J.K.SHAH COMMERCE EDUCATION LIMITED

TERMS & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY IN ACCORDANCE WITH THE REQUIREMENTS OF SCHEDULE IV TO THE COMPANIES ACT, 2013 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. Terms of Appointment

The Independent Director shall hold office for a term of up to five consecutive years, subject to applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations . Independent director is not liable to retire by rotation. The appointment of every independent director shall be approved by members of the company.

The reappointment of independent directors at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the board and the shareholders. The reappointment would be considered based on the outcome of the performance evaluation process and independence criteria.

2. Other Terms and Conditions

a. Committees:

i. During the term of appointment, the Independent Director will be required to serve on one or more of the committees of the Board of Directors, i.e., Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders' Relationship Committee or such other committees, as the board may decide.

ii. The Independent Director is an independent non-executive director and will be identified as such in the annual report and other documentation of the Company. If circumstances change, and he/she believes that his/her independence will be in doubt, the independent director should discuss the same with the Chairman of the Company as soon as practicable and further course of action should be taken by the Company as per applicable law, in timely manner.

b. Roles & Duties

The roles and duties of the independent director will be those normally required of a non-executive under the Companies Act, 2013. There are certain duties prescribed for all directors, both executive and non-executive, which are fiduciary in nature and are inter-alia as under:

i. He/ she shall act in accordance with the company's memorandum of association and articles of association and as per the applicable law.
ii. He/ she shall act in good faith in order to promote the objects of the company for the benefit of the members of the company as a whole, and in the best interest of the company.
iii. He/ she shall discharge duties with due and reasonable care, skill, and diligence.
iv. He/ she, unless otherwise approved by the board, shall not be involved in a situation in which he/ she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
v. He/ she shall not achieve or attempt to achieve any undue gain or advantage either to himself/ herself or his/ her relatives, partners, or associates.
vi. He/ she shall not assign office of director and any assignments so made shall be void.

vii. He/ she shall comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such directors in their individual capacities.

Independent Directors shall also be taking sufficient care to perform duties specified in the Code for Independent Directors under Schedule IV of the Companies Act, 2013 (the "**Companies Act**") and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") (including any modification or re-enactment of the same) that come with such an appointment along-with accompanying liabilities.

As an Independent Director of the Company, he/she will comply with all applicable laws and regulations of all the relevant regulatory and other authorities, as may apply to such directors in their capacity.

The Independent Director will be held liable only in respect of such acts of omission or commission by the company which have occurred with his/her knowledge, attributable through board processes, and with his/her consent or where independent director have not acted diligently.

c. Expectation of the Board from the Appointed Director

An Independent Director is expected to bring objectivity and independence of view to the Board of Directors' discussions and to help provide the Board of Directors with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

An Independent Director is further expected to scrutinise the performance of the management of the Company in meeting agreed goals and objective, and monitor the reporting of the performance.

They will be expected to attend meetings of Board and Board Committees in which the Independent Directors is a member and to devote such time as appropriate to discharge their duties effectively.

By accepting the appointment, the Independent Directors confirm that they are able to allocate sufficient time to meet the expectations from their role to the satisfaction of the Board.

d. Code of Conduct and Business Ethics for Board of Directors and Insider Trading Code

The Board of Directors has put in place a Code of Conduct for Board of Directors and Senior Management ("**Code**"). Independent Directors shall abide by the Code. An annual affirmation of compliance is required to be provided by the Independent Directors on the same.

Independent Directors shall also comply with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct for Prevention of Insider Trading of the Company ("**Insider Trading Code**"). The Independent Directors shall not make use of unpublished price sensitive information.

e. Directors' Fees / Remuneration

A sitting fee will be paid for attending each meeting of the Board of Directors as well as the Board committee meetings attended, as per the provisions of Section 197 and Schedule V of the Companies Act and the articles of association of the Company, as fixed by the board from time to time.

The Independent Director will be entitled to claim reimbursement of all his/ her travelling, hotel and other incidental expenses incurred by him/ her in performance of duties as director of the Company,

f. Stock Options

Independent Director is not eligible to participate in stock options schemes of the Company, if any.

g. Status of Appointment

The Independent Director will not be an employee of the Company and the appointment letter shall not constitute a contract of employment. The Independent Directors will be paid such remuneration by way of sitting fees for meetings of the Board of Directors and its committees as may be decided by the Board of Directors and/ or as approved by the members from time to time.

h. Conflict of Interest

It is accepted and acknowledged that the appointed Independent Directors may have business interests other than those of the Company. Considering the same, they are required to declare any such directorships, appointments and interests to the Board of Directors in writing in the prescribed form at the time of their appointment.

In the event that circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board of Directors to revise its judgments that they are independent, this should be disclosed to both the Chairperson and the Company Secretary.

i. Disclosures, Other Directorships and Business Interests:

During the terms of the Independent Director, he/she will promptly notify/ intimate the Company of the following:

(a) any change in their directorships;
(b) any other disclosures and information as may be required under the applicable laws;
(c) any potential conflict of interest with the position as "Independent Director" of the Company, upon becoming aware of the same;
(d) Declaration under Section 149(7) of the Companies Act, upon any change in circumstances which may affect the status as an "Independent Director"; and
(e) any change in address or other contact and personal details provided to the Company.

j. Confidentiality

All information acquired during the appointment is confidential to the Company and should not be released, either during the appointment or following cessation (by whatever means) to third parties without prior clearance from the Chairman of the Company unless required by law or by the rules of any Stock Exchange or regulatory body. On reasonable request, the Independent Director shall surrender any documents and other materials made available to them by the Company.

Attention is also drawn to the requirements under the applicable regulations and the Insider Trading Code which is concerned with the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, an Independent Director 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 Company Secretary.

Unless specifically authorized by the Company, the Independent Director shall not disclose company and business information to public constituencies such as the media, the financial community, employees, members, agents, franchises, dealers, distributors, and importers.

k. Cessation

Independent Directors may resign from their position at any time and if they wish to do so, they are requested to serve a reasonable written notice on the Board of Directors.

Continuation of their appointment is contingent on getting re-elected by the members in accordance with provisions of Companies Act, the rules framed thereunder and the articles of association of the Company, from time to time in force. They will not be entitled to compensation if the members do not re-elect them at any time.

Their appointment may also be dispensed with in accordance with the provisions of the Companies Act and articles of association of the Company.

l. Performance Evaluation of Independent Directors

The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The re-appointment of an Independent Director shall be subject to satisfactory performance evaluation and applicable approvals.

m. 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. All the Independent Directors of the Company shall strive to be present at such meeting.

ii. The meeting shall:

(a) review the performance of non-independent directors and the Board of Directors 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 management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

n. Miscellaneous

Independent Directors shall give an annual declaration as required under the provision of section 149(7) of the Companies Act and the rules made thereunder.

An independent director shall not serve as an independent director in more than seven listed companies as may be stipulated by the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 or any other law of the land, for the time being in force.

Further, an independent director who is serving as a whole-time director in any listed company shall not serve as an independent director in more than 3 (three) listed companies or such number of listed companies as may be stipulated by the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 or any other law of the land, for the time being in force.

Effective Date

These Terms and Conditions of Appointment of the Independent Director shall be effective from October 5, 2026, being the date of approval by the Board of Directors of the Company.

Disclosure of the Policy

The Policy shall be disclosed on the website of the Company at www.jkshahcommerceeducation.com