

BAJAJ HOUSING FINANCE LIMITED

Code of conduct for Director and Senior Management

Policy Name		Code of conduct for Director and Senior Management
Owner		Atul Patni, Company Secretary and Compliance officer
Version History		
Version	Approved by	Reviewed/Approval Date
V2	Board of Directors	16 March 2023
V1	Board of Directors	17 January 2022

Sign Off Sheet – Name of the Policy		
Approved by	Board of Directors	
Recommended by	Atul Jain Managing Director	
Reviewed by	Atul Patni Company Secretary	
Prepared by	Name & Designation Ganesh Temkar Team Secretarial	

BAJAJ HOUSING FINANCE LIMITED

Background: Code of conduct for Board of Directors and Senior management

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 and 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 or managing director or whole-time director or manager (including chief executive officer and manager, in case they are not part of the board) and shall specifically include the functional heads by whatever name called and the company secretary and chief financial officer.

1. Directors and senior management 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 management 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 management 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 management shall ensure the security of all confidential information available to them in the course of their duties.
5. No director or seniormanagement , 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 management shall not engage in any material business relationship or activity, which conflicts with their duties towards the company.
7. Senior management 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 management shall declare information about their relatives (spouse, son/daughter and parents) employed in any manner in the Company.
9. Senior management shall follow all prescribed safety and environment related regulations.
10. Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large
[conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.]

B. For Directors

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

1. Subject to the provisions of the Companies Act, 2013, they shall act in accordance with the articles of the Company.
2. They 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. They shall exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. They 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.
5. They shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his 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.
6. They shall not assign their office and any assignment so made shall be void.

C. For Independent Directors

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

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or

- members;
5. strive to attend the general meetings of the Company;
 6. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
 7. keep themselves well informed about the Company and the external environment in which it operates;
 8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
 9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
 10. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
 11. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
 12. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
 13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

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

Place: Pune

Date:

CHAIRMAN