VANRAJ BAJAJ

Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg,
226, Nariman Point, Mumbai - 400 021.
Tel. : 2202 3626 / 2284 2110
Fax : 2202 5160

10th July, 2020

To,
The Company Secretary,
Bajaj Holdings & Investment Ltd.,
Mumbai – Pune Road,
Akurdi, Pune - 411-035.

Dear Sir,

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

I refer to the Disclosure Statement dated 7th July, 2020 in Annexure II under Regulation 31(1) read with Regulation 28(3) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 submitted by me to the Company in respect of the Equity shares of Bajaj Holdings & Investment 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 therein.

However, I wish to inform you that inadvertently, I have made certain errors in the figures and percentages which were reported by me in the Disclosure Statement dated 7th July, 2020 in Annexure II submitted by me with the Company in this behalf.

You are therefore requested to kindly ignore the aforesaid Annexure II dated 7th July, 2020 submitted by me.

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

(a) A Revised Disclosure Statement dated 10th July, 2020 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.

The same is enclosed herewith for your information and necessary compliance of the above referred Regulations

I regret the inconvenience caused to you in this behalf.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Vanraj Bajaj (Minor)

(Pooja Bajaj)
Mother and Natural Guardian

VANRAJ BAJAJ

Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg,
226, Nariman Point, Mumbai - 400 021.
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10th 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, 1st floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai – 400-001.
Ref : Security Symbol - BAJAJHLDNG	**Ref : Security Code No. 500490**

Dear Sir,

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

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I regret the inconvenience caused to you in this behalf.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Vanraj Bajaj

(Pooja Bajaj)
Mother and Natural Guardian

REVISED 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 HOLDINGS & INVESTMENT LIMITED**
Name of the recognised stock exchanges where the shares of the company are listed	**BSE LTD. (BSE)** **NATIONAL STOCK EXCHANGE OF INDIA LTD. (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- 5,55,44,458 % of total share capital – 49.91 %
Encumbered shares as a % of promoter shareholding	0.00 %
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

		Encumbrance1 (Date of creation of encumbrance: 3rd 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: 334 % 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) – **Not Applicable** 1. 2.... Other entities(if any) – 1. 2....

	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.?If yes,provide details about the instrument ,including credit rating	~~YES~~/NO 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 Cover/ Asset Cover	Value of shares on the date of event / agreement (A)	**Not Applicable**
	Amount involved (against which shares have been encumbered) (B)	**Not Applicable**
	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 :

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) 334 Equity shares of the Company, beingthe 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's1/3rd 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 31(1) read with Regulation 28(3) of SEBI (Acquisition of Shares and Takeover) Regulations, 2011. Hence this disclosure.

For Vanraj Bajaj (Minor)

Mumbai: 10th July, 2020

Pooja Bajaj
(Mother and Natural Guardian)

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