



Policy on Succession Planning for the Board and Senior Management



Board of Directors and Senior Management

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Version: 2.0

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Internal

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ORGANIZATION AREA	DOCUMENT TYPE	VERSION
BOARD OF DIRECTORS AND SENIOR MANAGEMENT	POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT	VERSION 2.0
<p>Version 1.0 Approved by the Board of Directors on 17 MARCH 2025.</p> <p>Version 2.0 Reviewed and Approved by the Board of Directors on 17 MARCH 2026.</p>		

Policy on Succession Planning for the Board and Senior Management

1. Background:

A succession plan is required to be in place for orderly succession for appointment of Board of Directors and Senior Management. This is one of the most significant attempts to ensure that investors do not suffer due to sudden or unplanned gaps in leadership.

Under Section 178 of the Companies Act, 2013 (“Companies Act”), the Company is required to constitute a Nomination and Remuneration Committee and development of a succession plan for the Board and senior management is an objective of the Nomination and Remuneration Committee.

Accordingly, this succession plan (“Succession Plan”) for the appointment of the Directors and Senior Management has been prepared to give effect to the provisions of the Companies Act, 2013 and the relevant regulations of the Reserve Bank of India.

2. Objectives:

The objectives of the succession planning programmed shall, inter-alia, include the following:

- a) To ensure the Company is prepared with a plan to support operations and service continuity when the Board, KMPs and Senior Management Personnel leave their position.
- b) To ensure the availability of suitably qualified and motivated employees for higher roles and responsibilities.
- c) To identify and nominate suitable candidates for the Board’s approval to fill the vacancy which arises in the Board of the Company from time to time.
- d) To ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to death, disability, retirement, or any other unexpected occurrence.
- e) To ensure a plan for orderly succession for appointment to the Board and to the Senior Management.

3. Definitions:

- a) “Board” means Board of Directors of the Company as may be constituted/re-constituted from time to time.
- b) “Company” means Bajaj Auto Credit Limited.
- c) “Committee” means the “Nomination and Remuneration Committee” of the Board constituted/re-constituted from time to time, under the provisions of Section 178 of the Act, as amended.

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- d) “Independent Director” means a Director referred to in Section 149 (6) of the Act.
- e) “Key Managerial Personnel” means:
- Chief Executive Officer or Managing Director or Manager
 - Whole-time Director;
 - Chief Financial Officer;
 - Company Secretary; and
 - Any other person as defined under the Companies Act, 2013.
- f) “Senior Management” means personnel of the Company who are members of its core management team excluding the Board of Directors

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act, 2013, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

4. Process:

The Nomination and Remuneration Committee of the Company shall identify a suitable person to fill up the vacancy at the Board level or to be appointed as a part of the Senior Management team, through internal or external sources. The appointment of the person at the Board level shall be in accordance with the applicable provisions of the Act, as may be amended from time to time.

The appointment shall be made keeping in view the relevant skills, experience and knowledge possessed by the incumbent, as well as the Company's mission, vision, values, goals and objectives.

The appointment shall be considered and recommended by the Committee, and thereafter approved by the Board.

5. Emergency Succession:

If a Director's office/Senior Management's position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Committee/Management shall convene a meeting as early as possible to implement the process described hereinabove, subject to the necessity involved.



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6. Review and Monitoring:

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuing effective succession planning.

7. Amendments to the Policy:

The Board, on the recommendation of Nomination and Remuneration Committee or otherwise, may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Board shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

Place: Pune

Date: 17 March 2026

**RAJIV BAJAJ
CHAIRMAN**
