

27 January 2025

To, The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code: 544252	To, The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051 NSE Code: BAJAJHFL - EQ
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Dear Sir/Madam,

Sub: Outcome of Meeting of Board of Directors held on 27 January 2025

In terms of provision of Regulation 30 read with Regulation 51 (Part A and B of Schedule III) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations, 2015"), as amended, this is to inform you that the Board of Directors of the Company, at its meeting held today, i.e. 27 January 2025 have approved the following:

1. Unaudited financial results of the Company prepared as per Indian Accounting Standard (Ind AS) for the quarter and nine months ended 31 December 2024.
2. In terms of clause 62.2 of RBI Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, offer document for issuance of non-convertible debenture/debt issue in one or more tranches/series on a private placement basis within an overall borrowing limit of Rs. 1,50,000 crore approved by the shareholders.

Further, following documents are enclosed:

1. Unaudited financial results along with unmodified limited review report pursuant to Regulation 33 and Regulation 52 of SEBI Listing Regulations. The Limited Review reports are submitted with unmodified opinion(s) (free from any qualifications);
2. Details as per Regulation 52(4) of SEBI Listing Regulations, 2015;
3. Press release regarding financial performance;
4. Security Cover certificate as per Regulation 54(3) of SEBI Listing Regulations, 2015, read with SEBI Master Circular SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated 16 May 2024;
5. A statement as per Regulation 52(7) and (7A) of the SEBI Listing Regulations, 2015, read with SEBI Master Circular dated 21 May 2024;
6. Certificate from CFO on use of proceeds from issue of Commercial papers;
7. Statement of deviation(s) or variation(s) in respect of Public Issue as per Regulation 32(1) of the SEBI Listing Regulations.

The Board Meeting today commenced at 4.30 p.m. and unaudited financial results for the quarter and nine months ended 31 December 2024 was approved at 5.00 p.m. The proceedings of the Board Meeting are in progress at the time of filing of this disclosure.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,

For **Bajaj Housing Finance Limited**


Atul Patni
Company Secretary

Email id:- bhflinvestor.service@bajajhousing.co.in



Encl.: As above

Cc: Catalyst Trusteeship Limited (Debenture Trustee, Pune)

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

Corporate Office: 5th Floor, B2 Building, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014, Maharashtra

Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411035, Maharashtra

Corporate Identity Number (CIN): L65910PN2008PLC132228

Tel: +91 20718 78060 | Email: bhflwecare@bajajhousing.co.in



Singhi & Co.

Chartered Accountants
B2 402B, Marathon Innova, 4th Floor
Off Ganpatrao Kadam Marg,
Lower Parel,
Mumbai-400013, India

Mukund M. Chitale & Co.

Chartered Accountants
2nd Floor, Kapur House,
Paranjape B Scheme Road No. 1,
Vile Parle (E),
Mumbai – 400 057, India

Independent Auditors' Limited Review Report on the Quarterly and Year to date Unaudited Financial Results of Bajaj Housing Finance Limited pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended)

To the Board of Directors of Bajaj Housing Finance Limited

- 1) We have reviewed the accompanying statement of unaudited financial results of **Bajaj Housing Finance Limited** ('the Company') for the quarter and nine months ended December 31, 2024 (the 'Statement'), being submitted by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("the Listing Regulations"), including relevant circulars issued by the SEBI from time to time.
- 2) This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013, as amended (the 'Act') read with relevant rules issued thereunder and other accounting principles generally accepted in India and is in compliance with the preparation and disclosure requirements of Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
- 3) We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act 2013, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
- 4) Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards 34 ('Ind AS 34') specified under Section 133 of the Act, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation 33 and 52 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

- 5) A) The comparative financial results of the Company as stated in the Statement for the quarter and nine months ended December 31, 2023 prepared in accordance with the Indian Accounting Standards were reviewed by the predecessor auditors' who expressed an unmodified conclusion on those financial results vide their report on January 25, 2024.



B) The Statement also includes figures of the Company for the year ended March 31, 2024, audited by the predecessor auditors' who expressed an unmodified opinion on those financial results vide their report on April 24, 2024.

Our conclusion on the Statement is not modified in respect of these matters.

For Singhi & Co.
Chartered Accountants
Firm's Registration No. 302049E




Amit Hundia
Partner

Membership Number 120761
UDIN: 25120761BMOTGK1438

Place: Pune
Date: January 27, 2025

For Mukund M. Chitale & Co.
Chartered Accountants
Firm's Registration No. 106655W





Saurabh Chitale
Partner

Membership Number 111383
UDIN: 25111383BMKWIX8848

Place: Pune
Date: January 27, 2025

Bajaj Housing Finance Limited

Statement of unaudited financial results for the Quarter and Nine months ended 31 December 2024

Statement of Profit and Loss

(₹ in crore)

Particulars	Quarter ended			Nine months ended		Year ended
	31.12.2024 (Unaudited)	30.09.2024 (Unaudited)	31.12.2023 (Unaudited)	31.12.2024 (Unaudited)	31.12.2023 (Unaudited)	31.03.2024 (Audited)
1 Income						
(a) Revenue from operations						
Interest income	2,321.96	2,226.93	1,845.47	6,612.42	5,294.73	7,202.36
Fees and commission income	48.68	44.18	31.82	149.65	95.25	138.23
Net gain on fair value change	41.23	45.25	27.16	137.18	98.00	133.20
Sale of services	0.03	9.62	16.62	32.60	52.10	52.48
Income on derecognised (assigned) loans	23.26	71.67	12.93	97.64	52.72	53.08
Other operating income	13.70	12.50	12.18	38.16	28.12	37.96
Total Revenue from operations	2,448.86	2,410.15	1,946.18	7,067.65	5,620.92	7,617.31
(b) Other income	0.12	0.09	0.11	0.29	0.30	0.40
Total Income	2,448.98	2,410.24	1,946.29	7,067.94	5,621.22	7,617.71
2 Expenses						
(a) Finance costs	1,515.92	1,513.65	1,200.35	4,428.33	3,413.31	4,692.61
(b) Fees and commission expense	2.99	2.94	2.90	8.90	8.79	11.71
(c) Impairment of financial instruments	35.47	4.98	0.56	50.49	25.63	60.88
(d) Employee benefits expense	118.63	118.61	112.87	350.66	342.35	465.63
(e) Depreciation and amortization expenses	10.13	10.02	9.99	30.06	29.40	39.60
(f) Other expenses	52.82	52.45	47.76	149.02	128.64	185.96
Total expenses	1,735.96	1,702.65	1,374.43	5,017.46	3,948.12	5,456.39
3 Profit before tax (1-2)	713.02	707.59	571.86	2,050.48	1,673.10	2,161.32
4 Tax expense						
(a) Current Tax	167.30	149.19	136.00	465.18	395.99	509.00
(b) Deferred tax (credit)/charge	(2.30)	12.80	(1.11)	9.08	(72.77)	(78.90)
Total tax expense	165.00	161.99	134.89	474.26	323.22	430.10
5 Profit after tax (3-4)	548.02	545.60	436.97	1,576.22	1,349.88	1,731.22
6 Other comprehensive Income						
(a) Items that will not be reclassified to profit or loss						
(i) Re-measurement gains/(losses) on defined benefit plans	0.25	(0.59)	-	(0.34)	-	(1.93)
(ii) Tax impact on above	(0.06)	0.15	-	0.09	-	0.49
(b) Items that will be reclassified to profit or loss						
(i) Re-measurement gains/(losses) on Investment measured at FVOCI	(3.08)	7.57	0.92	5.33	0.50	0.71
(ii) Tax impact on above	0.78	(1.91)	(0.23)	(1.34)	(0.12)	(0.18)
Total other comprehensive income, net of tax	(2.11)	5.22	0.69	3.74	0.38	(0.91)
Total Comprehensive Income (5+6)	545.91	550.82	437.66	1,579.96	1,350.26	1,730.31
8 Paid-up Equity Share Capital (Face Value of ₹ 10)						6,712.16
9 Other equity						5,521.34
10 Earnings per share (not annualised for interim period)						
Basic (₹)	0.66	0.69	0.65	1.97	2.01	2.58
Diluted (₹)	0.66	0.69	0.65	1.97	2.01	2.58



Bajaj Housing Finance Limited

Statement of unaudited financial results for the Quarter and Nine months ended 31 December 2024

Notes:

- 1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meetings held on 27 January 2025 and subjected to limited review by joint statutory auditors pursuant to Regulation 33 and 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The financial results of the Company have been prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other recognised accounting practices generally accepted in India along with the circulars, guidelines and directions issued by Reserve Bank of India (RBI) from time to time. These financial results are available on the website of the Company viz. www.bajajhousingfinance.in and on the website of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
- 2 All the secured non-convertible debentures of the Company including those issued during the nine months ended 31 December 2024, are fully secured by hypothecation of book debts/loan receivables to the extent as stated in the respective information memorandum. Further, the Company has at all times, for the non convertible debentures issued, maintained asset cover as stated in the respective information memorandum which is sufficient to discharge the principal amount, interest accrued thereon and such other sums as mentioned therein. The details for security cover as per the format prescribed by the SEBI vide circular dated 19 May 2022 is attached in Annexure-I.
- 3 The Company is engaged primarily in the business of financing and accordingly there are no separate reportable segments as per Ind AS 108 dealing with Operating Segment.
- 4 Disclosures pursuant to RBI Notification - RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated 24 September 2021

(a) Details of loans (not in default) transferred through assignment

Particulars	For the quarter ended 31 December 2024		For the nine month ended 31 December 2024	
	1%	10%	1%	10%
Retention of beneficial economic interest (MRR)*				
Number of accounts assigned through Direct Assignment	-	1,345	1,596	4,562
Amount of loan account assigned (₹ in crore)	-	727.16	452.04	1,767.64
Weighted average residual maturity (in months)	-	134.99	180.76	143.68
Weighted average holding period (in months)	-	14.17	22.92	16.70
Coverage of tangible security	-	100%	100%	100%
Rating-wise distribution of rated loans	-	Unrated	Unrated	Unrated

* Retained by the originator

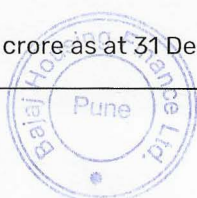
(b) Details of loans (not in default) acquired

Particulars	For the quarter ended 31 December 2024		For the nine month ended 31 December 2024	
	90%	80%	90%	80%
Beneficial economic interest acquired *				
Number of accounts acquired	11,180	-	24,195	1
Amount of loan account acquired (₹ in crore)	1,258.52	-	3,400.06	2.98
Weighted average residual maturity (in months)	214.71	-	222.44	172.00
Weighted average holding period (in months)	20.59	-	18.28	22.48
Coverage of tangible security	100%	-	100%	100%
Rating-wise distribution of rated loans	Unrated	-	Unrated	Unrated

* Acquired by the assignee

(c) The Company has not acquired/transferred any stressed loan during the quarter and nine months ended 31 December 2024.

- 5 The Company holds macro-economic overlay of ₹ 34 crore as at 31 December 2024.



Bajaj Housing Finance Limited

Statement of unaudited financial results for the Quarter and Nine months ended 31 December 2024

- 6 During the quarter ended 30 June 2023 and year ended 31 March 2024, the Company had reviewed the probability of utilisation of the Special Reserve created u/s 36(1)(viii) of the Income Tax Act, 1961. Since there was no intention of utilisation of this Special Reserve in future and the deferred tax liability created on the said special reserve was not capable of being reversed, in the absence of any temporary difference, no deferred tax liability was required to be recognised. Consequent to this review, the deferred tax liability of ₹ 73.09 crore as at 1 April 2023, was reversed with corresponding credit to the Statement of Profit and Loss.
- 7 On 3 April 2024, the Special Committee for Rights Issue constituted by the Board of Directors has allotted, on rights basis, 1,10,74,19,709 equity shares of face value ₹ 10 each for cash at ₹ 18.06 (including premium of ₹ 8.06) per equity share, aggregating to ₹ 19,99,99,99,944.54, to Bajaj Finance Limited (the parent company).
- 8 The Company has made an Initial Public Offer (IPO), during the period ended 30 September 2024 for 93,71,42,856 equity shares of ₹ 10 each, comprising a fresh issue of 50,85,71,428 equity shares of the Company and 42,85,71,428 equity shares offered for sale by selling shareholders. The equity shares were issued at a price of ₹ 70 per equity share (including a Share Premium of ₹ 60 per equity share). Pursuant to the aforesaid allotment of equity shares, the issued, subscribed and paid-up capital of the Company stands increased to ₹ 83,28,14,67,010 (8,32,81,46,701 Equity shares of ₹ 10 each). The Company's equity shares got listed on National Stock Exchange of India Limited and on BSE Limited on 16 September 2024.

The details of utilization of the net IPO proceeds of ₹ 3,499.55 crore (net of estimated share issue expenses of ₹ 60.45 crore), is as follows:

Objects of the issue as per prospectus	Amount to be utilised (net)	Amount utilised upto 31 December 2024	Total amount unutilised up to 31 December 2024
Augmenting capital base to meet the future business requirements of the Company towards onward lending	3,499.55	3,499.55	-

- 9 Disclosures in compliance with Regulation 52 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31 December 2024 and 31 December 2023 is attached as Annexure-II.
- 10 Figures for the previous periods have been regrouped, wherever necessary, to make them comparable with the current period.
- 11 The Company has designated an exclusive email ID viz. bhflinvestor.service@bajajhousing.co.in for investor grievance redressal.



By order of the Board of Directors
For **Bajaj Housing Finance Limited**



Atul Jain
Managing Director
DIN: 09561712

Pune
27 January 2025

CIN : L65910PN2008PLC132228

Registered Office : Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune - 411 035
Corporate Office : 5th Floor, B2 Building, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune - 411 014
Tel. : 020-71878060

E-mail: bhflinvestor.service@bajajhousing.co.in | **Website:** www.bajajhousingfinance.in

Bajaj Housing Finance Limited

Statement of unaudited financial results for the Quarter and Nine months ended 31 December 2024

Annexure-II

Disclosure in compliance with Regulation 52 (4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Particulars	For the quarter ended 31 December 2024	For the quarter ended 31 December 2023
1. Debt-Equity ratio [Debt securities+Borrowings (other than debt securities)+Deposits] / Total Equity	4.09	5.37
2. Outstanding redeemable preference shares (quantity and value)	The Company has not issued any preference shares.	
3. Debenture redemption reserve	Not Applicable [According to Rule 18 (7) (b)(iv)(A) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, no Debenture Redemption Reserve is required to be created in the case of privately placed debentures issued by the Company which is a HFC registered with NHB.]	
4. Capital redemption reserve	Not applicable	Not applicable
5. Net Worth (₹ in crore) [As per sec. 2(57) of Companies Act, 2013]	19,336.01	11,851.21
6. Net Profit after tax (₹ in crore)	548.02	436.97
7. Earnings per share [not annualised]		
Basic (₹)	0.66	0.65
Diluted (₹)	0.66	0.65
8. Total debts to total assets [Debt securities+Borrowings (other than debt securities)+Deposits] / Total Assets	0.80	0.84
9. Net Profit Margin percent [Profit after tax / Total Income]	22.38%	22.45%
10. Other Ratio		
(a) Gross NPA (stage 3 asset, gross) ratio	0.29%	0.25%
(b) Net NPA (stage 3 asset, net) ratio	0.13%	0.10%
(c) Provision coverage (on stage 3 asset) ratio	55.44%	60.67%
(d) Capital to risk-weighted assets ratio (Regulatory requirement-15%)	27.86%	21.92%
(e) Liquidity Coverage Ratio (Regulatory requirement-100% w.e.f. 1 Dec 2024)	179.06%	149.22%

Note :

Debt Service Coverage Ratio, Interest Service Coverage Ratio, Current ratio, Long term debt to working capital, Bad debts to Accounts receivable ratio, Current liability ratio, Debtors turnover, Inventory turnover and Operating margin percent are not relevant to the Company.



PRESS RELEASE

A meeting of the Board of Directors of Bajaj Housing Finance Limited (BHFL) was held today to consider and approve the unaudited financial results for the quarter and nine month ended 31 December 2024.

Performance Highlights for Q3 FY25

- Assets under management grew by 26% to ₹ 1,08,314 crore as of 31 December 2024 from ₹ 85,929 crore as of 31 December 2023.
- Net interest income for Q3 FY25 increased by 25% to ₹ 806 crore from ₹ 645 crore in Q3 FY24.
- Net total income for Q3 FY25 increased by 25% to ₹ 933 crore from ₹ 746 crore in Q3 FY24.
- Operating Expenses to Net Total Income for Q3 FY25 was 19.8% as against 23.2% in Q3 FY24.
- Loan losses and provisions for Q3 FY25 was ₹ 35 crore as against ₹ 1 crore in Q3 FY24.
- Profit before tax for Q3 FY25 increased by 25% to ₹ 713 crore from ₹ 572 crore in Q3 FY24.
- Profit after tax for Q3 FY25 increased by 25% to ₹ 548 crore from ₹ 437 crore in Q3 FY24.
- Gross NPA and Net NPA as of 31 December 2024 stood at 0.29% and 0.13% respectively, as against 0.25% and 0.10% as of 31 December 2023. Provisioning coverage ratio on stage 3 assets at 55%.
- Annualised return on average assets for Q3 FY25 was 2.4% as against 2.4% in Q3 FY24.
- Annualised return on average equity for Q3 FY25 was 11.5% as against 15.0% in Q3 FY24 driven by primary capital infusion through IPO of ₹ 3,560 crore.
- Capital adequacy ratio (including Tier-II capital) as of 31 December 2024 was 27.86%.
- BHFL enjoys the highest credit rating of AAA/Stable for its long-term debt programme from CRISIL and India Ratings and A1+ for short-term debt programme from CRISIL and India Ratings.

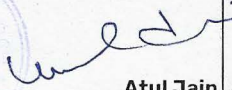
Financial Snapshot

(₹ in crore)

Particulars	Q3'25	Q2'25	Q3'24	YoY	9M'25	9M'24	YoY	FY'24
Assets under Management	1,08,314	1,02,569	85,929	26%	1,08,314	85,929	26%	91,370
Loan Assets	95,570	89,878	73,197	31%	95,570	73,197	31%	79,301
Interest income	2,322	2,227	1,846	26%	6,612	5,295	25%	7,202
Interest Expenses	1,516	1,514	1,201	26%	4,428	3,413	30%	4,692
Net interest income (NII)	806	713	645	25%	2,184	1,882	16%	2,510
Fees and commission income	49	45	32	53%	150	95	58%	138
Net gain on fair value changes	41	45	27	52%	137	98	40%	133
Sale of services and Income on de-recognised loans	23	81	30	(23%)	130	105	24%	106
Others*	14	13	12	17%	38	28	36%	38
Net total income (NTI)	933	897	746	25%	2,639	2,208	20%	2,925
Operating Expenses	185	184	173	7%	539	509	6%	703
Pre-provisioning operating profit	748	713	573	31%	2,100	1,699	24%	2,222
Loan losses and provisions	35	5	1		50	26	92%	61
Profit before tax	713	708	572	25%	2,050	1,673	23%	2,161
Profit after tax	548	546	437	25%	1,576	1,350	17%	1,731

* Others include other operating income and other income.

Pune
27 January 2025

For Bajaj Housing Finance Limited
Pune

Atul Jain
Managing Director
DIN: 09561712

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

Corporate Office: 5th Floor, B2 Building, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014, Maharashtra
Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411035, Maharashtra
Corporate Identity Number (CIN): L65910PN2008PLC132228
Tel: +91 20718 78060 | **Email:** bhflwecare@bajajhousing.co.in



27 January 2025

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

BSE Code: 544252/973250

Dear Sir/Madam,

Sub: Security Cover

Pursuant to Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated 16 May 2024, please find enclosed herewith the statement on security cover available for non-convertible debt securities as at 31 December 2024.

Kindly take the above information on record.

Thanking you,

Yours Faithfully,
For **Bajaj Housing Finance Limited**



Atul Patni
Company Secretary

Email id:- bhflinvestor.service@bajajhousing.co.in



Encl.: As above

Cc: Catalyst Trusteeship Limited (Debenture Trustee, Pune)

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

Corporate Office: 5th Floor, B2 Building, Cerebrum IT Park, Kumar City, Kalyani Nagar, Pune 411014, Maharashtra

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Singhi & Co.
Chartered Accountants
B2 402B, Marathon Innova, 4th Floor
Off Ganpatrao Kadam Marg,
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Mumbai - 400013, India

Mukund M. Chitale & Co.
Chartered Accountants
2nd Floor, Kapur House,
Paranjape B Scheme Road No. 1,
Vile Parle (E),
Mumbai – 400057, India

To

The Board of Directors
Bajaj Housing Finance Limited
Cerebrum IT Park, B2 5th Floor,
Kumar City, Kalyani Nagar,
Pune – 411 014,
Maharashtra, India.

Independent Auditors' Certificate on Security Cover as at December 31, 2024 under Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

1. This certificate is issued in accordance with the terms of our engagement letter dated August 7, 2024 with Bajaj Housing Finance Limited ('the Company').
2. We Singhi & Co., Chartered Accountants and Mukund M. Chitale & Co., Chartered Accountants, are Joint Statutory Auditors' of the Company. We have been requested by the Company to certify the accompanying Statement showing 'Security Cover' for the listed non-convertible debt securities as at December 31, 2024 (the "Statement") which has been prepared by the management of the Company to comply with Regulation 54 read with Regulation 56 (1) (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended vide notification No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 (hereinafter collectively referred as "SEBI Regulations"), SEBI circular SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated July 06, 2023 and Regulation 15 (1) (t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended (together referred to as the 'Regulations').
3. The accompanying 'Statement' ("Annexure I") has been certified by management of the Company, which has been stamped and initialed by us for identification purposes only.

Management's Responsibility

4. The preparation of the accompanying Statement from the unaudited books of accounts of the Company is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal Control relevant to the preparation and presentation of the statement, compilation of other relevant information and applying an appropriate basis of preparations and making estimates that are reasonable in the circumstances.
5. The Company's management is also responsible for ensuring that the Company complies with:
 - a. the requirements of the Regulations and the Debenture Trust Deeds ('DTD') for all listed NCDs issued during the nine months ended / outstanding as at December 31, 2024 and for providing all relevant information to the Company's Debenture Trustee.



- b. ensuring maintenance of the adequate security-cover available for listed NCDs as per the Regulation 54 of LODR Regulations.
 - c. accurate computation of security-cover available for listed NCDs which is based on unaudited financial results of the Company as at December 31, 2024.
 - d. management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations, the circular and for providing all relevant information to the Stock Exchange.
6. This responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

Auditors' Responsibility

7. Based on our examination of the security cover available for the listed NCDs, which has been prepared by the management from the unaudited financial results for the nine month ended December 31, 2024 and relevant records provided by the Company, pursuant to the requirements of the SEBI Regulations and the circular, it is our responsibility to provide a limited assurance as to whether as at December 31, 2024, the Company has maintained security cover as per the terms of the Information Memorandum / Placement Memorandum and Debenture Trust Deeds. This did not include the evaluation of adherence by the Company with all the applicable guidelines of the Regulations, Offer Document/ Information Memorandum and Debenture Trust Deeds entered between the Company and the Debenture Trustees of the Non-Convertible Debentures.
8. We have carried out limited review of the unaudited financial results of the Company for quarter and nine months ended December 31, 2024 and issued an unmodified conclusion vide our report dated January 27, 2025. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI"). A review of interim financial information consists of making inquiries, primarily of the person responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
9. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We have performed the following procedures:
- a. Obtained and read on a test check basis, the Debenture Trust Deeds and the Information Memorandum in respect of the secured Debentures and noted the particulars of security cover and the security cover percentage required to be maintained by the Company in respect of such Debentures as indicated in the Statement.



- b. Obtained and read on a test check basis, the Debenture Trust Deeds and the Information Memorandum in respect of the unsecured Debentures and noted that there is no minimum-security cover percentage prescribed therein in respect of the such Debentures.
 - c. Traced and agreed the principal amount of the Debentures outstanding as at December 31, 2024 to the unaudited financial results referred to in paragraph 7 above, and the books of account maintained by the Company as at December 31, 2024.
 - d. Traced the book value of assets indicated in the Statement to the unaudited financial results as at December 31, 2024 referred to in paragraph 7 above and other relevant records maintained by the company.
 - e. Obtained the list of the securities created in the register of charges maintained by the Company and 'Form No. CHG-9' filed with the Ministry of Corporate Affairs. Traced the value of charge created against assets to the security cover indicated in the Statement on a test check basis.
 - f. Examined and verified the arithmetical accuracy of the computation of security cover indicated in the Statement.
 - g. Performed necessary inquiries with the Management and obtained necessary representations.
10. Our scope of work for this certificate did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such an opinion.
11. We conducted our examination, on a test check basis of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the ICAI.
12. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

13. Based on the procedures performed by us, as referred to in paragraph 9 above and according to the information and explanations received and Management representations obtained, nothing has come to our attention that causes us to believe that as at December 31, 2024, the Company has not maintained Security cover as per the terms of the information Memorandum and Debenture Trust Deeds.

Restriction on Use

14. This Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to Stock Exchange as stated in para 2 above in accordance with the SEBI Regulations and should not be used for any other purpose. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Regulations. Our Obligations in respect of this certificate are entirely separate from, and our responsibility and liability



are in no way changed by, any other role we may have (or may have had) as auditors of the Company or otherwise. We shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Nothing in this certificate, or anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Yours Sincerely,

For Singhi & Co.,
Chartered Accountants
Firm Registration Number:302049E



Amit Hundia
Partner
Membership Number: 120761
UDIN: 25120761BMOTGL8870



Place: Pune
Date: January 27, 2025

For Mukund M Chitale & Co.,
Chartered Accountants
Firm Registration Number:106655W



Saurabh Chitale
Partner
Membership Number: 111383
UDIN: 25111383BMKWIY3510



Place: Pune
Date: January 27, 2025

Encl.: Annexure I: Statement of security cover as on December 31, 2024

All figures are in Crores except ratios

Annexure I : Statement of Security Cover as on December 31, 2024

Column A	Column B	Column C [i]	Column D [ii]	Column E [iii]	Column F [iv]	Column G [v]	Column H [vi]	Column I [vii]	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari passu charge)	Other assets on which there is pari Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable	Market Value for Pari passu charge Assets viii	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable	Total Value (=K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment					-		48.04		48.04					
Capital Work-in-Progress					-				-					
Right of Use Assets					-		43.60		43.60					
Goodwill					-				-					
Intangible Assets					-		31.44		31.44					
Intangible Assets under Development					-		4.81		4.81					
Investments					-		2,323.78		2,323.78					
Loans	Book Debt receivables		9,452.27	Yes	33,078.28	39,000.22	14,039.20		95,569.97				33,078.28	33,078.28
Inventories									-					
Trade Receivables							28.24		28.24					
Cash and Cash Equivalents							64.35		64.35					
Bank Balances other than Cash and Cash Equivalents							0.14		0.14					
Others							923.04		923.04					
Total			9,452.27		33,078.28	39,000.22	17,506.64		99,037.41				33,078.28	33,078.28

BAJAJ HOUSING FINANCE LIMITED

www.bajajhousingfinance.in

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 Registered Office: Bajaj Auto Limited Complex, Mumbai-Pune Road, Akurdi, Pune 411035, Maharashtra
 Corporate Identity Number (CIN): L65910PN2008PLC132228
 Tel: +91 20718 78060 | Email: bhfwecare@bajajhousing.co.in



Annexure I : Statement of Security Cover as on December 31, 2024

All figures are in Crores except ratios

Column A	Column B	Column C [i]	Column D [ii]	Column E [iii]	Column F [iv]	Column G [v]	Column H [vi]	Column I [vii]	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari passu charge)	Other assets on which there is pari Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable	Market Value for Pari passu charge Assets viii	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable	Total Value (=K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value				Relating to Column F				
LIABILITIES														
Debt securities to which this certificate pertains				Yes	32,997.89		20.45		33,018.34				32,997.89	32,997.89
Other debt sharing pari-passu charge with above debt														
Other Debt	CP and Unsecured Debt						3,320.06		3,320.06					
Subordinated debt														
Borrowings														
Bank (incl. NHB)			8,781.93	No		34,002.38			42,784.31					
Debt Securities														
Others (ICD)							37.03		37.03					
Trade payables							175.25		175.25					
Lease Liabilities							47.72		47.72					
Provisions							52.36		52.36					
Others							253.99		253.99					
Total			8,781.93		32,997.89	34,002.38	3,906.86		79,689.06				32,997.89	32,997.89
Cover on Book Value#							1.002						1.002	
Cover on Market Value														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio		1.002							

Cover on book value pertains to secured NCDs only for which this certificate is being issued

For Bajaj Housing Finance Limited

Gaurav Kalani
Chief - Financial Officer

Rahul Gupta
Head - Treasury, Mid-Office



Place: Pune
Date: January 27, 2025

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Corporate Identity Number (CIN): L65910PN20008PLC132228
Tel: +91 20718 78060 | Email: bhfwecare@bajajhousing.co.in



27 January 2025

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

BSE Code: 544252/973250

Dear Sir/Madam,

Sub.: Intimation under Regulation 52(7) and 52(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended 31 December 2024

In terms of Regulation 52(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") read with Master circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated 21 May 2024, a statement indicating the utilization of issue proceeds of non-convertible securities is enclosed as annexure A.

Further, in terms of Regulation 52(7A) of the SEBI Listing Regulations, 2015 read with Master circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated 21 May 2024, a statement confirming NIL deviation or variation, in the format prescribed, in the use of proceeds of issue of listed non-convertible securities, from the objects stated in the offer document, is enclosed as annexure B.

Kindly take the above information on record.

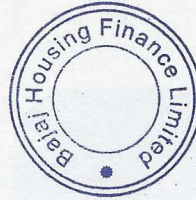
Thanking you,

Yours Faithfully,
For **Bajaj Housing Finance Limited**



Atul Patni
Company Secretary

Email id:- bhflinvestor.service@bajajhousing.co.in



Encl.: As above

Cc: Catalyst Trusteeship Limited (Debenture Trustee, Pune)

BAJAJ HOUSING FINANCE LIMITED

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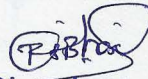
Tel: +91 20718 78060 | Email: bhflwecare@bajajhousing.co.in



Annexure A: Statement indicating utilisation of the proceeds of non-Convertible securities under Regulation 52(7)

Name of the Issuer	ISIN	Mode of Fund Raising (Public issues/Private Placement)	Type of Instrument	Date of Raising Funds	Amount Raised (₹ in Crore) (Face Value)	Funds Utilized (₹ in Crore) (Face Value)	Any Deviation (Yes/No)	If 8 is Yes, then specify the purpose of for which the funds were utilized	Remarks, If any
1	2	3	4	5	6	7	8	9	10
Bajaj Housing Finance Limited	INE377Y07516	Private Placement	NCD	04-Oct-24	550.00	550.00	No	NA	Proceeds from the issue of non convertible debentures were deployed on the company's own balance sheet.
	INE377Y07524	Private Placement	NCD	17-Oct-24	1,500.00	1,500.00	No	NA	
	INE377Y07532	Private Placement	NCD	20-Dec-24	500.00	500.00	No	NA	
Total					2,550.00	2,550.00			

For Bajaj Housing Finance Ltd.

Rahul Gupta, 
Authorized Signatory



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Annexure B: Statement of deviation/ variation in use of Issue proceeds:

Particulars		Remarks				
Name of listed entity		Bajaj Housing Finance Limited				
Mode of fund raising		Private placement				
Type of instrument		Non-Convertible Securities				
Date of raising funds		Refer Annexure A				
Amount raised		Refer Annexure A				
Report filed for quarter ended		31 December 2024				
Is there a deviation/ variation in use of funds raised?		NIL deviation/variation				
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?		Not Applicable				
If yes, details of the approval so required?		Not Applicable				
Date of approval		Not Applicable				
Explanation for the deviation/ variation		Not Applicable				
Comments of the audit committee after review		Not Applicable				
Comments of the auditors, if any		Not Applicable				
Objects for which funds have been raised and where there has been a deviation/ variation, in the following table: Not Applicable						
Original object	Modified object, if any	Original allocation	Modified allocation, if any	Funds utilised	Amount of deviation/ variation for the quarter according to applicable object (in Rs. crore and in %)	Remarks, if any
-	-	-	-	-	-	-
<p>Deviation could mean:</p> <p>a. Deviation in the objects or purposes for which the funds have been raised.</p> <p>b. Deviation in the amount of funds actually utilized as against what was originally disclosed.</p>						
 Name of signatory: Atul Patni Designation: Company Secretary Date: 27 January 2025						

BAJAJ HOUSING FINANCE LIMITED

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FINSERV

27 January 2025

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

BSE Code: 544252/973250

Dear Sir/Madam,

Sub: Certificate from CFO on use of proceeds from issue of commercial papers

Pursuant to SEBI Master Circular no. SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated 22 May 2024, the Company hereby confirms that during the quarter ended 31 December 2024, the amount raised have been utilized for the purpose as disclosed in the disclosure document of respective issues. The Company further confirms that all the conditions of listing as specified in SEBI Master Circular dated 22 May 2024 have been adhered.

Kindly take the above information on record.

Thanking you,

Yours Faithfully,
For **Bajaj Housing Finance Limited**

Gaurav Kalani
Chief Financial Officer



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27 January 2025

To, The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code: 544252	To, The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051 NSE Code: BAJAJHFL - EQ
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Dear Sir/Madam,

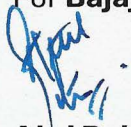
Sub: Statement of deviation(s) or variation(s) for the quarter ended 31 December 2024 under regulation 32(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

The equity shares of the Company have been listed on BSE Ltd and National Stock Exchange of India Limited w.e.f. 16 September 2024. Accordingly, pursuant to Regulation 32(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, a Statement confirming no deviation or variation in the utilization of proceeds raised through issuance of equity shares by way of Initial Public offer ('IPO') for quarter ended 31 December 2024 is enclosed herein, in the format as prescribed.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
For **Bajaj Housing Finance Limited**



Atul Patni
Company Secretary

Email id:- bhflinvestor.service@bajajhousing.co.in



Encl.: As above

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STATEMENT ON DEVIATION OR VARIATION FOR PROCEEDS OF PUBLIC ISSUE, RIGHTS ISSUE, PREFERENTIAL ISSUE, QUALIFIED INSTITUTIONS PLACEMENT ETC.

Statement on deviation / variation in utilisation of funds raised						
Name of listed entity			Bajaj Housing Finance Limited			
Mode of Fund Raising			Public Issue-Initial Public Offer (IPO)			
Date of Raising Funds			13 September 2024			
Amount Raised (Rs. in Crore)			3560 (Fresh Issue)			
Report filed for Quarter ended			31 December 2024			
Monitoring Agency			Applicable			
Monitoring Agency Name, if applicable			CARE Ratings Limited			
Is there a Deviation/ Variation in use of funds raised			No			
If Yes, whether the same is pursuant to change in terms of contract or objects which was approved by the shareholders			Not Applicable			
If yes, Date of shareholder Approval			Not Applicable			
Explanation for the Deviation/ Variation			Not Applicable			
Comments of the Audit Committee after review			Nil			
Comments of the auditors, if any			Nil			
Objects for which funds have been raised and where there has been a deviation, in the following table: Not Applicable						
Original Object	Modified Object, if any	Original Allocation (Rs. in crore)	Modified allocation, if any	Funds Utilised (Rs. in crore)	Amount of Deviation/ Variation for the quarter according to applicable object	Remarks, if any
-	-	-	-	-	-	-
Deviation or variation could mean: a. Deviation in the objects or purposes for which the funds have been raised or b. Deviation in the amount of funds actually utilized as against what was originally disclosed or c. Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.						
 Name of signatory: Atul Patni Designation: Company Secretary						

BAJAJ HOUSING FINANCE LIMITED

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