

**Terms and conditions of appointment of Independent Directors**  
**[Pursuant to the provisions of Schedule IV to the Companies Act, 2013 (“the Act”)]**

The terms and conditions of appointment of Independent Directors are subject to extant provisions of the Companies Act, 2013 (“the Act”) and Schedule IV made thereunder:

S. No.	Name of Independent Director	Term	
		From	To
1.	Dr. Vandana R. Singh	October 27, 2022	October 26, 2027
2.	Dr. Sekhar Bonu	October 27, 2022	October 26, 2027

The broad terms and conditions of appointment of Independent Directors are reproduced hereunder:

**1. Appointment/Re-appointment:**

The appointments of the Independent Directors are for the period as mentioned above. The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the Act.

The re-appointment at the end of the First Term shall be based on the recommendation of the Nomination and Remuneration Committee to the Board and subject to the approval of the Board and the shareholders of the Company. The re-appointment would be considered based on the outcome of the performance evaluation process and the Director continuing to meet the independence criteria in terms of the Act (as amended from time to time).

The Independent Director will be identified as an Independent Non-Executive Director of the Company and will not be liable to retire by rotation.

**2. Committees:**

During their tenure, the Independent Director may be required to serve on one or more committees of the Board, i.e. Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility or such other Committees, as the Board may decide.

### 3. Role, Duties, and Responsibilities:

- i) Independent Director as member of the Board along with other Directors will be collectively responsible for meeting the objectives of the Board which includes:
  - a) Compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and such other laws, as may be applicable;
  - b) Accountability under the Director's Responsibility Statement;
  - c) Overseeing the maintenance of high standards of values and ethical conduct of business.
- ii) They shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to section 149(8) of the Act.
- iii) Providing guidance in their area of expertise.
- iv) As an Independent Director, they shall have the same general legal responsibilities to the Company as any other Director including all fiduciary duties, statutory obligations and liabilities of directors prescribed in law including the Companies Act, 2013.
- v) The Board as such is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

### 4. Disclosures

As Independent Directors, they shall, at the first meeting of the Board in which they participate as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect their status as an Independent Director, submit a declaration that they meet the criteria of independence as provided under sub-section 6 of Section 149 of the Companies Act, 2013, and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

## 5. Performance Appraisal / Evaluation Process

As a member of the Board, Independent Director's performance shall be evaluated annually by the Board. The criteria for evaluation shall be determined by the Nomination and Remuneration Committee of the Board.

## 6. Re-appointment:

The re-appointment of Independent Director shall be on the basis of report of performance evaluation and in line with the provisions of the Act.

## 7. Resignation or Removal

The resignation or removal of an Independent Director shall be in the same manner as provided in sections 168 and 169 of the Act.

## 8. Separate Meetings

- i) The Independent Directors of the company shall hold at least one meeting in a financial year, without the attendance of Non-Independent Directors and members of management;
- ii) All the Independent Directors of the company shall strive to be present at such meeting;
- iii) The meeting shall:
  - 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.

## 9. Remuneration:

In consideration of the Independent Directors' services, the Company will pay fees as under:

- i) Sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
- ii) Any other fee subject to the provisions of the Act and as per the Company's policy as amended from time to time.

## 10. Expenses:

In addition to the remuneration stated in the preceding paragraph, the Company will reimburse the Independent Director, or bear and pay, all travel, accommodation or other expenses incurred while carrying out their duties as a Director. The Independent Director may, at the Company's expense, seek independent legal or other professional advice where necessary, to perform their duties and will be entitled to reimbursement of costs incurred in seeking such advice. In these circumstances, the Independent Director should discuss the issues concerned with the Chairman of the Company in advance.

## 11. Confidentiality:

The Independent Director agrees that both, during and after the expiry of their term, the Independent Director will hold in strict confidence and will not use for their own, or for another's benefit, or disclose or permit the disclosure of any confidential information relating to the Company, or any subsidiary or any group or associate companies of the Company, which they may acquire by virtue of their position as an Independent Director, including without limitation, any information about the deliberations of the Board. The restriction shall cease to apply to any confidential information which may (other than by reason of the director's breach of this term), become available to the public generally.

## 12. Indemnity:

The directors are granted an indemnity by the Company in respect of liabilities incurred as a result of their office, to the extent permitted by law.

### 13. Publication of Letter:

In line with the provisions of Schedule IV to the Act , the letter of appointment will be open for inspection by any member and the Company will also post the terms and conditions of the appointment on the Company's website- <https://www.learnetskills.com/>.