

NIIT LEARNING SYSTEMS LIMITED (“NLSL”)

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

TERM

Appointment of Non-Executive Independent Director (“ID”) on the Board of the Company shall be for a period of 5 (five) consecutive years.

Appointment and continuation of office is subject to various applicable provisions of the new Act and the Listing Agreement.

COMMITTEE MEMBERSHIPS

During association as a Non-Executive Independent Director with the Company, ID may be requested to serve on one or more of the Board’s Committees which will be communicated to him/her through separate letter/e-mail setting out the anticipated time commitment and any specific responsibilities that may be expected from him/her.

DUTIES AND RESPONSIBILITIES

As a Non-Executive Independent Director, one will be required to perform the duties expected from him/her including (without limitation) attending Board meetings and the appropriate Committee meetings, and advising the management for the profitable growth of the Company. Beside these, he/she may also be requested to participate in the Business Operations Review Meetings, Perspective Planning, Budget Finalization meetings, etc., for providing their valuable advice for smooth functioning of the company.

The Board as a whole and the Directors as individuals have certain fiduciary duties and responsibilities. These are:

- a. Always act collectively as a Board/Committee, or as specifically authorised by the Board/Committee.
- b. To attend and participate in all meetings as far as possible.
- c. To be well informed about the Company and have adequate understanding of the company's business operations so that he/she can contribute to the growth of the Company.
- d. Provide strategic direction and also act as a constructive critic in looking at the objectives and plans of the management.
- e. To be loyal in all the transactions with the Company or in the course of dealing on behalf of the Company and always act without any conflict and put the interests of the Company before theirs or that of other Directors.
- f. Disclose personal and business interests on any matter placed before the Board/Committee and not to participate in discussion and voting on such matters.
- g. Not to disclose confidential information of the Company to any third party unless specifically authorised by the Board.
- h. Submit various disclosures/declarations under the applicable laws and as per the Company's Policies.

Several other duties are summarised as below:

- a) Acting in accordance with the Company's Articles of Association.
- b) Acting in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- c) Discharging duties with due and reasonable care, skill and diligence and exercising independent judgement.
- d) Not involving in a situation which may be having a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e) Not achieving or attempting to achieve any undue gain or advantage either to himself/herself or to any relatives, partners or associates.
- f) Not assigning office as Director and any assignments so made shall be void.

Besides above, the new Act also prescribes the Code to be followed by independent directors, providing *inter-alia* guidelines for professional conduct, role and functions of independent directors, duties of independent directors, separate meeting of independent directors and evaluation mechanism.

The Director should also adhere to the various provisions mentioned in the new Act and Listing Obligations and Disclosure Requirements (as amended from time to time), applicable to the Non-Executive Independent Director of the Company.

ADHERENCE TO THE COMPANY'S POLICIES

The Company has following Codes of Conduct in place:

- a) "Code of Conduct for Board and Senior Management" framed under the Listing Agreement entered into with Stock Exchanges; and
- b) "NLSL Code of Conduct to Regulate, Monitor and Report Trading by Insiders" framed under SEBI (Prohibition of Insider Trading) Regulations, 2015.

LIMITATION OF LIABILITY UNDER THE NEW ACT

Pursuant to the provisions of the new Act, a Non-Executive Independent Director will be liable only in respect of such omission or commission by a company which had occurred with his/her knowledge, attributable through Board processes, and with his/her consent or connivance or where he/she had not acted diligently.

DIRECTORS AND OFFICERS (D&O) LIABILITY INSURANCE POLICY

The Company has a Directors and Officers (D&O) liability insurance policy in place, with aggregate policy amount of Rs. 500 Million, under which all directors of the Company are covered.

CONFIDENTIALITY AND CONFLICT OF INTEREST

Directors are expected to maintain all agenda, notes, data, records and other documents in any way relating to the Company's business interest, as highly confidential and maintain them as inaccessible to others.

There may be some confidential information accessible by Director (may be material not in the public domain), whose use or disclosure may constitute insider trading, which is prohibited by the rules and regulations of the Securities and Exchange Board of India and other securities laws and regulations in India. At all times and notwithstanding ones ceasing to be a Director of the Company, they are expected not to use such information for personal or corporate benefit or disclose such confidential information to third parties who may use the same for personal benefit, or otherwise engage in any activity that would constitute insider trading.

In case of situations of any conflict of interest at any time, a full disclosure may be made immediately to the Board.

COMPENSATION

As a Non-Executive Independent Director on the Board, one shall be entitled to:

- a. Sitting fees shall be paid to the Director for Board Meetings and Committee Meetings attended, as per the amount approved by the Directors.
- b. Commission, paid annually based upon the performance of the Company and contribution made by each Director (cumulatively for all Non-Executive Directors up to 1% of Net Profit of the Company or such amount as may be approved by the shareholders of the Company).
- c. The Company shall organize travel to Delhi or any other venue (by Business Class), and the boarding and lodging expenses incurred for attending Board/Committee or any other meeting. Local transport facility when in the

location for attending Board/ Committee or other meetings will be arranged by the Company. Alternately, in the event the travel expenses are incurred by them, the same would be reimbursed to them by the Company. The Company's Secretarial team shall be responsible for all co-ordination and logistics.

COMPANY SECRETARY AND COMPLIANCE OFFICER

The Company Secretary oversees the Secretarial function of NIIT Learning Systems Limited and its subsidiaries. He is also the "Compliance Officer" as per the requirements of the Listing Agreements the Company has signed with the Stock Exchanges. Director may contact him in case any assistance or support is required.