

June 10, 2019

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Stock Code: 500032	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Stock Code: BAJAJHIND
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Dear Sirs,

Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2019

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 08, 2019, we are sending herewith a copy of Annual Secretarial Compliance Report for the financial year ended March 31, 2019 issued by M/s Anant B. Khamankar & Co., Practicing Company Secretaries.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Bajaj Hindusthan Sugar Limited



Kausik Adhikari
Deputy Company Secretary
(Membership No: ACS18556)
Compliance Officer

Encl: As above

SECRETARIAL COMPLIANCE REPORT OF BAJAJ HINDUSTHAN SUGAR LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019.

To,
The Members,
BAJAJ HINDUSTHAN SUGAR LIMITED
Golagokaranath, Lakhimpur,
Kheri -262802
Uttar Pradesh, India

We have examined:

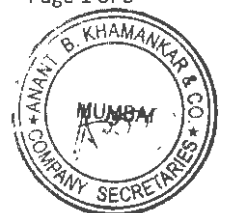
- (a) All the documents and records made available to us and explanation provided by **Bajaj Hindusthan Sugar Limited** ("the Listed Entity").
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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 thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



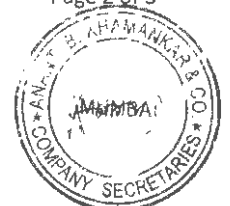
- (b) Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the Company for the period under review)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable to the Company for the period under review)
- (e) Securities Exchange Board of India (Share Based Employee Benefits) regulations, 2014; (not applicable to the Company for the period under review)
- (f) Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the Company for the period under review)
- (g) Securities Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference shares) Regulations, 2013; (not applicable to the Company for the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulation as applicable: Not Applicable

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below: - **Not Applicable**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



- (c) The following are the details of action 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 and circulars/ guidelines issued thereunder: **Not Applicable**

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
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- (d) The listed entity has taken the following actions to comply with the observations made in the previous reports: **Not Applicable**

Sr. No.	Observations of the Practicing Company Secretary in previous report	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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FOR ANANT B KHAMANKAR & CO.

Anant B Khamankar

ANANT KHAMANKAR

FCS No. – 3198

CP No. – 1860



DATE : 22ND APRIL, 2019

PLACE : MUMBAI