



JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

(CIN: U52100UP2008PLC035862)

Registered Office: Bhartiagram, Gajraula

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TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED (“THE COMPANY”)

1. Appointment & Tenure

Currently, the Company has 3 (three) Independent Directors (“IDs”). Their tenure is as under:

- | | |
|-----------------------------|---|
| a. Mr. Radhey Shyam Sharma- | w.e.f. October 25, 2023 upto October 24, 2028* |
| b. Mr. Ravinder Pal Sharma | w.e.f. September 3, 2020 upto September 2, 2025 |
| c. Ms. Sanjanthi Sajan | w.e.f. February 10, 2024 upto February 09, 2029** |

*At the 15th Annual General Meeting held on September 20, 2023, members of the Company have approved re-appointment of Mr. Radhey Shyam Sharma for another term of 5 (Five) years ending on October 24, 2028.

**Ms. Sanjanthi Sajan has been appointed as an Independent Director w.e.f. February 10, 2024, by the Board of Directors and ratified by the members through resolution passed at Extra Ordinary General Meeting held on February 16, 2024.

The appointments/ reappointments of IDs will also be subject to the maximum permissible Directorships as per the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended from time to time (“Listing Regulations”).

The relationship of IDs with the Company will be that of an office-holder and it is not a contract of employment with the Company.

2. Board Committees

The Board has constituted several Committees of Directors, with the adequate delegation of powers. Subject to the applicable regulations and as advised by the Board, IDs may be required to serve on one or more Committees of the Board established by the Company or any such Committee that may be set up in the future. These Committees meet periodically as per business requirements or as may be mandated by law.

3. Familiarisation Programme for Independent Directors

Every new Independent Director attends an orientation program. Further, on a continuing basis, presentations are made by the Executive Directors/ Senior Managerial Personnel to the Directors. The presentations cover an overview of the nature of the industry in which the Company operates, the Company’s strategies, organization structure, business model, operations, functions, risk management, roles, rights and responsibilities of Directors, etc. Further, periodic presentations are also made on the

business of the Company and updates on all applicable laws.

4. Time Commitment

We anticipate IDs time commitment involving attendance at all Board meetings, Committee meetings of which they may be appointed as a member, and the General meetings of the members of the Company.

In terms of the Act and Listing Regulations, IDs are required to hold at least one separate meeting without the attendance of Non-IDs and members of management. All IDs shall strive to be present at such meeting.

5. Functions, Duties, and Liabilities

All IDs will be required to act in accordance with the Articles of Association of the Company ('AOA') and subject to the provisions of the Act. Schedule IV of the Act ('Code for Independent Directors') stipulates detailed functions, duties, and guidelines for the professional conduct of Independent Directors. Further, Section 166 of the Act prescribes duties of Directors in general.

IDs may seek independent professional advice with the approval of the Chairman/ Executive Director, at the Company's expense, on any matter connected with the discharge of their responsibilities as an Independent Director.

As per Section 149(12) of the Act and Regulation 25 of the Listing Regulations, an Independent Director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently. Moreover, Regulation 25 of Listing Regulations prescribes the obligations of Independent Directors.

6. Memberships on Board of other companies

It is expected that IDs should not serve on the Boards of competing companies.

7. D & O Insurance

The Company maintains Directors and Officers Liability Insurance Policy ('D&O Policy').

8. Remuneration

Currently, the remuneration of IDs as approved by the members/ Board is as follows:

a) Commission:

As a specified % of the net profits of the Company as may be approved by the Board and/ or the shareholders of the Company, in accordance with the provisions of the applicable law.

b) Sitting fees:

For attending Board/ its Committee meetings:

| S. No. | Meetings of | Sitting fees (Rupees per meeting) |
|---------------|---|--|
| 1. | Board of Directors | 1,00,000 |
| 2. | Separate meetings of the Independent Directors | 50,000 |
| 3. | Audit Committee | 1,00,000 |
| 4. | Nomination and Remuneration Committee | 50,000 |
| 5. | Stakeholders Relationship Committee | 15,000 |
| 6. | Sustainability and Corporate Social Responsibility Committee | 30,000 |
| 7. | Risk Management Committee | 50,000 |
| 8. | All Committees other than above | 15,000 |
| 9. | Any other special meeting of the Directors called by the Management or meetings held as required by law | 50,000 |

c) Out of pocket expenses:

In addition to the above, IDs will also be entitled to the reimbursement of expenses that may be incurred for participation in the Board and other Committee meetings of the Company on an actual basis.

9. Performance Evaluation

Performance of IDs shall be evaluated according to the provisions of the Act/ Listing Agreement and as per the procedure to be formalized by the Board.

10. Compliance with various Codes of the Company

During their continuation with the Company as a Director, all IDs are expected to conduct themselves in a professional manner and comply with the following:

- Code of Conduct for Directors and Senior Management;
- Jubilant Agri and Consumer Products Limited - Code of Conduct for Prevention of Insider Trading;
- Whistle Blower Policy; and
- Any other code, mechanism, directive, or policy that may be framed by the Company from time to time.

11. Disclosures

IDs shall make all statutory disclosures/ confirmations as required to be made under applicable laws including but not limited to:

- i) Annual/ event-based disclosures as per Act;
- ii) Disclosures under the Listing Regulations;
- iii) Disclosures under the Code of Conduct for Prevention of Insider Trading; and
- iv) Disclosures under the Code of Conduct for Directors and Senior Management.

12. Confidentiality

All information acquired and developed by IDs, directly or indirectly, during their association as a Director is confidential with respect to the Company, its affiliates, subsidiaries and group companies, whether written, oral or in any other form (including visit to offices, plants, laboratories or R&D offices), including without limitation, unpublished price sensitive information, operational & financial results, operational & financial projections, business & other plans, budgets, plans for acquisitions/ takeovers/ mergers/ demergers/ restructuring and similar corporate actions, plans to raise capital/debt, designs, photographs, drawings, specifications, operational, contractual, strategic know-how, procedures, product samples, compositions, presentations, analyses, studies, IPRs, maps, pending IPR applications, advertising and sales promotion plans, processes, commercial and trade secrets, technology, financial information, business deals, negotiations with outsiders, information concerning product differentiation, assays, formula, product positioning, strategic and market research information, other relevant marketing information, clinical data and other tangible and intangible information stated as confidential information (collectively called 'Confidential Information'). IDs will ensure not to share the said Confidential Information with third parties, either during their tenure as Director or thereafter without the written permission of the Board, save and except as may be required by law or any regulatory body.

If so requested by the Company, IDs will promptly destroy or cause to be destroyed, or return or cause to be returned to the Company, all Confidential Information received from any means, including all copies or duplicates of such Confidential Information, and all summaries, analyses, compilations, studies, notes, memos or other documents which contain or reflect any Confidential Information.

13. General

The terms of appointment of IDs, are subject to the extant provisions of the Act, Listing Regulations, AOA, and other applicable laws, if any.