



JAGSONPAL PHARMACEUTICALS LIMITED

Regd. Office : T-210J, Shahpur Jat, New Delhi - 110 049 (INDIA)
Fax : 0091-11-26498341, 26494708, Phone : 0091-11-26494519-24

CIN : L74899DL1978PLC009181

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR OF COMPANY

The following are the terms and conditions of appointment of independent Directors of the Company Dr. S.K. Goyal, Mr. Bharat Sinh, Mr. Govind Deo, & Dr. Ishpal Singh Ghai, are appointed as Independent Directors of the Company

1	APPOINTMENT
1.1	The appointment of the Independent Directors is for a term of Three years with effect from 1st April, 2014 with the policy on retirement and as may be determined by any applicable state regulations or guidelines.
1.2	The Independent directors will not be liable to retire by rotation.
1.3	The Independent directors may be required to serve on one or more Board as may be decided by the Board from time to time. Presently, there are Committees viz. Audit Committee, Nomination & Compensation Committee Sustainability Committee, Stakeholders Relationship Committee and Independent Directors Committee. The role of these Board Committees would be such determined by the Board from time to time.
1.4	Independent Director is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective inputs in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. Independent Director is also expected to observe and comply with applicable laws, the charter documents of the Company and the rules, regulations and policies of the Company, in relation to his/her directorship and the business of the company.
2	EXPECTATIONS, ROLES, FUNCTIONS AND DUTIES
2.1	The role, functions and duties of Independent Director will be as provided under the applicable law, including the Act and in conformity with Section 149(8) read with Schedule IV of the Act and Clause 49 of the Listing agreement, including in relation to attendance of meeting, maintenance of confidentiality, safeguarding the interests of the stakeholders, bringing objective judgment, asking clarifications, etc.
3	CODE OF CONDUCT
3.1	In addition, the conduct of Independent Director will be governed by applicable law, including the guidelines for professional conduct set out under the Code of Independent Directors, as provided in Section 149(8) read with Schedule IV of the Act, the duties of directors as set out under Section 166 of the Act and the duties and responsibilities as set out under clause 49 of the Listing Agreement.



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