

7th July, 2020

To,
The Company Secretary,
Bajaj Auto Ltd.,
Mumbai - Pune Road,
Akurdi, Pune - 411-035.

Dear Sir,

Sub: Disclosure under Reg 31(1) read with 28(3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

I am enclosing under Regulation 31(1) read with Regulation 28(3) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011:

- (a) A Disclosure Statement in the prescribed format in Annexure I in respect of the Equity shares of Bajaj Auto Ltd. (Target Company) which have been inherited by my minor son, Vanraj Bajaj, from the estate of my deceased husband and his father, Late Shri Anant Bajaj, in an off-market transaction and encumbered by me his as mother and natural guardian, as per details given enclosed therein.
- (b) A Disclosure Statement in the prescribed format in Annexure II, giving the reasons for encumbrance over the aforesaid equity shares created by me as his mother and natural guardian, as per details given enclosed therein.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Vanraj Bajaj (Minor)



(Pooja Bajaj)
Mother and Natural Guardian

Encl : as above

8

7th July, 2020

| | |
|--|--|
| To, The Department of Corporate Services, National Stock Exchange of India Ltd Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400-051. | To, The Corporate Relationship Department, Bombay Stock Exchange Ltd, 1 st floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai - 400-001. |
| Ref : Security Symbol - BAJAJ-AUTO | Ref : Security Code No. 532977 |

Dear Sir,

Re : **Bajaj Auto Ltd.**Sub: **Disclosure under Reg 31(1) read with 28(3) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

I am enclosing under Regulation 31(1) read with Regulation 28(3) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011:

- (a) A Disclosure Statement in the prescribed format in Annexure I in respect of the Equity shares of Bajaj Auto Ltd. (Target Company) which have been inherited by my son, Vanraj Bajaj, from the estate of my deceased husband and his father, Late Shri Anant Bajaj, in an off-market transaction and encumbered by me as his mother and natural guardian, as per details given therein.
- (b) A Disclosure Statement in the prescribed format in Annexure II, giving the reasons for encumbrance created by me his mother and natural guardian, , over the aforesaid equity shares, as per details given therein.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Vanraj Bajaj(Pooja Bajaj)
Mother and Natural Guardian

Encl : as above

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ANNEX I

Disclosure by the Promoter(s) to the Stock Exchanges and to the Target Company for encumbrance of shares/ invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | |
|---|---|
| Name of the Target Company(TC) | BAJAJ AUTO LIMITED |
| Names of the Stock Exchanges where the shares of the target company are listed | BOMBAY STOCK EXCHANGE (BSE) NATIONAL STOCK EXCHANGE (NSE) |
| Date of Reporting | 7th JULY, 2020 |
| Name of the Promoter or PAC on whose shares encumbrance has been created/ released/ invoked | VANRAJ ANANT BAJAJ (Minor) (through his Mother and Natural Guardian Ms. POOJA BAJAJ) |

Details of the Creation of Encumbrance:

1. In terms of the Order of Hon'ble Bombay High Court dated 16th January, 2020, read with the modified Order dated 30th January, 2020 in I.A. No. 1 of 2020 in Petition No. 2972 of 2018, Ms. Pooja Bajaj acting in her capacity as the mother and natural guardian of her minor son, Vanraj Bajaj, has offered an undertaking that the shares as referred to hereunder, being the 1/3rd share that will come to the share of Vanraj Bajaj from and out of the estate of his deceased father, Mr. Anant Bajaj shall be kept aside and not dealt with during the minority of Vanraj Bajaj, without the prior leave of the Hon'ble Court :-
 - (i) 13,822 Equity shares of the Company, being the 1/3rd share that will come to Vanraj Bajaj from and out of the shares presently held by the estate of his deceased father, Mr. Anant Bajaj;
Pooja Bajaj, in her capacity as the mother and natural guardian of Vanraj Bajaj had given the undertakings as aforesaid with a view to securing Vanraj's 1/3rd share in the estate of his deceased father, Mr. Anant Bajaj.
2. In pursuance of the foregoing, Ms. Pooja Bajaj has on 18th February, 2020 submitted an Affidavit containing the undertakings as aforesaid to the Hon'ble Court. The Hon'ble Court has vide its Order dated 26th February, 2020 accepted the undertakings as aforesaid.
3. In the circumstances, the aforesaid shares of the Company cannot be dealt with or disposed off until Vanraj Bajaj attains majority or during his minority, without obtaining the prior leave of the Hon'ble Court.
4. The non-disposal undertaking as aforesaid amounts to an encumbrance upon the aforesaid shares and is required to be disclosed in accordance with Regulation 28(3) read with Regulation 31(1) of SEBI (Acquisition of Shares and Takeover) Regulations, 2011. Hence this disclosure.

| Name of the promoter (s) or PACs with him(*) | Promoter holding in the target company (1) | | Promoter holding already encumbered (2) | | Details of events pertaining to encumbrance (3) | | | | | | | Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]} |
|--|--|--------------------------|---|--------------------------|---|---|--------|--------------------------|---|--------|--------------------------|---|
| | Number | % of total share capital | Number | % of total share capital | Type of encumbrance (pledge/lien/non disposal undertaking/others) | Reasons for encumbrance | Number | % of total share capital | Name of the entity in whose favor shares encumbered | Number | % of total share capital | |
| VANRAJ BAJAJ | 13,822 | 0.00 % | - | - | Non-disposal undertaking Please refer to the Note under the heading "Details of creation of encumbrance" appearing above | Please refer to the Note under the heading "Details of creation of encumbrance" appearing above | 13,822 | 0.00 % | Please refer to the Note under the heading "Details of creation of encumbrance" appearing above | 13,822 | 0.00 % | |

For Vanraj Bajaj (Minor)

Place: Mumbai

Date: 7th July, 2020



Pooja Bajaj

(Mother and Natural Guardian)

(*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

ANNEX II

Disclosure of Reasons for Encumbrance by Promoter(s) of a Listed Company, in terms of Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

| | |
|---|---|
| Name of Listed Company | BAJAJ AUTO LIMITED |
| Name of the recognised stock exchanges where the shares of the company are listed | BOMBAY STOCK EXCHANGE (BSE) NATIONAL STOCK EXCHANGE (NSE) |
| Name of the Promoter(s)/PACs whose shares have been encumbered | VANRAJ ANANT BAJAJ (Minor) (through his Mother and Natural Guardian Ms. POOJA BAJAJ) |
| Total Promoter shareholding in the listed company | No. of Equity Shares- 13,822 % of total share capital – 0.00% |
| Encumbered shares as a % of promoter shareholding | 100 % |
| Whether encumbered share is 50% or more of promoter shareholding | YES /NO |
| Whether encumbered share is 20% or more of total share capital | YES/NO |

Details of all the existing events/agreements pertaining to encumbrance

| | | |
|--|--|---|
| | | Encumbrance (Date of creation of encumbrance: 3 rd July, 2020) |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) | | Non-Disposal Undertaking |
| No. and % of shares encumbered | | No. of Equity Shares:13,822 % of total share capital: 0.00 % |
| Specific details about the encumbrance | Name of the entity in whose favour shares encumbered (X) | Please Refer Notes below |
| | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | YES/ NO Please refer Notes below |
| | Names of all other entities in the agreement | Listed company and its Group companies(if any) – <u>Not Applicable</u> 1. 2.... Other entities(if any) – 1. 2.... |
| | Whether the encumbrance is relating to any debt | YES/NO |

| | | |
|------------------|---|---|
| | instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating | If yes, 1. Name of the issuer 2. Details of the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit Rating of the debt instrument 5. ISIN of the instrument |
| Security | Value of shares on the date of event / agreement (A) | Not Applicable |
| Cover/ Asset | Amount involved (against which shares have been encumbered) (B) | Not Applicable |
| Cover | Ratio of A / B | Not Applicable |
| End use of money | Borrowed amount to be utilized for what purpose— (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify) | Not Applicable |

Notes :

- In terms of the Order of Hon'ble Bombay High Court dated 16th January, 2020, read with the modified Order dated 30th January, 2020 in I.A. No. 1 of 2020 in Petition No. 2972 of 2018, Ms. Pooja Bajaj acting in her capacity as the mother and natural guardian of her minor son, Vanraj Bajaj, has offered an undertaking that the shares as referred to hereunder, being the 1/3rd share that will come to the share of Vanraj Bajaj from and out of the estate of his deceased father, Mr. Anant Bajaj shall be kept aside and not dealt with during the minority of Vanraj Bajaj, without the prior leave of the Hon'ble Court :-

- 13,822 Equity shares of the Company, being the 1/3rd share that will come to Vanraj Bajaj from and out of the shares presently held by the estate of his deceased father, Mr. Anant Bajaj;

Pooja Bajaj, in her capacity as the mother and natural guardian of Vanraj Bajaj had given the undertakings as aforesaid with a view to securing Vanraj's 1/3rd share in the estate of his deceased father, Mr. Anant Bajaj.

- In pursuance of the foregoing, Ms. Pooja Bajaj has on 18th February, 2020 submitted an Affidavit containing the undertakings as aforesaid to the Hon'ble Court. The Hon'ble Court has vide its Order dated 26th February, 2020 accepted the undertakings as aforesaid.
- In the circumstances, the aforesaid shares of the Company cannot be dealt with or disposed off until Vanraj Bajaj attains majority or during his minority, without obtaining the prior leave of the Hon'ble Court.
- The non-disposal undertaking as aforesaid amounts to an encumbrance upon the aforesaid shares and is required to be disclosed in accordance with Regulation 31(1) read with Regulation 28(3) of SEBI (Acquisition of Shares and Takeover) Regulations, 2011. Hence this disclosure.

For Vanraj Bajaj (Minor)

**Pooja Bajaj
(Mother and Natural Guardian)**

Mumbai: 7th July, 2020