

BAJAJ HOUSING FINANCE LIMITED

17 May 2023

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 2023

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019 and in compliance with circulars issued by stock exchange dated 16 March 2023 and 10 April 2023 in this regard, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31 March 2023 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)

SECRETARIAL COMPLIANCE REPORT

for the year ended 31 March 2023

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"), 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 2023, 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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

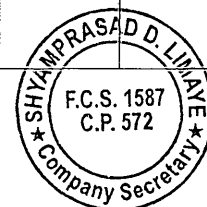
Sr. No.	Particulars	Compliance status (Yes/No/NA)	If no or NA please furnish reasons
1.	Secretarial Standards pursuant to Section 118(10) of the Act, issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI & RBI Regulations are adopted with the approval of Board of Directors of the listed entities 	Yes	
	<ul style="list-style-type: none"> 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: <ul style="list-style-type: none"> 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: <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	Examined details related to Subsidiaries of debt listed entities: <p>in relation to</p> <p>(a) Identification of material subsidiary companies and</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A.	There are no subsidiaries of the debt listed Company.
6.	Preservation of Documents: <p>The listed entity is preserving and maintaining records as prescribed under the Companies Act, 2023 and disposal of records as per Policy of Preservation of Documents and Archival policy as prescribed under SEBI Listing Regulations 2015</p>	Yes	
7.	Performance Evaluation: <p>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</p>	Yes	
8.	Related Party Transactions: <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p>	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	N.A.	No action 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 01/04/2022 to 31/03/2023 no comments are given visa-vis compliances related to resignation of statutory auditors from listed entity and its material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

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 Practising Company Secretary	Management Response	Remarks
					Advisory/Clarification/ Fine /Show Cause Notice/ Warning, etc.					



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

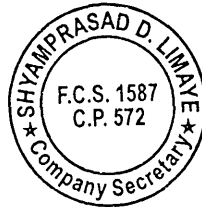
There were no observations in the report for the previous year and therefore no actions were desired to be taken by the debt-listed entity.

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 Practising Company Secretary	Management Response	Remarks
					Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.					

Place Pune

Date 24/04/2023

UDIN 001587E000173737



Shyamprasad D. Limaye

Shyamprasad D. Limaye

FCS 1587 CP 572