BAJAJ FINANCE LIMITED

SEC/SE/2017/481 21 August 2017

To	To
Corporate Relations Department	Corporate Listing Department
BSE Limited	**National Stock Exchange of India Ltd.**
1st Floor, New Trading Ring	Exchange Plaza, 5th Floor
Rotunda Building, P J Tower	Plot No.C-1, G Block
Dalal Street, Fort,	Bandra-Kurla Complex
Mumbai 400 001	Bandra (East), MUMBAI 400 051
BSE CODE: 500034	**NSE CODE: BAJFINANCE**

Dear Sir,

Sub: Promoter Shareholding in Bajaj Finance Limited

This is to inform you that Mrs. Suman Jain, sister of Shri Rahul Bajaj, Chairman of the Company has recently acquired 7,015 (0.001%) equity shares of the Company. In view of the detailed letter forwarded by Mrs. Suman Jain, a copy of which is attached herewith, her name is not considered as part of the 'Promoter and Promoter Group' category.

With the above change, the Promoter Shareholding of the Company stands almost unchanged at 57.94%.

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

The above may please be taken on record.

Thanking you,

Yours Faithfully,
For Bajaj Finance Limited,

BAJAJ FINANCE LTD.

Anant Damle
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 Finance Limited
Mumbai-Pune Road, Akurdi,
Pune – 411 035

Dear Sir/s,

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

This is to inform you that my shareholdings in the Company are not to be 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 above position is as per 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.

BAJAJ FINANCE LTD.

I currently hold 7015 (0.001%) equity shares in your Company and request you not to include me in the list of your 'Promoter & Promoter Group' category, 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 & 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.

SEBI (Prohibition of Insider Trading) Regulations, 1992 were replaced by SEBI (Prohibition of Insider Trading) Regulations, 2015.

Guidance Note under the new Regulations was issued 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 in your various filings with the stock exchanges.

The above is being informed by way of abundant caution.

Your confirmation in this regard may please be given.

Thanking you,

Yours Faithfully,

Suman Jain

Suman Jain

BAJAJ FINANCE LTD