

25 May 2024

To Corporate Relations Department. <b>BSE Limited</b> 1st Floor, New Trading Ring, Rotunda Building, P J Tower, Dalal Street, Fort, Mumbai 400 001 <b>BSE Code: 532978</b>	To Corporate Listing Department. <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5th Floor Plot No.C-1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 <b>NSE Code: BAJAJFINSV</b>
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**FOR BAJAJ FINSERV LIMITED**

**UMA SHENDE**

**COMPANY SECRETARY**

Email ID: [investors@bajajfinserv.in](mailto:investors@bajajfinserv.in)

Encl.: As above

**SECRETARIAL COMPLIANCE REPORT**

for the year ended 31<sup>st</sup> March, 2024

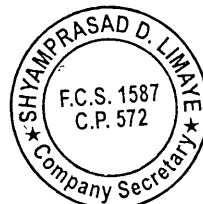
**Bajaj Finserv Limited**  
(CIN: L65923PN2007PLC130075)

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

- (a) all the documents and records made available to me by **Bajaj Finserv Limited** (hereinafter referred as "the listed entity or the company"), 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,

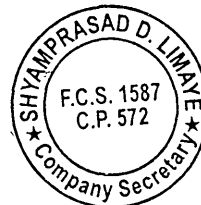
for the year ended 31<sup>st</sup> March, 2024 in respect of compliance with the provisions of :

- 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"); including
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) The 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;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the review period) and
  - (g) 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)	Observations/Remarks by PCS*
1.	Secretarial Standard  The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	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 once in 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	-	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) of 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/ subsidiaries either by SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No Actions taken against the listed entity/ its promoters/ directors/ Subsidiaries either by SEBI or by Stock Exchange during the year.  Except Bajaj Housing Finance Limited (the Material subsidiary of the Company) has received notice vide email dated 31 July 2023 from BSE for payment of fine for Rs.10,000 (excluding GST) for delayed	No other action taken by SEBI or Stock Exchanges against Listed entity.  Bajaj Housing Finance Limited has paid the fine.

		intimation of record date under regulation 60(2) of SEBI LODR Regulation, 2015 to stock exchange in relation to Non-convertible Debenture (1 ISIN).	
12	Additional Non-compliances, if any:  No any additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	No any additional non-compliance observed for all SEBI regulation/circular / guidance note etc.	

The listed entity has following material subsidiaries of the Company

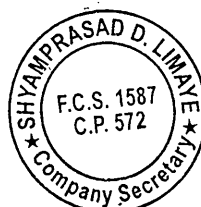
- a. Bajaj Finance Limited
- b. Bajaj Housing Finance Limited (Subsidiary of Bajaj Finance Limited)
- c. Bajaj Allianz Life Insurance Company Limited.
- d. Bajaj Allianz General Insurance Company Limited.

Out these material subsidiaries

- (i) Bajaj Finance Limited, being Listed Company, *inter alia* is complying with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Bajaj Housing Finance Limited, being Debt Listed Company, *inter alia* is complying with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) The Bajaj Allianz Life Insurance Company Limited and Bajaj Allianz General Insurance Company Limited being Unlisted companies, the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder are not applicable to them, however Annual Secretarial Audit being applicable, the same has been provided to the Company.

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 11<sup>th</sup> July, 2023:

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.				

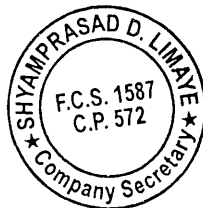
5 (b) The listed entity has taken following actions to comply with the observations made in previous reports: **Not applicable.**

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

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.				

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 26/04/2024

UDIN 001587F000247173



A handwritten signature in black ink, appearing to read "Shyamprasad D. Limaye".

Shyamprasad D. Limaye

FCS 1587 CP 572