

22 March 2024

To

Dear Sir/Madam,

Sub: Appointment/Re-appointment as a Non-Executive Independent Director of Bajaj Holdings & Investment Limited (the “Company”)

As approved by the Board of Directors at their meeting held on 21 March 2024, we are pleased to confirm your appointment as a Non-Executive Independent Director of the Company for a term of 5 consecutive years with effect from 1 April 2024, which is pursuant to the provisions of Companies Act, 2013 (‘the Act’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto.

As required under section 149(7) of the Act, we have received from you a declaration that you meet the criteria of independence as provided under section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the Listing Regulations’) and amendments thereto.

Further, as stipulated under the Act, the appointment of Independent Directors shall be governed by Schedule IV to the Act - ‘Code for Independent Directors’, enclosed to this letter as **Annexure A**, which primarily covers –

- I. **Guidelines of professional conduct**
- II. **Role and functions**
- III. **Duties**
- IV. **Manner of appointment**
- V. **Re-appointment**
- VI. **Resignation or removal**
- VII. **Separate meetings**
- VIII. **Evaluation mechanism**

As stipulated under Regulation 17 of the Listing Regulations, the Board has also laid down a Code of Conduct for all board members for their compliance as given to you earlier.

The terms of the appointment, which in any event shall be subject to the Act, Rules made thereunder and the Articles of Association of the Company, are set out below, as stipulated in Schedule IV to the Act.

BAJAJ HOLDINGS & INVESTMENT LIMITED

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Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra, India | Tel: +91 20 7157 6066 | Fax: +91 20 7150 5792

Registered Office: C/o Bajaj Auto Limited Complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India
Corporate ID No.: L65100PN1945PLC004656 | **Email ID:** investors@bhil.in

Appointment

1. The appointment is for a term of five consecutive years, commencing from 1 April 2024 till 31 March 2029. The appointment will be subject to the approval of the shareholders.
- 2.
3. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board Committees. Upon your appointment to any one or more Committees, copies of the terms of reference for each of those Committees would be provided to you, if not already provided for.
4. You will strictly abide by the Code for Independent Directors referred to above.
5. The Company expects a commitment of sufficient time and attention as necessary in order to perform your duties under the appointment. This will include attendance at regular and emergency Board Meetings, annual meeting of Independent Directors and the Annual General Meeting. You may also be required to attend regular meetings of any Board committee of which you are a member.
6. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.
7. By accepting the appointment, you confirm that you are able to allocate sufficient time to perform your role.

Role & Duties

8. As a Non-Executive Independent Director, you have the same general legal responsibilities to the Company as any other Director, except that you shall be held liable only in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.
9. You will adhere to the following duties of directors, which are more specifically stipulated in Section 166 of the Act, as under –
 - (1) Subject to the provisions of the Act, a director of a company shall act in accordance with the articles of the company.
 - (2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
 - (3) A director of a company shall exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

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- (4) A director of a company shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the company.
- (6) A director of a company shall not assign his/her office and any assignment so made shall be void.

Fees / Commission

10. You will be paid a sitting fee and commission for your services as a Non-Executive Independent Director per meeting of the Board and Committee thereof attended by you as a member, as the Board may approve from time to time.
11. You will have no entitlement to any bonus during the appointment and no entitlement to participate in any share scheme and no stock options will be issued to you by the Company.

Reimbursement of Expenses

12. In addition to the fee described in 9 above, the Company will reimburse you for all reasonable and properly documented expenses you may incur while performing your role. You may submit details of expenses incurred to the Company Secretary.
13. During the appointment, circumstances may arise in the furtherance of your duties as a Director when it will be appropriate for you to seek advice from independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure incurred as deemed necessary.

Other directorships and business interests

14. The Company acknowledges that you may have business interests other than those of the Company and that you may have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, not declared so far, these may be disclosed to the Chairman and Company Secretary as soon as they become apparent.
15. During the appointment, you may please inform us prior to accepting any other (or further) directorships of publicly quoted companies or any major external appointments, to avoid any conflict of interest with your current position in the Company.

Code of Conduct & other compliances

16. During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the

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Government on its behalf, including the Code for Independent Directors and such other requirements as the Board of Directors may from time to time specify.

17. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations, in the format provided by us.

Confidentiality

18. You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.
19. Your attention is drawn to the requirements under both legislation and regulations as to the disclosure of price-sensitive information. Consequently, you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman and/or MD & CEO or Company Secretary.
20. On termination of the appointment, you will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as a Non-Executive Independent Director of the Company.

Performance Review Process

21. The performance of individual Directors and the whole Board and its Committees shall be evaluated by the Nomination and Remuneration Committee/ Board/ independent external agency. If, in the interim, there are any matters arising in connection with your role as a Non-Executive Independent Director which cause you concern, you may discuss with us as soon as appropriate.

Insurance

22. The directors of the Company are covered under the Directors' and Officers' liability insurance and it is intended to maintain such cover for the full term of the appointment.

Letter of appointment

23. In line with the provisions of the Companies Act, 2013, the Company may make public a generic copy of this letter on its website at <https://www.bhil.in/investors.html#url-miscellaneous> and the same shall be open for inspection at the registered office of the Company by any member during normal business hours.

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This letter is governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Pune, Maharashtra, India.

This letter constitutes neither a contract for services nor a service contract.

Please confirm your agreement to the above by signing and returning the enclosed duplicate of this letter.

**Yours sincerely,
For Bajaj Holdings & Investment Limited**

**Sd/-
Shekhar Bajaj
Chairman**

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To,
Bajaj Holdings & Investment Limited

I have read and I agree to the above terms regarding my appointment as a Non-Executive Independent Director of Bajaj Holdings & Investment Limited.

Sd/-
Smita Mankad
Director

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