

Date:

To

Mr./Mrs. :

Address:

**Re. : Appointment as Non-Executiive Independent Directors
of JHS Svendgaard Laboratories Limited**

Dear Sir/Madam,

We are pleased to confirm your appointment as a Non-Executive Independent Director of JHS Svendgaard Laboratories Ltd., a Company incorporated in India (the "Company"), on the terms and conditions as set out herein.

In addition to your appointment as a member of the Board, this letter also notes your nomination to the following Board Committees:

Sl. No.	Name of Committee	Membership Y/N
1	Audit Committee	
2	Nomination & Remuneration Committee	
3	Stakeholder Grievance Committee	
4	Corporate Social Responsibility Committee	

The Board reserves the right to alter the composition of such Committee(s) by the addition, removal or alteration of the position(s). You will adhere and support the execution of such Board mandate(s) as are approved from time to time.

Terms of Appointment of Independent Director

1. During your assignment in JHS Svendgaard Laboratories Limited, you shall be entitled for such sitting fee as approved by the Board of Directors of the Company and mutually agreed by and you and the company and written in its policy.
2. You will be governed by the rules *interalia* code of conduct of JHS Svendgaard Laboratories Limited during your services within the organization.
3. You shall hold the office of director from till the conclusion of next AGM unless the members of the Company approve your appointment as a director of the Company in their general meeting as per the relevant provisions of the Companies Act, 2013. You shall not be liable to retire

by rotation as per the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

4. During the term of your appointment, you may be asked to serve on one or more of the Board Committees including Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Allotment Committee or such committee of the Board of the Directors from time to time and copies of the terms of Reference for each of those committees will be provided to you from time to time. You should strive to attend all the scheduled quarterly Board meetings, General meetings, Committees meetings and other meetings for which your attendance will be necessary.
5. As an Independent Director you should strive to hold and present in at least one meeting in a year without the presence of Non-Independent Directors with the sole objective of:
 - a. review the performance of non-independent directors and the Board as a Whole
 - b. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

6. The Company shall provide you with adequate notice of the dates of the proposed board meetings, general meetings and meetings of board committees. As per the Companies Act, 2013 the Company is expected to give you an advance notice of minimum 7 days of every board and committee meetings. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that atleast one Independent Director, shall be present at the meeting and in case of absence of Independent Directors from such a meeting of the board, decisions taken in such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by atleast one Independent Director. The notice of Board/Committee meetings will be provided along with the agenda of the Board/Committee meetings.
7. Company shall inform the directors about any upcoming events in the Company.
8. Company shall ensure that director is update about latest happening in the Industry and in the field of law applicable on the company by allowing them to visit the seminars held in this respect.
9. Company shall establish an effective whistle blower mechanism so that the directors can raise their concerns.
10. It shall be the responsibility of the Company to provide the Independent Director of the Company with all the information and documents they validly require to fulfill their functions, Company shall ensure that directors are aware of their statutory obligations.

11. You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience. You will have all the usual duties of an Independent Director under Company Law and applicable listing agreements of the NSE & BSE and SEBI (LODR) Regulations, 2015, including attendance at Board meetings, the Annual General meeting, meetings of Independent Directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board and which may relate to the business of the Company or any other member of the group. As a director of JHS Svendgaard Laboratories Limited, you will have legal duties and obligations under Companies Act, 2013. It is expected that you will familiarize with the relevant Directors duties, roles and responsibilities as set out in Annexure-I.
12. You shall be required to submit certain information in the prescribed forms on a defined periodicity. Company Secretary shall be the coordinating officer for this.
13. You are required to disclose to the company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.
14. During your tenure as an Independent Director you are required to give a declaration that you meet the criteria of Independent Director every financial year as provided under Section 149 of the Companies Act, 2013 on yearly basis.
15. You may be paid a sitting fee for attending each Board and Committee meeting, as per the provisions of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company as may be approved by the Board from time to time.
16. The company shall reimburse you all travelling, hotel and other incidental expenses properly and reasonably incurred by you in performance of your duties as a director of the Company under Companies Act, 2013 in conjunction with the Company rules and policies.
17. As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.
18. Where possible, directors will be encouraged to attend special training courses by various professional bodies to ensure that the directors are refreshed and equipped to perform their role in the highest standards and performance possible. You should feel free to request any further information which you require at any time.
19. All information acquired during the appointment is confidential and should not be released, either during your term of appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman in writing unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, the Director shall surrender any documents and other materials made available to the Director by the Company.

20. The Director's attention is also drawn to the requirements under the applicable regulations and the Company's Code of Conduct for Prohibition of Insider Trading, which concerns the disclosure of price sensitive information and dealing in the securities of the Company. Consequently the Director should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Board of Directors.

21. This letter of appointment shall be governed by the laws of India.

We welcome you on the Board of our esteemed organization and wish you a successful and prosperous tenure in JHS Svendgaard Laboratories Limited.

Thanking you,

**Yours sincerely,
For JHS Svendgaard Laboratories Limited**

Name:

Designation:

I,, hereby accept and acknowledge the terms and conditions of the appointment mentioned above and agree to comply with the same.

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Date:

Place: New Delhi

Annexure I

CODE FOR INDEPENDENT DIRECTORS AS PER SCHEDULE IV OF THE COMPANIES ACT, 2013

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- (4) satisfy themselves on the integrity of financial information and that financial control and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall—

- (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 behavior, 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.