

## **POLICY ON DIRECTORS' APPOINTMENT**

### **J.B. CHEMICALS & PHARMACEUTICALS LIMITED**

**Registered Office : Neelam Centre, B Wing, 4<sup>th</sup> Floor,  
Hind Cycle Road, Worli,  
Mumbai - 400 030**



## 1. PREAMBLE

- a. Under the Companies Act, 2013 ("Act"), the report of the board of directors to the shareholders prepared pursuant to Section 134 of the Act has to *inter alia* include the company's policy on directors' appointment.
- b. Accordingly, this Policy on directors' appointment has been documented.

## 2. POLICY STATEMENT

The following shall be followed/kept in view, to the extent possible and practicable while selecting any person for a position of a director of the company.

- (a) The appointment of any director should be such as to help maintain/achieve diversity of thought, experience, knowledge, perspective and gender in the board of directors.
- (b) A candidate proposed for appointment as a director should be a person of integrity.
- (c) A candidate proposed for appointment as independent director shall:
  - (i) be independent of management;
  - (ii) shall possess appropriate skills, experience and knowledge in fields such as finance and financial advisory, law, management, sales, marketing, administration, corporate governance, taxation, regulatory affairs, drugs and medicine, technical operations and any other discipline related to the company's business;
  - (iii) be such that brings in appropriate balance of skills, experience and knowledge in the board of directors;
  - (iv) be willing to devote time for the affairs and activities of the board and its committee(s) and otherwise to enable the board of directors to discharge its functions and duties effectively; and
  - (v) satisfy criteria of independence as mentioned in the Companies Act, 2013 and the Listing Agreement from time to time.
- (d) For independent directors, requisite professional qualification in the area of expertise is preferred. However, experience and expertise in a given field should be determining factor.

(e) A candidate proposed for position of executive director may be from the promoter group or outside. Such candidate should have enough experience or potentially fit for the executive responsibilities.

**3. OBSERVANCE OF THE POLICY**

Besides the board of directors, this Policy will also be followed by the Nomination and Remuneration Committee.

**4. POLICY VALIDATION AND REVIEW**

This Policy has been approved by the Board of directors of the Company on February 4, 2015. This Policy shall be reviewed as and when it becomes necessary.

Date: February 4, 2015

