



**Bajaj Auto Limited,**  
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Fax +91 20 27473398  
bajajauto.com

**THE WORLD'S  
FAVOURITE  
INDIAN**

14 May 2024

To,  
Corporate Relations Department  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Tower  
Dalal Street, Mumbai 400 001  
**BSE Code: 532977**

To,  
Corporate Listing Department  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor Plot No.C-1,  
G Block Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051  
**NSE Code: BAJAJ-AUTO**

**Subject: Annual Secretarial Compliance Report for the year ended 31 March 2024**

Dear Sir/Madam,

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 and in compliance with circulars issued by BSE & NSE dated 16 March 2023 and 10 April 2023 in this regard, we have enclosed herewith the annual secretarial compliance report for the year ended 31 March 2024 issued by Shri Shyamprasad D. Limaye, Practicing Company Secretary.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Bajaj Auto Limited**

**Rajiv Gandhi**  
Company Secretary & Compliance Officer  
Membership No.: ACS 11263

Encl.: As above.

**SECRETARIAL COMPLIANCE REPORT**

**for the year ended 31 March 2024**

**Bajaj Auto Limited**  
**(CIN: L65993PN2007PLC130076)**

I, Shyamprasad D. Limaye, Practising Company Secretary have examined,

- (a) all the documents and records made available to me by **Bajaj Auto Limited** ("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 March 2024 ("the review period"), 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) The 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 (Not applicable to the Company during the review period);
  - (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;
  - (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) 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);
  - (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable.



## 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 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 entity. • 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 Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	Examined details related to Subsidiaries of listed entities: in relation to (a) Identification of material subsidiary companies and (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes (The listed entity does not have any material subsidiary)	-
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.  (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	Yes	-
		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 along with 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 the SEBI (Prohibition of Insider Trading) Regulations, 2015 including maintenance and 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 <i>(No action taken by SEBI or Stock Exchanges)</i>	-
12.	Additional Non-compliances, if any:  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No non-compliance observed.

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 as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023:

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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.

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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.

Date 29/04/2024

Place Pune

UDIN F001587F000268612



Shyamprasad D. Limaye

FCS 1587 CP 572

