

Jenburkt Pharmaceuticals Ltd.

Terms and conditions of Appointment of Independent Directors.

The terms and conditions of appointment of the following Independent Directors are subject to the provisions of all the applicable laws, including the Companies Act, 2013, Clause 49 of the Listing Agreement (as amended from time to time) and the Articles of Association of the Company.

Sl. No.	Name of Independent Director	Term
1.	Bharat V. Bhate	For a period of five consecutive years from 30.05.2014.
2.	Rameshchandra J. Vora	For a period of five consecutive years from 30.05.2014.
3.	Arun R. Raskapurwala	For a period of five consecutive years from 30.05.2014.
4.	Anjali S. Dalvi	For a period of three consecutive years from 24.07.2015.

The Broad terms and conditions of the appointments of the Independent Directors of the Company are as under:

1. Appointment:

The appointments of the above independent directors will be for a term of five years each as mentioned above. The Independent Directors are not liable to retire by rotation.

2. Duties, Role, Functions and Professional Conduct:

As members of the Board, the independent directors along with the other Directors will be collectively responsible for meeting the objectives of the Board. The Independent Directors' role, duties, functions and responsibilities are in accordance to the applicable provisions of Companies Act, 2013 and Listing Agreement. Their Professional Conduct are in accordance to Company's ethical standards.

3. Meetings and Remuneration:

The Independent Directors are expected to attend all the meetings of the Board, Committees and the General Meetings. They shall held at least one meeting in a year exclusively of Independent Directors.

The Independent Directors shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

4. Disclosures:

The Independent Directors are expected to disclose the share held individually, with relatives in the Company and their interest as the shareholders, directors, etc. in other Company or entities. The same shall be entered into the Company's Register maintained in this regard, in accordance to the applicable laws. The Independent Directors are also expected to disclose, changes if any, whenever occurred in their interest disclosed earlier.

5. Prohibition of Insider Trading Code:

The Independent Directors may buy / sell shares of the company, subject to provisions of Company's own code and the applicable rules / regulations / law.

6. Confidentiality:

The Independent Directors are expected to keep confidential all information acquired by them, about the Company during their tenure and thereafter, except as permitted by applicable law, with prior clearance from the Chairman of the Company.

7. Other Terms:

Other terms and conditions related to training and development of the Independent Directors, performance appraisal / evaluation process, etc. are in accordance to the applicable provisions of the Companies Act, 2013, Listing Agreement of BSE Ltd. and Company's Policies.

8. Code of Conduct:

The Independent Directors shall strictly abide with the "Code of Business Conduct" of Jenburkt Pharmaceuticals Limited, applicable to the directors, key managerial personnel (KMP) and senior managerial personnel.

9. Other applicable Policies:

The Independent Directors shall also strictly follow all the policies framed by the Board or its committee for the Company, which are in existence or to be framed in future.
