

28 May 2024

To,
The Manager,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended 31 March 2024

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31 March 2024 duly issued by Shri Shyamprasad D. Limaye, Practicing Company Secretary.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

FOR BAJAJ HOUSING FINANCE LIMITED

ATUL PATNI
COMPANY SECRETARY

Email id: bhflinvestor.service@bajajfinserv.in

Encl: As above

CC: Catalyst Trusteeship Ltd. (Debenture Trustee, Pune)

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

SECRETARIAL COMPLIANCE REPORT

for the year ended 31 March 2024

Bajaj Housing Finance Limited
(CIN: U65910PN2008PLC132228)

I, Shyamprasad D. Limaye, Practising Company Secretary have examined,

- a) all the documents and records made available to me by **Bajaj Housing Finance Limited** ("the High Value Debt Listed Entity or the company"), and explanation provided by the High Value Debt Listed Entity,
- b) the filings / submissions made by the High Value Debt Listed Entity to the stock exchanges,
- c) website of the High Value Debt Listed Entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31 March 2024, in respect of compliance with the provisions of :

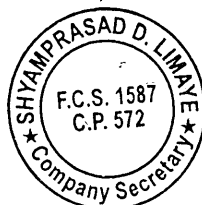
- 1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 2) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars / guidelines, issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the review period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during the review period);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the review period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the review period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

3. Specific affirmation as required under circular of NSE /BSE

BHFL



Sr. No.	Particulars	Compliance status (Yes/No/NA)	If no or NA please furnish reasons
1.	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI & RBI Regulations are adopted with the approval of Board of Directors of the listed entities	Yes	
	• All the policies are in conformity with SEBI & RBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	Maintenance and disclosures on Website: • The High Value Debt Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 62 are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	Examined details related to Subsidiaries of debt listed entities: in relation to (a) Identification of material subsidiary companies and (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	There are no subsidiaries of the debt listed Company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under the Companies Act, 2013 and disposal of records as per Policy of Preservation of Documents and Archival policy as prescribed under SEBI Listing Regulations 2015	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Listing Regulations 2015	Yes	

8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	N.A.	Since answer for (a) above is positive
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 51(2) alongwith Schedule III Part B of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes, except as details given below: Company has received notice vide email dated 31 July 2023 from BSE for payment of fine for Rs. 10,000 (excluding GST) for delayed intimation of record date under regulation 60(2) of SEBI LODR Regulation, 2015 to stock exchange in relation to Non-convertible Debenture (1 ISIN).	No action on any other issue has been taken by SEBI or Stock Exchanges
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Nil	Nil

4. Since the Statutory Auditors have not resigned, during the financial Year 01/04/2023 to 31/03/2024 no comments are given visa-vis compliances related to resignation of statutory auditors from listed entity and its material subsidiaries as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023:

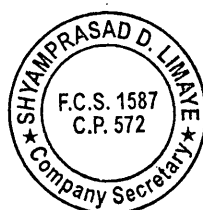
5. a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification/ Fine /Show Cause/Notice/ Warning, etc.					
1	7 days Advance Intimation of record date to be given to Stock Exchanges under regulation 60(2) of SEBI LODR Regulation, 2015 to stock exchange in relation to Non-convertible Debenture (1-ISIN).	60 (2) of SEBI LODR Regulation, 2015	Delay in intimation of record date	Fine imposed by BSE	Fine of Rs. 10,000/- plus GST	Instead of 7 days Prior intimation on 4 days prior intimation was given.	Rs. 10,000/-	The default was not wilful or deliberate	The delay was inadvertent	Fine paid by the Company.

5. b. The High Value debt-listed entity has taken following actions to comply with the observations made in previous reports:

There were no observations in the report for the previous year and therefore no actions were desired to be taken by the High Value debt-listed entity.

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violations	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
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					Advisory/Clarification/Fin e/Show CauseNotice/ Warning, etc.					
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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place Pune

Date 24/04/2024

UDIN F001587F000224425


Shyamprasad D. Limaye
FCS 1587 CP 572