

R VIJAY  
COMPANY SECRETARY

**BAJAJ HOUSING FINANCE LIMITED**

**Code of conduct for Board of Directors and Senior management**

**Background:**

Pursuant to Fifth amendment to the SEBI Listing Regulations, 2015 ("SEBI Listing Regulations") dated 7 September 2021, certain corporate governance provisions under Chapter IV of the SEBI Listing Regulations have been extended to "High Value Debt" Listed Entities. High Value Debt listed entities are those entities which have listed its non-convertible debt securities and the outstanding value of such non-convertible debt securities is Rupees Five Hundred Crore or more. Accordingly, the Company being one such entity is required to comply with Regulations 17(5) of the SEBI Listing Regulations, 2015.

This regulation requires the Company to adopt a code of conduct for all members of board of directors and senior management of the listed entity and the code of conduct shall also suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013.

Therefore, this Code is laid down as under:

**A. For Directors and Members of Senior Management**

This part shall apply to all the directors and members of the senior management of the Company.

For this code, members of the senior management (hereinafter referred to as 'senior managers') shall mean those officers/personnel of the company, who are members of the core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/ whole-time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

1. Directors and senior managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Directors and senior managers shall be governed by the rules and regulations of the company as are made applicable to them from time to time.
2. Directors and senior managers shall ensure that they use the company's assets, properties and services for official purposes only or as per the terms of appointment.
3. Directors and senior managers shall not receive directly or indirectly any benefit from the company's business associates, which is intended or can be perceived as being given to gain favour for dealing with the company.
4. Directors and senior managers shall ensure the security of all confidential information available to them in the course of their duties.
5. No director or senior manager, other than the designated spokespersons shall engage with any member of press and media in matters concerning the Company. In such cases, they should direct the request to the designated spokespersons.

6. Directors and senior managers shall not engage in any material business relationship or activity, which conflicts with their duties towards the company.
7. Senior managers shall not, without the prior approval of Chairman of the company, accept employment or a position of responsibility with any organization for remuneration or otherwise. In case of Whole-time Directors, such prior approval must be obtained from the board of directors of the company.
8. Directors and senior managers shall declare information about their relatives (spouse, son/daughter and parents) employed in any manner in the Company.
9. Senior managers shall follow all prescribed safety and environment related regulations.

#### **B. For Directors**

All the directors of the Company shall abide by the duties, as prescribed under section 166, applicable provisions of the Companies Act, 2013, in addition to those laid down under SEBI Listing Regulations, 2015ss and National Housing Bank/Reserve Bank of India Directions.

#### **C. For Independent Directors**

In addition to the duties specified in (A) and (B) above, the independent directors shall abide by the duties, as specified in schedule IV to the Companies Act, 2013.

This Code is subject to review by the Board from time to time.

**Place: Pune**

**Date:**

**CHAIRMAN**