

**SECRETARIAL COMPLIANCE REPORT**

**for the year ended 31<sup>st</sup> March, 2023**

**Bajaj Finance Limited**  
**(CIN: L65910MH1987PLC042961)**

I, Shyamprasad D. Limaye, Practising Company secretary have examined;

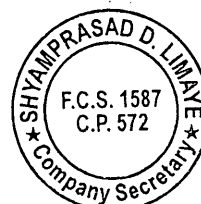
- (a) all the documents and records made available to me by **Bajaj Finance Limited** ("the listed entity"), and explanation provided by the listed entity,
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing,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

for the year ended 31<sup>st</sup> March, 2023 in respect of compliance with the provisions of :

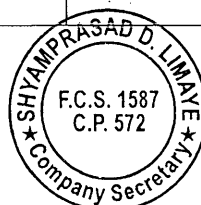
- 1) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- 2) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder, including
  - (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) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

BFL



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
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 Regulations are adopted with the approval of board of directors of the listed entities	Yes	-
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3.	Maintenance and disclosures on Website:  • The 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 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	-
4.	Disqualification of Director:  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	To examine details related to Subsidiaries of listed entities:  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6.	Preservation of Documents:  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR 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 Regulations	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	NA	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 30 alongwith Schedule III 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) SEBI (Prohibition of Insider Trading) Regulations, 2015 including compliance of Structured Digital Data Base	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any:  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries 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 22 February 2023 from BSE for payment of fine for Rs. 50,000 (excluding GST) for delayed intimation of payment of interest/principal to stock exchanges in relation to Non-Convertible Debentures (4 ISINs).	There has been no delay in payment of interest/principal and the said delay has not affected any investor adversely.  The Company, has remitted the requisite amount.
12.	Additional Non-compliances, if any:  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NIL	NIL

3) Further the listed entity has following material subsidiaries of the Company

a. Bajaj Housing Finance Limited

Bajaj Housing Finance Limited being a debt listed company is complying with SEBI guidelines to the extent applicable. Annual Secretarial Audit being applicable, the same has provided to the Company.

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 18<sup>th</sup> October, 2019:
5. a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, therefore no matter required to be 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.					

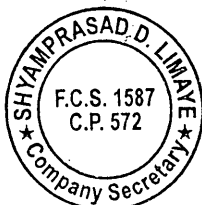
5. b. The listed entity has taken following actions to comply with the observations made in previous reports **Not applicable.**  
There were no observations in the report for the previous year and therefore no actions were desired to be taken by the listed entity.

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					Advisory/Clarification/ Fine/Show Cause/Notice/ Warning, etc.					

Place Pune

Date 27/04/2023

UDIN F001587E000195143



*Shyamprasad D. Limaye*  
Shyamprasad D. Limaye

FCS 1587 CP 572