

Kartik Hasmukhrai Shah

From: Vijay Malik
Sent: Sunday, November 1, 2020 10:58 AM
To: FAIZ AHMAD MD; Kumar Prabhas; Ganapathyraman S
Cc: Kartik Hasmukhrai Shah; Manzoor Quazi; Raghavendra R; Sumeet Gurnani; Prashant Nirmale; Vijay Bhawsar; Vijayakumar Balasubramanian
Subject: FW: Business Associate Agreement

Dear Faiz, SG and Prabhas:

Thanks much for your support; Mike Lee has signed the agreement as Business Advisor for Ford Account (and a couple more)! Mike Lee informed that before signing he asked Ed Pleet if he has any issue against HT or why HT has not made inroads at Ford. Ed Pleet affirmed that he doesn't have any issue against HT. As per Ed, the shifting of product portfolio and budget cuts have constrained him. Ed has promised that he would support HT's value proposition. Coincidentally Ford has announced good result this quarter and have shared an optimistic outlook for upcoming quarter and 2021.

Kartik/Sumeet/Manzoor: FYI, We will have a kick off meeting this week.

Regards,
-Vijay
+ 1 248 521 9938



From: Michael Lee <mjlee_@hotmail.com>
Date: Sunday, November 1, 2020 at 9:59 AM
To: vijay malik <Vijay.Malik@hindujatech.com>
Subject: FW: Business Associate Agreement

Vijay, good morning. I have signed and am returning. Please sign and provide a copy back to me for my records. Thanks.

Note – point 2.5 shows your original version/edits – I tried a couple times to revise it, but wanted to preserve your intent. I recommend that you just sign this one. If you want a cleaner copy, please go ahead and send another one, and I can sign and send back, but I will back-date to Nov 1st.

Have a good Sunday.

Mike Lee

Sent from [Mail](#) for Windows 10

From: [Michael Lee](#)
Sent: Saturday, October 31, 2020 11:53 AM
To: [Vijay Malik](#)
Subject: Re: Business Associate Agreement

Thanks Vijay. I will sign and send back today, probably this evening, after the big football game today. Let's plan to talk on Monday about next steps, and when we can get together to formally kick-off.

Enjoy your weekend.

Mike

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From: Vijay Malik <Vijay.Malik@hindujatech.com>
Sent: Saturday, October 31, 2020 10:57:12 AM
To: Michael Lee <mjlee_@hotmail.com>
Subject: Re: Business Associate Agreement

Dear Mike: Yes, you are right on your understanding of the highlighted. I have attached a typical pipeline tracker that Kartik will maintain for the joint prospecting activity. An opportunity is qualified for Requirements, Budget and Timeline.

Regards,
-Vijay
+ 1 248 521 9938



From: Michael Lee <mjlee_@hotmail.com>
Date: Saturday, October 31, 2020 at 10:45 AM
To: vijay malik <Vijay.Malik@hindujatech.com>
Subject: Re: Business Associate Agreement

Thanks Vijay. The intent is now more clear. Sales progress means that the dialogue is still continuing, and evolving, either as a concept or proposal, even slowly, correct? "Do not make sales progress", in 2.5, means zero progress and no activity, or everything is stopped, correct?

Please clarify.

Mike

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From: Vijay Malik <Vijay.Malik@hindujatech.com>
Sent: Saturday, October 31, 2020 9:39:02 AM
To: Michael Lee <mjlee_@hotmail.com>
Subject: Re: Business Associate Agreement

Dear Mike:

Please review the clause 2.5 as I have made changes in line with our discussions. The key message is that you will have exclusivity for the identified opportunities as long as the progress is recorded. While I have expanded the clause to underline Hinduja Tech's overall ownership at Account level, it is done to protect the stated right as we do not intend appointing another business associate.
I have also updated the email address.

Regards,
-Vijay
+ 1 248 521 9938



From: Michael Lee <mjlee_@hotmail.com>
Date: Wednesday, October 28, 2020 at 10:12 AM
To: vijay malik <Vijay.Malik@hindujatech.com>
Subject: Re: Business Associate Agreement

Thanks Vijay. I have a 1:1 with the VP at Multimatic tomorrow. So, if I haven't heard back from him by then, I will get his agreement tomorrow. Then, we can discuss next steps. Talk to you soon.

Mike

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From: Vijay Malik <Vijay.Malik@hindujatech.com>
Sent: Tuesday, October 27, 2020 3:29:38 PM
To: Michael Lee <mjlee_@hotmail.com>
Subject: Re: Business Associate Agreement

Dear Mike:

Please find attached the cleaned up Agreement for your review and execution.

Regards,
-Vijay
+ 1 248 521 9938



From: Michael Lee <mjlee_@hotmail.com>
Date: Tuesday, October 13, 2020 at 8:39 AM
To: vijay malik <Vijay.Malik@hindujatech.com>
Subject: Re: Business Associate Agreement

Thanks Vijay.

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From: Vijay Malik <Vijay.Malik@hindujatech.com>
Sent: Tuesday, October 13, 2020 8:37:56 AM
To: Michael Lee <mjlee_@hotmail.com>
Subject: Re: Business Associate Agreement

Thanks Mike. I concur that your existing consulting exercise don't conflict with that of HT. I reckon these may offer opportunities to compliment.

Regards,
-Vijay
+1 248 521 9938

From: Michael Lee <mjlee_@hotmail.com>
Sent: Tuesday, October 13, 2020 8:35:30 AM
To: Vijay Malik <Vijay.Malik@hindujatech.com>
Subject: RE: Business Associate Agreement

Vijay,

Good morning. I have submitted the Pre-determination Form to Ford, summarizing the nature of our proposed business arrangement; and requesting approval. In addition to this step, I will be disclosing the potential approval of my business relationship with Hinduja Tech, to the 2 other companies that I currently am consulting with.

Concurrently, I would also like to formally disclose those 2 other business relationships to Hinduja Tech, and request Hinduja Tech's formal written (e-mail) concurrence that there is no explicit or implied conflict with these existing relationships. They are --

1. Multimatic Product Sales, Inc., Novi Michigan. Multimatic designs and manufactures automotive components, mechanisms, and systems for the global auto industry. My work is consulting on Technical Projects related to Closures and Closures Mechanisms, primarily with Ford.
2. I consult with Coherix, Inc., Ann Arbor, Michigan. Coherix is a small start-up company that designs and manufacturers 3D Laser Sensors that monitor and measure adhesive and sealer deposited paths in global automotive applications. My work is as an Advisor to the CEO, as a subject matter expert in Body Engineering, helping to define the business case for applications for the sensors in closures and bodies in white manufacturing.

I do not believe that there is any conflicts of interest by conducting these relationships simultaneously.

What is being requested -- Please let me know if you concur that no conflict of interest exists with these pre-existing arrangements. Please let me know if you'd like to discuss.

Thank you,

Mike Lee

Sent from [Mail](#) for Windows 10

From: [Vijay Malik](#)
Sent: Friday, October 9, 2020 10:35 AM
To: [Michael Lee](#)
Subject: Re: Business Associate Agreement

Yes, we have alignment and sort the rest of the points. Please go ahead with the approval process at Ford.

Regards,
-Vijay
+ 1 248 521 9938

From: Michael Lee <mjlee_@hotmail.com>
Date: Friday, October 9, 2020 at 10:31 AM
To: vijay malik <Vijay.Malik@hindujatech.com>
Cc: Michael Lee <mjlee_@hotmail.com>
Subject: RE: Business Associate Agreement

Vijay, thanks for the update and for forwarding the document. I reviewed it this morning, and have the following feedback –

1. No problem on the Tax ID number – I will provide once we initiate a signed agreement
2. Related to the proposed additional task (2.9.i in the revised document), I would not want full responsibility and ownership of the task. However, consistent with 2.9.b, I would support that activity by contacting the necessary stakeholders in the customer organization. Let me know your thoughts about this.
3. We spoke at length about whether I would be eligible for receiving success fee payments for contracts secured during the contract due to my effort, even after contract termination. Since the extreme negative reasons to terminate are covered in 11.4 and 11.5, I request that the words “or it’s termination” be removed from 11.3.

FYI – I am assuming that we will sort these things out, and I am submitting the Pre-Determination Form that requests Ford’s approval from Jim Farley and Bill Ford, Jr. today, for consideration in the meeting next week.

Please let me know if we need to discuss any of this.

Thanks, and have a good weekend.

Mike

Sent from [Mail](#) for Windows 10

From: [Vijay Malik](#)
Sent: Friday, October 9, 2020 7:58 AM
To: [Michael Lee](#)
Subject: Re: Business Associate Agreement

Dear Mike:

I obtained Legal review and approval for the attached document with 2 suggestions/comments:

1. For onboarding M J Lee Technical Insights, we will require the TAX ID/Registration Number etc. for setting up the payments
2. The success fee is payable after HT collects the money. Can we include one your task on overseeing the payment collection?

I’ve attached the reviewed and cleaned up agreement for your review.

We are good to go!

Regards,
-Vijay
+ 1 248 521 9938

From: Michael Lee <mjlee_@hotmail.com>
Date: Tuesday, October 6, 2020 at 4:36 PM
To: vijay malik <Vijay.Malik@hindujatech.com>
Subject: RE: Business Associate Agreement

Vijay, thanks for sending this. I agree to the changes that you made, following our meeting this afternoon. I believe that they reflect our understanding and discussion. I have highlighted several items in the document in pink that are minor edits, which I recommend be corrected, prior to you sending to your CFO. Hopefully they are self-explanatory. i.e. – Wildflower is one word. Let me know if you have any questions.

Thanks.

Mike Lee
Ann Arbor, MI
(734)904-8756

Sent from [Mail](#) for Windows 10

From: [Vijay Malik](#)
Sent: Tuesday, October 6, 2020 1:54 PM
To: [Michael Lee](#)
Subject: Re: Business Associate Agreement

Dear Mike:

For your convenience, I've attached the marked up BAA document per our discussion. The proposal document is also modified as discussed.

Please confirm that all points are covered in marked up version. I'll be happy to send a clean copy too.

Regards,
-Vijay
+ 1 248 521 9938

From: Michael Lee <mjlee_@hotmail.com>
Date: Monday, October 5, 2020 at 1:01 PM
To: vijay malik <Vijay.Malik@hindujatech.com>
Subject: Re: Business Associate Agreement

OK, thanks Vijay.

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From: Vijay Malik <Vijay.Malik@hindujatech.com>
Sent: Monday, October 5, 2020 10:21:33 AM
To: Michael Lee <mjlee_@hotmail.com>
Subject: Re: Business Associate Agreement

Let's do 1 PM.

Regards,
-Vijay
+1 248 521 9938

From: Michael Lee <mjlee_@hotmail.com>
Sent: Monday, October 5, 2020 10:20:48 AM
To: Vijay Malik <Vijay.Malik@hindujatech.com>
Subject: RE: Business Associate Agreement

Vijay, can we please do 12:30 or 1:00PM? I know that I offered 4:00, however, that window has now closed. Thanks.

Mike

Sent from [Mail](#) for Windows 10

From: [Vijay Malik](#)
Sent: Monday, October 5, 2020 9:47 AM
To: [Michael Lee](#)
Subject: Re: Business Associate Agreement

Good Morning Mike! Tomorrow noon onwards is good for me as well. Let's plan 4 pm discussion.

Regards,
-Vijay
+1 248 521 9938

From: Michael Lee <mjlee_@hotmail.com>
Sent: Monday, October 5, 2020 9:45:24 AM
To: Vijay Malik <Vijay.Malik@hindujatech.com>
Subject: RE: Business Associate Agreement

Vijay, good morning. I'm not available today. Is it possible that we meet tomorrow (Tuesday) at either 11:00AM or 4:00PM? Please let me know. Thanks.

Mike
(734) 904-8756

Sent from [Mail](#) for Windows 10

From: [Vijay Malik](#)
Sent: Sunday, October 4, 2020 7:24 PM
To: [Michael Lee](#)
Subject: Re: Business Associate Agreement

Hi Mike:

Thanks for the feedback. Let's discuss on Monday, Oct 5th before I send it to our Legal. I'm available from 11-12 or 2-4?

Regards,
-Vijay
+ 1 248 521 9938

From: Michael Lee <mjlee_@hotmail.com>
Date: Saturday, October 3, 2020 at 10:20 AM
To: vijay malik <Vijay.Malik@hindujatech.com>
Subject: FW: Business Associate Agreement

Good morning Vijay. I have attached a hand mark-up of the Draft that you sent to me. I took some time to go thru this in detail and think about any potential issues. I know that you mentioned that your legal expert is not available, so there may be changes. I thought that it would still be good to go thru it thoroughly and share the mark-ups and then we can discuss together.

Key discussion topics –

1. I anticipate a very significant challenge to keep hours to only 4 per week in the beginning, especially while reviewing documents/strategies and presentations. This could become a constraint to progress in my opinion. After 3-6 months, I think that it is possible, but early on it will be difficult. We should be fully aligned on how we will manage this. While your note implies that I may save up a bank of hours for later, I think that I will burn a lot of hours early to ramp up and engage multiple opportunities.
2. The contract seems to limit the ability to be compensated for commissions to only 6 months after termination of the agreement. As we both know contracts can take much longer to develop/sign.

Key Next Steps for me –

1. Gain alignment on this document with you after any necessary changes
2. Gain Ford approval for the arrangement
3. Disclose my other consulting arrangements to you to insure no conflicts (none anticipated)
4. Disclose this potential arrangement to my current consulting customers to insure no conflicts (none anticipated)
5. Sign the document

Please review the mark-ups and notes, and let's discuss some time next week. Thanks, and have a good weekend.

Mike Lee

Sent from [Mail](#) for Windows 10

From: [Vijay Malik](#)
Sent: Wednesday, September 30, 2020 2:10 PM
To: [Michael Lee](#)
Subject: Business Associate Agreement

Dear Mike:

Per our discussions, please find attached the summarized proposal and a draft Business Associate Agreement (BAA) Template. Our Legal Executive is COVID sick unfortunately; so the BAA draft may have scope of simplification/modification. Let me know your comments? We can speak tomorrow for alignment and next steps?

Regards,
-Vijay
+ 1 248 521 9938

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