

BAJAJ

Bajaj Holdings & Investment Limited
(formerly Bajaj Auto Limited)

CIN: L35911PN1945PLC004656

Regd. Office : Bajaj Auto Limited Complex,
Mumbai Pune Road, Akurdi, Pune 411035.
Tel.: 020-27472851, Fax :020-27407380
Website: www.bhil.in

24 May 2019

Corporate Relations Department. BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Mumbai 400 001	Corporate Listing Department. National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex, Bandra (East), Mumbai 400 051
BSE Code: 500490	NSE Code: BAJAJHLDNG

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

Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2018-19 issued by Shri Shyamprasad D. Limaye, Practicing Company Secretary.

You are requested to kindly take the above information on record.


Thanking you,

Yours faithfully,
For Bajaj Holdings & Investments Limited,


Sriram Subbramianiam
Company Secretary



Encl: as above.



SECRETARIAL COMPLIANCE REPORT

for the year ended 31st March, 2019

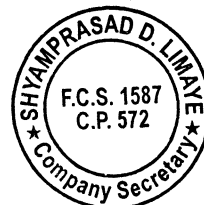
Bajaj Holdings & Investment Limited
(CIN: L65993PN1945PLC004656)

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

- (a) all the documents and records made available to me by **Bajaj Holdings & Investment 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:

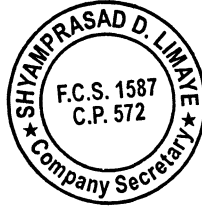
- (a) The listed entity has complied with the provisions of the above Acts, Regulations and circulars/ guidelines.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations, circulars and guidelines issued thereunder insofar as it appears from my examination 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