

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)

A handwritten signature in blue ink, appearing to read "Pooja Bajaj".

(Pooja Bajaj)
Mother and Natural Guardian

Encl : as above

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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

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 event (creation/ release / invocation)	Date of creation/ invocation/ release of encumbrance	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 %	-	-	Please refer to the Note under the heading "Details of creation of encumbrance" appearing above	3 rd July, 2020	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 :

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.

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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)

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

Mumbai: 7th July, 2020