

Date:

To,

DIN:

Address:

Dear Sir/Madam,

Sub: Appointment as a Non-Executive Independent Director of Bajaj Finance Limited (the 'Company')

We are pleased to confirm your appointment as a Non-executive Independent Director of the Company (the 'appointment') with effect from _____, as approved by the Board of Directors at its meeting held on _____ and shareholders at the _____ General Meeting held on _____ pursuant to provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations') 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 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', as 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 enclosed to this letter as **Annexure- B**.

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 FINANCE LIMITED

<https://www.aboutbajajfinserv.com/finance-about-us>

Registered Office: 4th Floor, Bajaj Finserv House, Off Pune-Ahmednagar Road, Viman Nagar, Pune - 411014

Corporate Office Extn.: 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014

Tel: +91 20 7157 6403 | Fax: +91 20 7157 6364

Corporate ID No.: L65910MH1987PLC042961 | **Email ID:** investor.service@bajajfinserv.in

Appointment Terms:

1. The appointment is for a term of five (5) consecutive years, commencing from _____ till _____ (close of day). The appointment will be subject to the approval of the shareholders. As an Independent Director. You will not be liable to retire by rotation.
2. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board Committees.

Details of the existing Committees are mentioned in the **Annexure C**.

The copies of the terms of reference for all committees are enclosed as **Annexure C**.

3. You will strictly abide by the Code for Independent Directors referred to above.
4. 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.
5. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.
6. By accepting the appointment, you confirm that you are able to allocate sufficient time to perform your role.
7. In case of removal/resignation for any reason, you shall not be entitled to any damages for loss of office and no fees will be payable to you in respect of any unexpired portion of the term of the appointment.
8. You may resign from the directorship of the Company by giving notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later. The Company shall be required to disclose the reasons of your resignation while intimating the same to the Stock Exchanges as required under SEBI Listing Regulations.

Role & Duties:

9. 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

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Board processes and with your consent or connivance or where you had not acted diligently.

10. As an Independent director you shall:

- i. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- ii. bring an objective view in the evaluation of the performance of board and management;
- iii. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- iv. satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- v. safeguard the interests of all stakeholders, particularly the minority shareholders;
- vi. balance the conflicting interest of the stakeholders;
- vii. determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- viii. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

11. You will adhere to the following duties of Directors, which are more specifically stipulated in Section 166 of the Act, as under –

- Subject to the provisions of the Act, a director of a company shall act in accordance with the articles of the company.
- 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.
- 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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- A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company. In the event that you become aware of any potential conflicts of interest, these should be disclosed to the Company as soon as they become apparent.
- A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his/her relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- A director of a company shall not assign his/her office and any assignment so made shall be void.

Training Programs

You shall endeavor to undertake:

- Familiarization programs conducted by the Company, from time to time.
- Continuous Education and Learning programs conducted by the Company.

You may also undertake to successfully complete any assessment test/training program mandated by any Statutory/ Regulatory Authorities, from time to time.

Fees/Commission:

12. 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.

Presently, the sitting fees of Rs. 100,000/- and Commission of Rs. 5,00,000/- is paid per meeting of the Board and/or Committees, as may be decided by the Board from time to time for the meetings attended by a Non-Executive Director. The Commission for a financial year is paid post the AGM at which the financial statements for the relevant period are approved by the shareholders. Details of sitting fees and Commission paid to Board and Committees of the Board are mentioned in the **Annexure D**.

13. 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.

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Reimbursement of Expenses:

14. In addition to the fee described in 12 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.
15. 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:

16. 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 the Board as soon as they become apparent.
17. During the appointment, you may please inform us prior to accepting any other (or further) directorships or any major external appointments, to avoid any conflict of interest with your current position in the Company.

Code of Conduct & other compliances:

18. 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 Government on its behalf, including the Code for Independent Directors, Code of Conduct for Directors and Senior Management, Code of Conduct to regulate, monitor and report trading by Designated Persons (Annexure E) and such other requirements as the Board of Directors may from time to time specify.
19. 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, in the prescribed format.
20. In case you believe that your independence may be affected in any manner, you are required to give a declaration to the Board as soon as possible.
21. During the appointment, you will comply with any relevant regulations as may be issued by Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs and any other regulatory authorities

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including the Schedule IV (code of conduct) of the Companies Act, 2013, various policies of the Company and such other requirements as the Board of Directors may from time to time specify.

Confidentiality:

22. 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 of the Group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.
23. You shall not communicate, provide or allow access to any unpublished price sensitive information, that you may have access/ possess in course of your duties, relating to company or its securities listed or proposed to be listed to any person save and except required in pursuance of legitimate purpose, performance of duties or discharge of legal obligations and abide the relevant SEBI (Prohibition of Insider Trading) Regulations, 2015 and other regulations applicable to the Company.
24. In case of end of tenure/ Removal/ Resignation, 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.

Termination of Service

25. Notwithstanding other provisions of this letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on the occurrence of any event as defined in Section 167 of the Companies Act, 2013 or being disqualified from being appointed/ continuing as directors of companies by regulatory/ statutory authority.

Performance review process:

26. The performance of individual Directors and the Board as whole and its Committees, if any, 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.

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Directors and Officers (D&O) Insurance:

27. The Directors of the Company are covered under the Directors' and Officers' (D&O) liability insurance, and it is intended to maintain such cover for the full term of the appointment.

Letter of appointment:

28. In line with the provisions Schedule IV of the Act, the Company may make public a generic copy of this letter on its website at <https://www.bajajfinserv.in/finance-investor-relations-policies-and-documents> and the same shall be open for inspection at the registered office of the Company by any member during normal business hours.

Please note that this is a contract for services and is not a contract of employment.

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.

Please confirm your agreement to the above by signing. Further, you are requested to kindly return to the Company Secretary of the Company, a signed copy of this letter for our records.

We look forward to your association with us.

Thanking you.

Yours sincerely,

For Bajaj Finance Limited

Chairman

Encl:

Annexure A – Code for Independent Directors
Annexure B – Code of Conduct for Directors and Senior Management
Annexure C – Details of existing Board Committee and terms of reference
Annexure D- Details of Sitting fees and Commission
Annexure E – Code of Conduct to regulate, monitor and report trading by Designated Persons

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To,
Bajaj Finance Limited

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

Signature
Place:
Date: