

NBM 03/ 2024-2025

Date: 25th July, 2024

**To,
The Board of Directors,**

**Tara Chand InfraLogistic Solutions Limited
(Formerly Tara Chand Logistic Solutions Limited)**

Sub.: NOTICE AND AGENDA OF BOARD MEETING

Dear All,

This is to inform you that the 3rd Meeting of the financial year 2024-25 of the members of the Board of the Company will be held on **Thursday, 01st August, 2024 at 12:30 PM** by Video Conferencing (VC) and other Audio Visual Means (OAVM):

Sr. No.	Particulars of Notice and Agenda
1.	To take note of the Chairman of the Meeting:
	The members of the board are hereby requested to take note of Chairman of the Meeting.
2.	To grant leave of absence, if any, to the member:
	Leave of absence shall be granted to the members who will express their inability to attend the meeting.
3.	To take on record the minutes of previous Board Meeting held on July 01, 2024:
	The members of the Board are hereby requested to confirm the Minutes of the previous meeting held on Monday, July 01, 2024. (Daft Minutes shall be placed at the meeting)
4.	To take on record minutes of the previous committee meetings:
	The members of the Board are hereby requested to take note of the Minutes of the previous meetings of the Committees. Minutes will be placed at the meeting.
5.	To take note of circular resolutions passed by the Board since the previous Board Meeting:
	The Board is hereby requested to take note of the circular resolution(s) passed by the Board since the previous Board Meeting which shall be placed before them at the meeting for their perusal.

6.	To take note of the disclosures received from Ms. Anju Mohanty, Additional Non-Executive Independent Director of the Company:
	<p>The Board is hereby informed that the Company has received disclosures/ declarations from Ms. Anju Mohanty with respect to her appointment as an Additional Non-Executive Independent Director of the Company pursuant to Companies Act, 2013 and SEBI regulations.</p> <p>The same shall be placed before the Board for their perusal.</p>
7.	To take on record the window closure as per the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Trading Window is closed from July 01, 2024 and will be open for trading after 48 hours from the announcement of the Un-Audited Financial Results of the Company for the quarter ended June 30, 2024:
	<p>The members of the Board are hereby informed that with reference to circular no. NSE/CML/2019/11 dated April 02, 2019 issued by National Stock Exchange of India Limited ('NSE'), the Trading Window for dealing in the securities of the Company has already been closed for all the Designated persons and their immediate relatives since Monday , July 01, 2024 until 48 hours after the announcement of the un-audited financial results of the Company for the quarter ended June 30, 2024. The same has been intimated to the stock exchange and concerned persons. The members of the board are requested to take note of the same.</p>
8.	To Discuss on the observations of Internal Auditor for the quarter ended June 30, 2024.
	<p>The members of the Board are hereby requested to review and discuss on the Internal Audit observations of Ms. Nitika Mahajan (Membership No. 530074), Internal Auditor of the Company for the period ended June 30, 2024 and to discuss the internal control weaknesses, if any.</p>
9.	To take on record CFO certificate on results for the quarter ended June 30, 2024:
	<p>As per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CFO shall certify that the financials do not contain any false or misleading statement and the figures do not omit any, material facts. The Certificate will be placed at the meeting. The Members of the Board are requested to take on record the certificate signed by CFO.</p>
10.	To Approve the Un-Audited Financial Results (Standalone) of the Company for the quarter ended on June 30, 2024 along with Limited Review Report:
	<p>The members of the Board are hereby informed that, pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Unaudited Financial Results (Standalone) and Limited Review Report of the Company for the quarter ended June 30, 2024 needs to be discussed, reviewed and approved by the Board of Directors of the Company. Hence, the Members of the Board are requested to discuss, review and approve the same.</p>

11.	To take note of Statement of Deviation for the quarter ended June 30, 2024
	The Board is requested to take note of the Statement of Deviation for the quarter ended June 30, 2024 as reviewed by the Audit Committee in their meeting to be held on the even date.
12.	To take on record other compliances complied by the Company for the Quarter, half year and year ended 31st March, 2024:
	<ul style="list-style-type: none"> a) Filing of Status of Investor Complaints for the quarter ended 30.06.2024 within 21 days i.e. 21/07/2024. The same has been filed by the Company within the due date. b) Filing of Reconciliation of Share Capital Audit (PDF & XBRL) for the quarter ended 30.06.2024 within 30 days i.e. till 29/07/2024. The same shall be filed by the Company within the due date. c) Filing of Certificate confirming securities received from the depository participant for dematerialization were confirmed to the depositories by RTA, for the quarter ended 30.06.2024. The same has been filed by the Company within the due date. d) Filing of Corporate Governance Report (XBRL) for the quarter ended 30.06.2024 within 21 days i.e. 21/07/2024. The same has been filed by the company within the due date. e) Filing of Shareholding pattern under Regulation 31 of the SEBI (LODR) Regulations, 2015 to be filed with the stock exchange within 21 days i.e. 21.07.2024. The same has been filed by the Company within the due date.
13.	To review and take a note of Related Party Transactions entered in the quarter ended June 30, 2024:
	The members of the Board are requested to review and take note of related party transactions as entered by the Company during the quarter ended June 30, 2024. The Details of the same will be placed at the meeting.
14.	To consider and approve CSR expenditure towards CSR Activities for the Financial Year 2024-25:
	<p>The members of the Board are hereby informed that, pursuant to Section 135 and the rules made thereunder, read with schedule VII of the Companies Act, 2013, the Company needs to spend 2% of the average net profit of the preceding three financial years for CSR activities during the financial year 2024-25.</p> <p>The Corporate Social Responsibility (“CSR”) Committee shall recommend the expenditure towards CSR activities for the financial year 2024-25 in their meeting to be held on the even date. The Board is requested to review their recommendation and approve the same if deemed fit and pass a necessary resolution in this behalf.</p>
15.	To consider and approve Annual Action Plan for the financial year 2024-25

	The Board is requested to approve the Annual Action Plan for the financial year 2024-25 as approved & recommended by the CSR Committee in their meeting to be held on the even date.
16.	Take note of submission of report for violation of Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI(PIT) (Amendment)Regulations, 2020:
	The Board Members are hereby informed with regard to submission of report for violation of Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI(PIT)(Amendment)Regulations,2020. The Board of Directors are requested to take note of the same.
17.	To take note of statement of deviation or variation for preferential issue:
	<p>The Board members are hereby informed that as per Regulations 32(1), 32(2) and 32(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), a listed entity is, inter alia, required to submit to the stock exchange, a statement of deviation or variation, pursuant to review by the audit committee, on a quarterly basis for public issue, rights issue, preferential issue etc. indicating,</p> <p>i. deviations, if any, in the use of proceeds of public issue, rights issue, preferential issue etc. and</p> <p>ii. the category wise variation between projected utilization of funds and the actual utilization of funds.</p> <p>Such statement of deviation or variation is to be submitted till the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved.</p> <p>The Board members are requested to kindly review and confirm on the statement as approved by the Audit Committee.</p>
18.	Discuss and take on record the awards presented to staff by the Company for the period April '24 to June'24:
	The members of the Board are hereby informed to discuss and take on record the awards presented by the company to the staff in the period April'24 to June'24.
19.	To discuss any other item:
	Any other item of business may be transacted with the permission of the Chairman and with the consent of a majority of the members present in the Meeting.

Draft of requisite resolutions, if any, will be placed at the Meeting.

The link for attending this meeting through Video Conferencing shall be provided to you in advance. In case of any assistance required w.r.t. Video Conference you can reach at:

Ms. Nishu Kansal
Email: cs.tarachandlsl@gmail.com
Contact: 08146668129

Members attending through Video Conferencing shall ensure that no person other than the concerned member is attending and having access to the proceedings of the meeting.

**For and on behalf of Board of Directors of
Tara Chand InfraLogistic Solutions Limited
(Formerly Tara Chand Logistic Solutions Limited)**

SD/-

**Nishu Kansal
Company Secretary & Compliance Officer
Mem. No. : A33372
ADD: C/o 342 Industrial Area, Phase I,
Chandigarh - 160002**