

DRAFT LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTORS

Date: _____

Name: _____

Address: _____

Sub: Your appointment as a Non-Executive Independent Director of the Company

Dear Mr./Ms. _____

We are pleased to inform you that the Board of Directors of Veranda Learning Solutions Limited ("the Company") has appointed you as a Non-Executive Independent Director at its meeting held on _____ for a term of 5 (Five) years from October 29, 2024 to October 28, 2029 (both days inclusive) not liable to retire by rotation. Furthermore, your appointment was approved by the members in the Extra-Ordinary General Meeting held on _____.

This letter outlines the terms of your appointment as a Non-Executive Independent Director.

(1) Term of appointment

Subject to the provisions hereinafter contained and the provisions of the Memorandum and Articles of Association, your current term of office is for a consecutive period of 5 (Five) years commencing on _____. Thereafter, you shall cease to be a director of the Company unless re-appointed as a Non-Executive Independent Director in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations").

You shall always be compliant with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations in relation to the criteria of Independence. Your appointment is subject to maximum permissible directorships that a person can hold as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

(2) Board Committees

You are required to continue to serve on the Committees of the Board, of which you are and/or will be appointed as a member/Chairman. The details of the Board Committees and their relevant Charters are in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

CIN: L74999TN2018PLC125880

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Anna Salai, Nandanam, Chennai - 600 035

(3) Duties and responsibilities

As an Independent Director, you are expected to bring independence of view to the Board's discussions and to help the Board with effective overview of Company's strategy, performance, social commitments and risk management and ensure high standards of governance.

The role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the Listing Regulations, 2015.

There are certain duties prescribed for all Directors, which are fiduciary in nature and are as under:

- I. To act in accordance with the Company's Articles of Association.
- II. To act 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.
- III. To discharge your duties with due and reasonable care, skill and diligence.
- IV. To not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- V. To not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- VI. To not assign your office as Director and any assignments so made shall be void. The Non-Executive Independent Directors are also required to abide by the provisions of 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013, **a copy of which is annexed for ready reference.**

Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear all trades (buy/sell/gift) from the Company Secretary & Compliance Officer of the Company. You are required to comply with the applicable insider trading laws and regulations.

It is expected that any interest you may have in any transaction or arrangement that the Company has entered into should be disclosed not later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

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(4) Meetings

The meetings of the Board are ordinarily held every quarter or at such other intervals as may be decided by the Board, based on the business to be transacted. In addition, the meetings of the Committee, of which you are/ may be appointed as a member would be held based on the business to be transacted.

(5) Insurance

The Company has a Directors' and Officers' Liability Insurance Policy, which covers the present and future members of the Board of Directors against wrongful acts alleged against them/Company.

(6) Sitting fee

Appointment as a Non-Executive Independent Director shall not refer the status of an employee and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for attending the meetings of the Board and its Committees as may be decided by the Board.

The sitting fees, presently paid to the Non-Executive Independent Director is Rs. _____ per meeting of the Board and Rs _____ for a Committee Meeting.

In addition to the remuneration as above, the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you for attending the meeting of the Board and Committee thereof.

(7) Independent Directors' Meeting

A separate meeting of the Independent Directors will be held at least once every year without the attendance of the non-independent directors and the members of the management. The Board of Directors of the Company expects all the independent directors to strive to be present at this meeting.

(8) Confidentiality

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body.

On reasonable request, you shall surrender any documents and other materials made available to you by the Company. Attention is also drawn to the requirements under the applicable regulations

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and the Company's Code of Internal Procedures and conduct for prevention of Insider Trading which concern the disclosure of price sensitive information and dealing in the securities of the Company.

Consequently, you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Secretary.

(9) Governing Law

This agreement is governed in accordance with the Laws of India and your engagement shall be subject to the jurisdiction of the Courts in Chennai. We would like to draw your attention to the Code of Conduct for the Directors which is required to be followed by all the directors of the Company. A copy of the Code of Conduct is enclosed herewith.

We request you to kindly confirm your acceptance of the appointment by signing and returning the duplicate copy of the letter enclosed herewith. Please note that as required under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015, this letter may be hosted on the website of the Company. By confirming the acceptance of the letter, you agree to make the letter public as per the provisions of the law.

Thanking You,
For Veranda Learning Solutions Limited

Kalpathi S Suresh
Executive Director Cum Chairman
DIN: 00526480

Encl: Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013

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