said appointment is independent of the Management.

The terms and conditions of appointment of independent director shall be open for inspection at the registered office of the Company by any member from **Monday to Friday from 10.00 a.m. to 12.30 p.m.**, except holidays and the same shall also be available at the Company's website at www.mahascooters.com

Pursuant to regulation 17(1A) of the SEBI Listing Regulations, as amended on 9 May 2018, with effect from 1 April 2019, consent of the shareholders by way of Special Resolution is required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years.

Accordingly, taking into consideration the experience, expertise of Mrs.Lila Poonawalla in varied fields and considering the significant benefits expected to be reaped by the Company from the mature advice to the business of the Company, the Board recommends continuation of appointment of Mrs.Lila Poonawalla beyond 16 September 2019 on account of her attaining the age of 75 years on that date.

Brief resume of Mrs.Lila Poonawalla

Mrs. Lila Poonawalla, aged 74 years, holds B.E. Degree in Mechanical Engineering. She has also attended 3-Tier Executive Program from IIM Ahmedabad, Marketing Program from Harvard Business School, Senior Executive Program from Stanford University and Advanced Marketing & Management program at IMDR Lausanne Switzerland. She is the former Chairperson and Managing Director of Tetra Pak India Ltd. and Alfa Laval India Ltd. She has the distinction of becoming one of the first Woman CEOs of India. She is serving on the boards of many leading companies. In her long career, she has held many key positions and handled a range of senior assignments both in India and abroad, in reputed institutions and bodies.

Mrs. Lila Poonawalla was conferred with the fourth highest civilian award of Padma Shri by the Government of India in 1989 and the Order of the Polar Star by Carl XVI Gustaf, the King of Sweden, in 2003.

Major Directorships: (1) Bajaj Auto Ltd. (2) Bajaj Allianz General Insurance Company Ltd. (3) Bajaj Allianz Life Insurance Company Ltd. (4) VE Commercial Vehicles Ltd. (5) Blossom Industries Ltd. (6) Kraft Powercon India Ltd. (7) Nihilent Ltd. (8) Bajaj Housing Finance Ltd.

*** Committee Chairmanships:** (1) Bajaj Allianz General Insurance Company Ltd. (2) Bajaj Allianz Life Insurance Company Ltd. (3) Bajaj Housing Finance Ltd. (4) Blossom Industries Ltd.

***Committee Memberships:** Kraft Powercon India Ltd.

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

Shareholding in the Company: Nil

Nature of expertise in specific functional areas: Management & Strategy, Global Business Leadership, Manufacturing, Operations & Engineering Human Resources & Industrial Relations, CSR, Sustainability & NGO matters and such other areas.

Mrs. Lila Poonawalla will be eligible for payment of sitting fee as payable to other non-executive directors of the Company. She is not related to any of the directors or Key Managerial Personnel of the Company. None of the directors or key managerial personnel or their relatives, except Mrs. Lila Poonawalla, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of her respective shareholding, if any, in the Company.

The Board is of the opinion that the Company would immensely benefit from the wealth of knowledge, guidance and expertise and mature wisdom of Mrs.Lila Poonawalla and the Board therefore recommends her appointment as an Independent Director of the Company.



CIN: L35912MH1975PLC018376

Regd. Office: C/o. Bajaj Auto Ltd.,

Mumbai-Pune Road, Akurdi, Pune - 411 035

Website: www.mahascoters.com

E-mail: investors_msl@bajajauto.co.in

Phone: 020-66106564

MAHARASHTRA SCOOTERS LTD.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Serial No.

(1) Name and Registered Address of the member

(2) Name(s) of Joint Holder(s), if any

(3) Registered Folio No. / DP ID No. / Client ID No.

(4) No. of Equity shares held as on 2 August, 2019

(5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 24 July 2019, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (✓) mark at the appropriate box below:-

Sr. No.	Description of Special Resolution	I/We assent to the Resolution (For) (Number of Shares)	I/We dissent to the Resolution (Against) (Number of Shares)
1.	To approve appointment of Mrs. Lila Poonawalla (DIN0074392) as a Non-Executive Independent Director of the Company for 5 years from 25 July 2019		

Place: _____ Date: _____ Signature of the member (Refer Instruction No. 7 given overleaf)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is 9 September 2019.

ELECTRONIC VOTING PARTICULARS (Please visit <https://evoting.karvy.com> to cast your vote online)

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.



CIN: L35912MH1975PLC018376

Regd. Office: C/o. Bajaj Auto Ltd.,

Mumbai-Pune Road, Akurdi, Pune - 411 035

Website: www.mahascoters.com

E-mail: investors_msl@bajajauto.co.in

Phone: 020-66106564

MAHARASHTRA SCOOTERS LTD.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Serial No.

(1) Name and Registered Address of the member

(2) Name(s) of Joint Holder(s), if any

(3) Registered Folio No. / DP ID No. / Client ID No.

(4) No. of Equity shares held as on 2 August, 2019

(5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 24 July 2019, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (✓) mark at the appropriate box below:-

Sr. No.	Description of Special Resolution	I/We assent to the Resolution (For) (Number of Shares)	I/We dissent to the Resolution (Against) (Number of Shares)
1.	To approve appointment of Mrs. Lila Poonawalla (DIN0074392) as a Non-Executive Independent Director of the Company for 5 years from 25 July 2019		

Place: _____ Date: _____ Signature of the member (Refer Instruction No. 7 given overleaf)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is 9 September 2019.

ELECTRONIC VOTING PARTICULARS (Please visit <https://evoting.karvy.com> to cast your vote online)

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at **09:00 a.m. IST on Saturday, 10 August 2019** and ends at **5:00 p.m. IST on Monday, 9 September 2019**.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name(s) of Member(s) on the cut-off date i.e., **Friday, 2 August 2019**. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds:-
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by **5.00 p.m. IST on Monday, 9 September 2019**. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, **Unit: MAHARASHTRA SCOOTERS LIMITED**, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Hyderabad-500032 or from the Company at its Registered Office or download the same from the Company's website: www.mahascooters.com
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to kulkarnins@bajajauto.co.in
16. The result of voting on the Resolution will be declared on or before **Wednesday, 11 September 2019** at the registered office and will also be displayed on the website of the Company www.mahascooters.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at **09:00 a.m. IST on Saturday, 10 August 2019** and ends at **5:00 p.m. IST on Monday, 9 September 2019**.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name(s) of Member(s) on the cut-off date i.e., **Friday, 2 August 2019**. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds:-
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by **5.00 p.m. IST on Monday, 9 September 2019**. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, **Unit: MAHARASHTRA SCOOTERS LIMITED**, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Hyderabad-500032 or from the Company at its Registered Office or download the same from the Company's website: www.mahascooters.com
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to kulkarnins@bajajauto.co.in
16. The result of voting on the Resolution will be declared on or before **Wednesday, 11 September 2019** at the registered office and will also be displayed on the website of the Company www.mahascooters.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.