Date: 29/05/2023

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Script Code : 539872	National Stock Exchange of India Limited 5th Floor, Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400051 Script Code : BAJAJHCARE

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2023 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2023.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For and on behalf of Board of Directors
of Bajaj Healthcare Limited

Aakash Keshari
Digitally signed by Aakash Keshari
Date: 2023.05.29 21:33:12 +05'30'

Mr. Aakash Keshari
Company Secretary

Encl: a/a

Haresh Sanghvi
Practicing Company Secretary

Secretarial Compliance Report
of
BAJAJ HEALTHCARE LIMITED
(CIN: L99999MH1993PLC072892)
for the year ended 31st March, 2023

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **BAJAJ HEALTHCARE LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1, Rd No. 23, Wagle Ind. Estate, Thane West – 400604. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, **Haresh Sanghvi** have examined:

(a) the documents and records made available to me and explanation provided by **Bajaj Healthcare Limited** ("the listed entity"),
(b) the filings/ submissions made by the listed entity to BSE Ltd. and National Stock Exchange of India Ltd.,
(c) website of the listed entity, and
(d) any other document/filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March, 2023 ("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 following Regulations prescribed under the SEBI Act, whose provisions and the circulars/ guidelines issued thereunder, have been examined:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015");
(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations, 2015"); and
(d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

HARESH SANGHVI COP 3675 FCS 2259

A-6, Mazdock, 74/6, J P Road, Seven Bungalows, Andheri (W), Mumbai- 400061
M : 9920124310 email: hpsanghvico@gmail.com

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the year ended 31st March, 2023 review:

(a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations, 2018");
(b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
(f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

I hereby report that, during the Review period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regul-ation/ Circular No.	Deviati ons	Action Taken by	Type of Action	Details of Viola-tion	Fine Amount	Observati-ons/ Remarks of the Practicing Company Secretary	Manag-ement Response
NIL									

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

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Not applicable since there has been no resignation of Statutory Auditors during the review Period.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	**Secretarial Standards:** 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	**Yes**	

HARESH SANGHVI COP 3675 FCS 2259
A-6, Mazdock, 74/6, J P Road, Seven Bungalows, Andheri (W), Mumbai- 400061
M : 9920124310 email: hpsanghvico@gmail.com

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
	118(10) of the Companies Act, 2013 and are mandatorily applicable.		
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 have 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	**Yes**	
	• Timely dissemination of the documents/ information under a separate section on the website	**Yes**	
	• 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.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies	**NA**	The Listed Entity does not have any subsidiary during the Review period
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	**NA**	

HARESH SANGHVI COP 3675 FCS 2259

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
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 during the 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; or	**Yes**	
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.	**NA**	As confirmed by the Management, no Related Party transactions were undertaken without prior approval of the Audit Committee during the Review period.
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) 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 by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI	**NA**	As confirmed by the Management, no Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating

HARESH SANGHVI COP 3675 FCS 2259

A-6, Mazdock, 74/6, J P Road, Seven Bungalows, Andheri (W), Mumbai- 400061
M : 9920124310 email: hpsanghvico@gmail.com

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
	Regulations and circulars/ guidelines issued thereunder		Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	**NA**	No additional non-compliance has been observed for any SEBI regulation/circular/guidance note 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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

HARESH SANGHVI COP 3675 FCS 2259

HARESH SANGHVI

Digitally signed by HARESH SANGHVI
DN: c=IN, o=PERSONAL, title=8863, pseudonym=4e3570512f6d384b3cf760df66c4d7f, 2.5.4.20=040e1661a117fa0b29efd3129b57944408c75a42391a2e9f13ed1272460b5726, postalCode=400061, st=MAHARASHTRA, serialNumber=8d2352b01b6cede19c211acceefe1d1bb697961505010eded225048747d4183969, cn=HARESH SANGHVI
Date: 2023.05.29 19:35:19 +05'30'

HARESH SANGHVI
Practicing Company Secretary
FCS 2259/COP No. 3675
UDIN: F002259E000414990
Peer Review Certificate No:1104/2021

Date: 29th May, 2023
Place: Mumbai