

BAJAJ FINANCE LIMITED

28 May 2019

THE MANAGER, BSE LIMITED DCS - CRD PHIROZE JEEJEEBHOY TOWERS DALAL STREET, MUMBAI - 400 001	THE MANAGER, LISTING DEPARTMENT NATIONAL STOCK EXCHANGE OF INDIA LTD. EXCHANGE PLAZA, C-1. BLOCK G, BANDRA - KURLA COMPLEX, BANDRA (EAST) MUMBAI - 400 051
SCRIP CODE: 500034	SCRIP CODE: BAJFINANCE – EQ

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31 March 2019

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, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31 March 2019 issued by Shri Shyamprasad D. Limaye, Practicing Company Secretary.

Kindly take the same on your record.

Thanking you,
Yours faithfully,
For **BAJAJ FINANCE LIMITED**

R. VIJAY
COMPANY SECRETARY
Email ID: investor.service@bajajfinserv.in

Encl.: As above

SECRETARIAL COMPLIANCE REPORT

for the year ended 31st March, 2019

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 31st March, 2019 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"); including
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;as amended
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 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) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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; as amended
 - (i) and circulars / guidelines issued thereunder;



and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Acts, Regulations and circulars/ guidelines.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations, circulars and guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No actions are taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts, Regulations, circulars and guidelines issued thereunder:
- (d) This is first report.

Place: Pune

Signature:



Date: 24/05/2019



Shyamprasad D. Limaye
FCS No.: 1587 C P No.: 572