

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: Announcement of the floor price for the proposed offer for sale of equity shares of Bajaj Corp Limited ("Company") by a constituent of its promoter group, SKB Roop Commercial LLP, through the stock exchange mechanism

SKB Roop Commercial LLP (the "Seller"), proposes to sell an aggregate of 14,375,000 equity shares of Re. 1 each (such equity shares referred to as the "Sale Shares") representing 9.75% of the equity share capital of the Company on the separate window provided by the stock exchanges for this purpose (such sale referred to hereinafter as the "Sale") in terms of the circular number CIR/MRD/DP/19/2012 dated July 18, 2012 as amended through 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 Securities and Exchange Board of India ("SEBI") 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") and the notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012, notice number 20120727-26 dated July 27, 2012 and notice number 20130129-23 dated January 29, 2013 issued by BSE Limited (the "BSE") and the circular reference number 52/2012 dated August 2, 2012 and circular reference number 005/2013 dated January 30, 2013, and circular reference no. 52, 2013 dated May 30, 2013, issued by the National Stock Exchange of India Limited (the "NSE", and together with the BSE, the "Stock Exchanges").

In this regard, we had submitted a notice dated July 18, 2013 ("Notice") to BSE and NSE. As set out in paragraph 10 of the Notice, the Seller has opted to disclose the "Floor Price" for the Sale Shares.

Pursuant to clause 5(c)(i) of the Circular and paragraph 10 of the Notice, the Seller now wishes to declare the "Floor Price" for the Sale Shares shall be Rs. 200/- (Rupees Two hundred) per equity share of the Company.

The Seller requests you to disseminate the "Floor Price" to the market in accordance with the Circular.

Please Note:

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



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)

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 Announcement, 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 Announcement 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 Announcement 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 Announcement constitutes an offer of securities for sale in any jurisdiction where it is unlawful to do so.

This Announcement 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 Announcement in its entirety, (b) accepted and complied with the terms and conditions set out in this Announcement, 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



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)

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 sincerely,

For SKB Roop Commercial LLP



Authorised Signatory

Name: Rajiv Gandhi

Designation: Designated Partner