SKB Roop Commercial LLP

(LLP Identification Number : AAB- 4607)

(Converted from SKB Roop Commercial Private Limited having Company Identification No. U74900MH2004PTC146085 w.e.f. April 15, 2013)

July 18, 2013

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051

Dear Sirs,

Sub: Notice of offer for sale of equity shares of Bajaj Corp Limited ("Company") by its promoter group, SKB Roop Commercial LLP through the stock exchange mechanism (the "Notice")

SKB Roop Commercial LLP (the "**Seller**") is a constituent of the promoter group of the Company. The Seller proposes to sell an aggregate of 14,375,000 equity shares of Re. 1 each (the "**Sale Shares**") representing 9.75% of the equity share capital of the Company, as on the date of this Notice, i.e. on July 18, 2013 exclusively through its brokers named below, on the separate window provided by the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE and together with the BSE, the "Stock Exchanges"**) for this purpose (such sale hereinafter referred to as "**Sale**") in terms of circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, which has been further amended by circular no. CIR/MRD/DP/04/2013 dated January 25, 2013 and circular no. CIR/MRD/DP/17/2013 dated May 30, 2013, issued by the Securities and Exchange Board of India on Comprehensive Guidelines on Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism, and read with Section 21 of Annexure I of the Master Circular for Stock Exchange – Cash Market (No. CIR/MRD/DP/14/2013) dated April 17, 2013 issued by SEBI (the "**Circular**"), notice no. 20120222-34 dated February 22, 2012, notice no. 20120228-30 dated February 28, 2012, notice no. 20120727-26 dated July 27, 2012 and notice no. 20130129-23 dated January 29, 2013 issued by BSE and the circular reference no. 52/2012 dated August 2, 2012, circular reference no. 005/2013 dated January 30, 2013, and circular reference no. 52/2013 dated May 30, 2013, issued by NSE.

The information required to be included in the Notice in accordance with clause 5(b) of the Circular is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading '*Important Information*', and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

1.	**Name of the Seller (Promoter / Promoter Group)**	SKB Roop Commercial LLP
2.	**Name of the Company whose equity shares are proposed to be sold and ISIN**	Bajaj Corp Limited (BSE Code: 533229, NSE Code: BAJAJCORP) ISIN: INE933K01021
3.	**Name of the stock exchanges where orders shall be placed**	BSE and NSE
4.	**Name of the designated stock exchange**	NSE
5.	**Date and time of the opening and closing of Sale**	The Sale shall take place on a separate window designated by the Stock Exchanges and will commence on July 19, 2013 at 9.15 a.m. (Indian Standard Time) and will close on the same day at 3.30 p.m. (Indian Standard Time) ("**Sale Date**").
6.	**Allocation Methodology**	The allocation shall be on a 'price-priority' basis at multiple clearing prices in accordance with the Circular. A minimum of 25% of the Sale Shares being offered shall be

		reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory Development Authority Act, 1999, as amended ("**Insurance Companies**") subject to receipt of valid bids or orders at or above the Clearing Price(s). In the event of any under-subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale.
7.	**Number of equity shares being offered for Sale**	14,375,000 equity shares of face value Re.1 each representing 9.75% of the equity share capital of the Company.
8.	**Maximum number of shares that the Seller may choose to sell over and above the offer made in the Sale**	Nil
9.	**Name of the brokers on behalf of the Seller**	Citigroup Global Markets India Private Limited (NSE Member ID: 11413 and BSE Member ID: 670) Kotak Securities Limited (NSE: 08081 and BSE: 0673)
10.	**Date and time of declaration of Floor Price (the "Floor Price")**	The Seller shall declare the floor price for the Sale on July 18, 2013, after the close of trading hours of BSE Limited and NSE and not later than 7.00 p.m. Indian Standard Time
11.	**Conditions for withdrawal of Sale**	The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale on the Sale Date. In such a case, there will be a cooling off period of 10 trading days from the date of withdrawal before such an offer is made again. The Stock Exchanges shall suitably disseminate the details of such withdrawal.
12.	**Conditions for cancellation of Sale**	In the event: (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares being offered for the Sale; or (ii) of a default in settlement obligations, then the Seller reserves the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
13.	**Conditions for participating in the Sale**	1. The following orders shall be valid: a. Orders with 100% margin paid upfront by institutional investors and non-institutional investors. b. Orders without upfront margin placed by institutional investors only. Institutional investors shall have the option to place orders/bid without an upfront margin 2. Institutional Investors who place orders/bids with 100% upfront margin, the custodian confirmation shall be

		completed within the trading hours. 3. Institutional Investors who place orders/bids without any upfront margin, the custodian confirmation will be completed as per the existing rules for secondary market transactions 4. Such funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. 5. Modification or cancellation of orders or bids would be allowed during the duration of the offer only for: a. Orders or bids placed by Institutional Investors and non-Institutional Investors, with 100% of the margin deposited upfront with the Stock Exchanges can be modified or cancelled at any time during the trading hours. b. Orders or bids placed by Institutional Investors without paying any upfront margin cannot be modified or cancelled by the institutional investors or stock brokers, except for making upward revision in the price or quantity. 6. Bidders shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including Securities Transaction Tax. 7. In case of any permitted modification or cancellation of the order / bid, the funds shall be released/ collected on a real time basis by the clearing corporation. 8. If case of default in pay-in by any investor, 10% of the order value shall be charged as penalty from such an investor and the penalty shall be collected from the broker. This amount shall be credited to the Investor Protection Fund. 9. Multiple orders from a single buyer shall be permitted.
14.	**Settlement**	Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors, who place orders with 100% upfront margin, settlement shall take place on T+1 ('T' being the Sale Date i.e. July 19, 2013 and 'T+1' being July 22, 2013), in accordance with the Circular. In case of institutional investors who place bids without payment of any upfront margin, settlement shall be as per the existing rules for secondary market transactions (i.e. on T+2 being July 23, 2013)

Important Information:

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each a "**Bidder**") and does not constitute an offer or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted or filed with any regulatory authority within or outside India.

The Sale is being carried out in reliance on the Circular and subject to the circulars, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Accordingly, no documents have been or will be prepared as a "prospectus" or an offer document under the Companies Act, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or registered or submitted for approval with the Registrar of Companies in India, SEBI, the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in India or any other jurisdiction.

The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and previously published information by the Company available with the SEBI or the Stock Exchanges, together with the information contained in this Notice, and shall be subject to the terms set out in the contract note to be provided to the prospective successful Bidders. Bidders should seek appropriate legal advice prior to participating in the Sale.

This Notice is for information purposes only and does not constitute nor form part of any offer or invitation to buy or sell or a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction, including without limitation and subject to certain exceptions, the United States of America, Canada, Australia and Japan. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or into an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in such Other Jurisdiction. In particular, nothing in this Notice constitutes an offer of securities for sale in any jurisdiction where it is unlawful to do so.

This Notice is not for publication or distribution in or into the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "**United States**"), and is not an offer for sale within the United States of any equity shares or other securities of the Company. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any security regulatory authority of any state or other jurisdiction of the United States. Accordingly, no public offer of securities is being made in United States and the securities are being offered and sold only (a) in the United States in reliance upon an applicable exemption from the registration requirements of the Securities Act and (b) to persons outside the United States in reliance on, and in compliance with, Regulation S under the Securities Act ("**Regulation S**"). Purchasers of Sale Shares are hereby advised that any resale of such shares must be made pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, (i) the beneficial owner of such Sale Shares, (ii) not a promoter / part of the promoter group of the Company or an affiliate of the Company or a person acting on behalf of such an

affiliate, and (iii) purchasing such Sale Shares in reliance upon an applicable exemption from the registration requirements of the Securities Act. Each Bidder and any broker acting on such Bidder's behalf will also be deemed to have represented, agreed and acknowledged either (a)(i) such Bidder is a qualified purchaser ("**QP**") (as defined in the Investment Company Act of 1940) that is also a qualified institutional buyer ("**QIB**") (as defined in Rule 144A of the Securities Act), (ii) such Bidder is not a broker dealer who owns and invests on a discretionary basis less than U.S.$25 million in securities of unaffiliated issuers, (iii) such Bidder is not a participant directed employee plan, such as a 401(k) plan, (iv) such Bidder is acting for its own account, or the account of one or more QIBs each of which is a QP, (v) such Bidder is not formed for the purpose of investing in the Company or the Sale Shares, and (vi) any subsequent transfer of the Sale Shares shall be to transferees whom such Bidder reasonably believes to be a QP that is also a QIB or (b) such Bidder is (i) located outside the United States (within the meaning of Regulation S) and (ii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S.

By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that the broker, its affiliates or any person acting on its behalf has not engaged and will not engage in any directed selling efforts (as defined in Regulation S under the Securities Act) or general solicitation or general advertising (within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares.

Yours faithfully
For **SKB Roop Commercial LLP**

Authorised Signatory

Name: Rajiv Gandhi
Designation: Designated Partner