



ZEE LEARN LTD

(CIN L80301MH2010PLC198405)

Regd Off: Continental Building, 135 Dr Annie Besant Road, Worli, Mumbai 400 018
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Terms and conditions of Appointment of Independent Directors (Pursuant to Listing Regulations)

Brief Terms and Conditions pertaining to appointment of Independent Directors of the Company:

Role, duties and responsibilities

1. As member of the Board, the Independent Directors along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:
 - Compliance with the requirements under the Companies Act, 2013;
 - “Responsibilities of the Board” as outlined in Listing Regulations;
 - Accountability under the Director’s Responsibility Statement;
 - Overseeing the maintenance of Corporate Governance standards of the Company and ethical conduct of business; and
 - Protecting, enhancing and effectively representing/promoting interest of Company’s stakeholders.

2. The Independent Directors shall abide by the 'Code of Independent Directors' as outlined in Schedule IV of the Companies Act, 2013 and duties of directors as provided in the said Act and in Listing Regulations.

Remuneration

1. Independent Directors of the Company shall be paid sitting fees for attending the meeting(s) of the Board and/or the Committee(s)(other than Stakeholders Relationship Committee) to which they are members. The Sitting Fee payable per meeting currently is Rs 20,000/- which may be revised from time to time as may be decided by the Board.
2. In addition to the sitting fees, subject to approval of shareholders any profit related commission may also be payable to Independent Directors on a yearly basis. In determining the amount of such commission, the Nomination and Remuneration Committee may consider various factors as disclosed in the remuneration policy of the Company. The factors that may be considered for such payment may include attendance at Board/Committee meetings, contribution at Board and Committee meetings, guidance and support provided to senior management of the Company outside of Board meetings, industry practices, performance evaluation parameters and performance of the Company.
3. The Company shall pay or reimburse reasonable expenditure that Independent Directors may have incurred while performing their role as an Independent Director of the Company. This will include reimbursement of any expenditure incurred by Independent Director for attending Board/Committee meetings, General Meetings, Meetings with the Management, site visits, induction and training (organized by the Company for Directors) and subject to prior consent of the Board, in obtaining any professional advice from independent advisors in furtherance of duties as an Independent Director.

Compliance with various Codes and Policy

Independent Directors shall comply with various Codes and Policies applicable to Directors and approved by the Board / Board Committee(s) from time to time. As on date the Board of Directors of the Company has approved Code of Conduct for Directors & Senior Executives, Insider Trading Code and Whistle Blower Policy.

Insurance

The Company shall in the normal course take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the Term of Independent Director, subject to the terms of such policy in force from time to time.

Confidentiality

Independent Directors shall apply the highest standards of confidentiality and not disclose any confidential information concerning the Company, its subsidiary and any other Group Companies with which they may come in contact by virtue of their position as a Non-Executive Independent Director of the Company. The obligation of confidentiality shall survive termination or cessation of their respective directorship with the Company.

Independent Directors Attention is drawn to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Insider Trading Code of the Company, prohibiting disclosure or use of unpublished price sensitive information relating to or involving the Company. Consequently they should avoid making any statement or carry out any activity that might risk a breach of these requirements.

Additionally, Independent Directors shall not participate in any business activity which might impede the application of their respective independent judgment in the best interests of the Company.

Disclosures, other directorships and business interests

During the Term, Independent Directors agree to promptly:

- notify the Company of any change in their respective other directorships / shareholding etc., and provide such other disclosures and information as may be required under the applicable laws;
- disclose particulars, if any, of any potential conflict of interest with their respective position as an Independent Director of the Company;
- provide a declaration under Section 149(7) of the Companies Act 2013, upon any change in circumstances which may affect their status as an Independent Director.
- intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.