

**BAJAJ***Distinctly Ahead*Bajaj Auto Limited
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21 August 2017

To Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001. BSE CODE: 532977	To Corporate Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), MUMBAI 400 051. NSE CODE: BAJAJ-AUTO
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Dear Sir,

Sub: Change in Promoter Shareholding in Bajaj Auto Limited

This is to inform you that Mrs. Suman Jain, sister of Shri Rahul Bajaj, Chairman of the Company and holding 1,047,008 (0.36%) equity shares in the Company was categorized as part of "Promoter and Promoter Group" in the recent stock exchange filings made by the Company. However, in view of the detailed letter forwarded by Mrs. Jain, a copy of which is attached, her name has been excluded from the 'Promoter and Promoter Group' category with immediate effect.

With the above name being excluded from "Promoter and Promoter Group" of the Company, the Promoter Shareholding of the Company now stands reduced to 48.94% from 49.30%, as under:

Sl. No.	Name	No. of shares	Percentage	No. of shares	Percentage
		(Before exclusion)		(After exclusion)	
1.	Promoter & Promoter Group	142,657,982	49.30%	141,610,974	48.94%

Shares held by Mrs. Suman Jain would now form part of "public shareholding".

The above may please be taken on record.

Thanking you,

Yours Faithfully,
For **Bajaj Auto Limited**

J Sridhar
Company Secretary

Encl: as above.

18 August 2017

From: Mrs. Suman Jain
Bhagwati Bhawan
31-B, M. L. Dahanukar Marg
Mumbai 400 026

To:
The Chairman
Bajaj Auto Limited
Mumbai-Pune Road, Akurdi,
Pune – 411 035

Dear Sir/s,

Sub: Deletion of my name from 'Promoter' Shareholding of Bajaj Auto Limited

I find that my shareholdings in the Company are being shown by you under the group of 'Promoters' in your various filings with the stock exchanges for the sole reason that I am related as a sister to the Chairman of the Company, viz. Shri Rahul Bajaj.

The position under law has undergone a significant change after the coming into force of the new SEBI (Prohibition of Insider Trading) Regulations, 2015, on account of which I am not required to be classified as a 'promoter' in your Company. This will be clear from the following:

The term 'connected person' under Regulation (2)(d) of the said Regulations has been, inter alia, defined as under:

(d) 'Connected Person' means –

(i) Any person who is or has during the 6 months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) "Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons, unless the contrary is established -

(a) an immediate relative of 'connected person' specified in clause (i); or

(b)

(f) 'Immediate relative' means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decision relating to trading in securities.

(g) 'Insider' means any person who is:

(i) a connected person or

(ii) in possession of or having access to unpublished price sensitive information.

I currently hold 1,047,008 (0.36%) equity shares in your Company and request you to exclude me from the list of your 'Promoter & Promoter Group' category with immediate effect, inter alia, for the following reasons:

- (i) Reading the definitions of the terms 'Insider', 'Connected Person' and 'Immediate Relative' together, it can be seen that the deeming provision to become a Connected Person, can be rebutted by establishing facts to the contrary;
- (ii) While I am a sibling of the Chairman of the Company, I am not dependent financially on him;
- (iii) I do not consult him while taking decisions relating to trading in securities;
- (iv) I am thus not a 'Connected Person' under the said Regulations;
- (v) I am neither in possession of nor do I have any access to any Unpublished Price Sensitive Information;
- (vi) I am not part of the Group, which exercises control over the Company; and
- (vii) My family, viz. my husband, Shri Naresh Chandra Jain and my two sons, Shri Anurang Jain and Shri Tarang Jain in fact have and run our own large business establishments, Endurance Technologies Ltd. and Varroc Engineering Private Ltd., which together in 2016-17 had a combined consolidated turnover of over Rs.16,000 crore. Endurance Technologies Ltd., which had a successful IPO in October 2016 is a listed company. Both the Companies have presence in many countries, including Italy and USA. The above is only to indicate that we have our own large businesses to handle and control.

I may point out further that my name was excluded by you from Promoter & Promoter Group with effect from 31 March 2009, since it was clarified that I was not part of the Group which had the overall control over the Company. However, when the SEBI's informal guidance dated 19 January 2010 was issued about inclusion of immediate relatives, my name was reintroduced in the list of Promoters with effect from 31 March 2011.

Subsequently, SEBI (Prohibition of Insider Trading) Regulations, 1992 were replaced by SEBI (Prohibition of Insider Trading) Regulations, 2015. Informal Guidance dated 19 January 2010 was issued under the earlier Regulations and is thus not applicable under the new Regulations of 2015.

A Guidance Note under the new Regulations was issued by SEBI on 24 August 2015. Para 11 of the said Guidance Note is reproduced below:

If a spouse is financially independent and does not consult an Insider while taking trading decisions, is that spouse exempted from the definition of 'Immediate Relative'?

Guidance: A spouse is presumed to be an immediate relative, **unless rebutted so.**

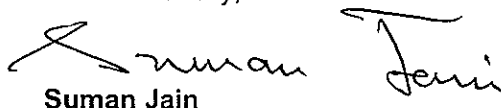
From the above, it is clear that under the new Regulations, there is a rebuttable presumption even in the case of a spouse. Hence, it will be all the more so in the case of any other category of 'immediate relative'.

For the reasons mentioned above establishing the facts to the contrary, I am not an Insider for the purposes of the new SEBI Insider Trading Regulations, 2015. I, therefore, request you to exclude my name from the list of your Insiders and also my holdings from the holdings by the Promoter & Promoter Group with immediate effect in your various filings with the stock exchanges.

Your confirmation in this regard may please be given.

Thanking you,

Yours Faithfully,


Suman Jain