

March 30, 2012

To The Corporate Relations Department. The Bombay Stock Exchange 1 st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort Mumbai 400 001 FAX NO. 022 22723121 /2037 /2039 /2041 /2061/3719	To National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East) MUMBAI 400 051 FAX NO. 022 26598237/26598238	To Bajaj Finance Limited. Mumbai-Pune Road, Akurdi, Pune 411 035.
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Sub: Disclosure under Regulation 29(2) of SEBI (SAST) Regulations, 2011
Conversion of 46,90,000 warrants into equity shares of Bajaj Finance Ltd

Dear Sirs;

We wish to inform that Bajaj Finserv Limited, the Promoter & Holding Company of Bajaj Finance Limited (erstwhile Bajaj Auto Finance Limited) has purchased 46,90,000 equity shares of Rs.10/- each on 29 March 2012 on conversion of 46,90,000 warrants issued by Bajaj Finance Limited.

Required disclosure under regulation 29(2) is enclosed herewith.

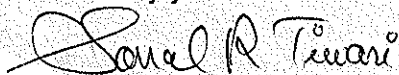
This is for your information and record please.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For Bajaj Finserv Limited.


Sonal R Tiwari
Company Secretary

Encl: as above.



Bajaj Finserv Limited

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra, INDIA

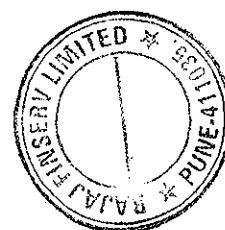
Registered Office: Mumbai - Pune Road, Akurdi, Pune - 411 035. Maharashtra, INDIA

Tel +91 20 3040 5700 Fax +91 20 3040 5792 www.bajajfinserv.in

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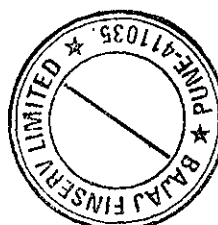
**FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL
ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	BAJAJ FINANCE LIMITED		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	BAJAJ FINSERV LIMITED		
3. Whether the acquirer belongs to Promoter/Promoter group	YES		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE & NSE		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	2,05,05,089	55.98%	48.10% [2,05,05,089/ (3,66,29,076 + 60,00,000) *100]
b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	60,00,000 Warrants	16.38% [60,00,000/ (3,66,29,076 *100]	14.07% [60,00,000/ (3,66,29,076 + 60,00,000)]*100
Total (a+b+c)	2,65,05,089	72.36%	62.17%
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired	46,90,000	11.35% [46,90,000/ (3,66,29,076 +46,90,000] *100	11.00% [46,90,000/ (3,66,29,076 +60,00,0000] *100
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil



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c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Not Applicable	Not Applicable	Not Applicable
Total (a+b+c)	46,90,000	11.35%	11.00%
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	25,195,089	60.98% [2,51,95,089/ (3,66,29,076+46,90,000)] *100	59.10% [2,51,95,089/ (3,66,29,076+60,00,000)] *100
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	13,10,000	3.17% [13,10,000/ (3,66,29,076+46,90,000)] *100	3.07% [13,10,000/60,00,000+ 3,66,29,076] *100
Total (a+b+c)	2,65,05,089	64.15%	62.17%
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Preferential allotment		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	29 March 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale (Rs.)	36,62,90,760		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	41,31,90,760 [36,62,90,760+4,69,00,000]		



10. Total diluted share/voting capital of the TC after the said acquisition/sale (Rs.)	42,62,90,760 [36,62,90,760+6,00,00,000]
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Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Sonal R. Tiwari

Signature of the acquirer / Authorised Signatory

Place: Pune

Date: 30 March 2012

