

**BM: 04/2025-2026**

**Date: 22.10.2025**

**To,  
The Board of Directors,  
Tara Chand Infralogistic Solutions Limited**

**Sub.: Notice and Agenda for the Board Meeting**

Dear All,

This is to inform you that the **4<sup>th</sup>** Meeting of the Financial Year **2025-26** of the Board of Directors of Tara Chand InfraLogistic Solutions Limited (“the Company”) will be held on **Thursday, October 30, 2025** at **12:00 p.m.** at 342, Industrial Area, Phase-1, Chandigarh -160002 through Video Conferencing (VC) and other Audio Visual Means (OAVM) to consider the following business:

| <b>Sr. No.</b> | <b>Particulars of Notice and Agenda:</b>  |
|----------------|---|
| <b>1.</b>      | <b>To take note of the Chairman of the Meeting:</b><br>The members of the Board are hereby requested to take note of Chairman of the Board Meeting of the Company.  |
| <b>2.</b>      | <b>To grant leave of absence, if any, to the Directors:</b><br>Leave of absence shall be granted to the Directors who have expressed their inability to attend the meeting.   |
| <b>3.</b>      | <b>To take on record the minutes of previous Board Meeting held on Thursday, July 31, 2025:</b><br>The members of the Board are hereby requested to confirm the Minutes of the previous meeting held on Thursday, July 31, 2025.<br><i>(Draft Minutes will be placed at the meeting for the Signature).</i>         |
| <b>4.</b>      | <b>To take on record minutes of the previous Audit Committee meeting held on Thursday, July 31, 2025:</b><br>The members of the Board are hereby requested to confirm the Minutes of the previous Audit Committee meeting held on Thursday, July 31, 2025.<br><i>(Draft Minutes will be placed at the meeting).</i> |

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| <b>5.</b> | <b>To take on record minutes of the previous Nomination and Remuneration Committee meeting held on Thursday, July 31, 2025:</b>  |
|           | The members of the Board are hereby requested to confirm the Minutes of the previous Nomination and Remuneration Committee meeting held on Thursday, July 31, 2025.<br><br><i>(Draft Minutes will be placed at the meeting).</i>   |
| <b>6.</b> | <b>To take on record minutes of the previous Corporate and Social Responsibility Committee meeting held on Wednesday, July 30, 2025:</b>   |
|           | The members of the Board are hereby requested to confirm the Minutes of the previous Corporate and Social Responsibility Committee meeting held on Wednesday, July 30, 2025.<br><br><i>(Draft Minutes will be placed at the meeting).</i>  |
| <b>7.</b> | <b>To take on record minutes of the previous Independent Director's meeting held on Wednesday, July 30, 2025:</b>  |
|           | The members of the Board are hereby requested to confirm the Minutes of the previous Independent Director's meeting held on Wednesday, July 30, 2025.<br><br><i>(Draft Minutes will be placed at the meeting).</i>   |
| <b>8.</b> | <b>To take on record the window closure as per the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Trading Window is closed from October 1, 2025 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 September 30, 2025:</b>   |
|           | 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 of the Company with effect from Wednesday, October 1, 2025 and shall remain closed until 48 hours after the announcement of the Un-Audited Financial results of the Company for the quarter ended September 30, 2025.<br><br>The closure of the trading window has been intimated to the stock exchange and duly communicated to all concerned persons and the Board is requested to take note of the same with effect from Wednesday, October 1, 2025 and shall remain closed until 48 hours after the announcement of the Un-Audited Financial results of the Company for the quarter ended September 30, 2025.<br><br>The closure of the trading window has been intimated to the stock exchange and duly communicated to all concerned persons and the Board is requested to take note of the same. |

| 9.      | To take note of quarterly Compliances under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (hereinafter referred to as 'SEBI (LODR) Regulations, 2015') for the quarter ended September 30, 2025 :   |                  |                           |          |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
|---------|--|------------------|---------------------------|----------|---------------------------|---|--|------------------|------------------|--|---|--|---|--|---|--|---|---|--|------------------|------------------|---|--|------------------|-----------------|---|--|------------------|------------------|--|--|
|         | The members of the Board are informed that being a Listed entity, the Company has to comply with various provisions of SEBI (LODR) Regulations, 2015. The status of various intimations/ certificates submitted with the Stock Exchange under SEBI (LODR) Regulations, 2015 for the quarter ended September 30, 2025.  |                  |                           |          |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
|         | <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Particulars</th> <th>Due date</th> <th>Quarterly Compliance Date</th> </tr> </thead> <tbody> <tr> <td rowspan="5">1</td> <td>To take on record Integrated Governance Report under Regulation 27 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2025:</td> <td rowspan="5">October 30, 2025</td> <td rowspan="5">October 17, 2025</td> </tr> <tr> <td>No. of Complaints pending at the beginning of the quarter:</td> <td>0</td> </tr> <tr> <td>No. of complaints received during the quarter:</td> <td>0</td> </tr> <tr> <td>No. of complaints Solved during the quarter:</td> <td>0</td> </tr> <tr> <td>No. of complaints pending at the end of the quarter:</td> <td>0</td> </tr> <tr> <td>3</td> <td>Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2025.</td> <td>October 21, 2025</td> <td>October 20, 2025</td> </tr> <tr> <td>4</td> <td>Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the quarter ended June 30, 2025.</td> <td>October 15, 2025</td> <td>October 6, 2025</td> </tr> <tr> <td>5</td> <td>Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository &amp;</td> <td>October 30, 2025</td> <td>October 20, 2025</td> </tr> </tbody> </table> | Sr. No.          | Particulars               | Due date | Quarterly Compliance Date | 1 | To take on record Integrated Governance Report under Regulation 27 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2025: | October 30, 2025 | October 17, 2025 | No. of Complaints pending at the beginning of the quarter: | 0 | No. of complaints received during the quarter: | 0 | No. of complaints Solved during the quarter: | 0 | No. of complaints pending at the end of the quarter: | 0 | 3 | Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2025. | October 21, 2025 | October 20, 2025 | 4 | Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the quarter ended June 30, 2025. | October 15, 2025 | October 6, 2025 | 5 | Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & | October 30, 2025 | October 20, 2025 |  |  |
| Sr. No. | Particulars  | Due date         | Quarterly Compliance Date |          |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
| 1       | To take on record Integrated Governance Report under Regulation 27 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2025:   | October 30, 2025 | October 17, 2025          |          |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
|         | No. of Complaints pending at the beginning of the quarter:   |                  |                           | 0        |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
|         | No. of complaints received during the quarter:   |                  |                           | 0        |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
|         | No. of complaints Solved during the quarter:   |                  |                           | 0        |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
|         | No. of complaints pending at the end of the quarter:   |                  |                           | 0        |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
| 3       | Shareholding pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2025.   | October 21, 2025 | October 20, 2025          |          |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
| 4       | Certificate under Regulation 74 (5) of the SEBI [Depositories and Participants] Regulations, 2018 for the quarter ended June 30, 2025.   | October 15, 2025 | October 6, 2025           |          |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |
| 5       | Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository &   | October 30, 2025 | October 20, 2025          |          |                           |   |  |                  |                  |  |   |  |   |  |   |  |   |   |  |                  |                  |   |  |                  |                 |   |  |                  |                  |  |  |

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|            | Participant) Regulations, 2018 for the quarter ended June 30, 2025.   |  |  |
|            | The members of the Board are requested to take note of the above Compliances.   |  |  |
| <b>10.</b> | <b>To review certificate issued by Chief Financial Officer (CFO) and Chief Executive Officer (CEO) pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September 30, 2025:</b>  |  |  |
|            | <p>The members of the Board are hereby informed that pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinay Kumar, Managing Director and Mr. Himanshu Aggarwal, CFO shall issue certificate, certifying that the Un-Audited Financial Results (Standalone) for the quarter ended September 30, 2025 does not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.</p> <p>The abovementioned certificate shall be circulated to the members of the Board. The Board is requested to review and take note of the same.</p> <p><b><i>(Certificate will be placed at the meeting).</i></b></p> |  |  |
| <b>11.</b> | <b>To discuss on the observations of the Internal Auditor for the quarter ended September 30, 2025.</b>   |  |  |
|            | <p>The members of the Board are hereby informed that the Internal Audit Report for the period ended September 30, 2025 issued by Ms. Nikita Mahajan (Membership No. 530074), Internal Auditor of the Company shall be placed at the meeting.</p> <p>The members of the Board are hereby requested to review and discuss on the Internal Audit observations and to discuss the internal control weaknesses, if any.</p>  |  |  |
| <b>12.</b> | <b>To consider the recommendation of Audit Committee and approve the Un-Audited Financial Results (Standalone) of the Company for the quarter ended on September 30, 2025 along with Limited Review Report:</b>   |  |  |
|            | <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 September 30, 2025 needs to be discussed, reviewed and approved by the Board of Directors of the Company.</p> <p>The Un-Audited Financial Results (Standalone) of the Company along with the Limited Audit Report for the quarter ended September 30, 2025 as recommended by the Audit committee shall be placed before the Board for their approval.</p>  |  |  |

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|            | <p><b><i>(Draft of financial results (Standalone) shall be placed at the meeting).</i></b></p> <p>The members of the Board are requested to pass the following resolution with or without modification(s):</p> <p><b>“RESOLVED THAT</b> the Un-Audited Draft Financial Results for the quarter ended September 30, 2025 along with Limited Review Report for the Un-Audited Financial results as recommended by the Audit Committee and placed before the Board be and is hereby approved.</p> <p><b>RESOLVED FURTHER THAT</b> Directors and Company Secretary of the Company be and are hereby jointly/severally authorized to sign such forms/returns, and various documents as may be required to be submitted to the Stock Exchange or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”</p>   |
| <b>13.</b> | <b>To review and take note of the Related Party Transactions entered in the quarter ended on September 30, 2025:</b>  |
|            | 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 September 30, 2025. The Details of the same will be placed at the meeting.  |
| <b>14.</b> | <b>To consider and approve the incorporation of a Section 8 Company for undertaking CSR Activities:</b>   |
|            | <p>The members of the Board are hereby informed that pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, companies subject to CSR requirements may undertake CSR activities either directly or through certain eligible entities, including a Company incorporated under Section 8 of the Companies Act, 2013 established by the Company.</p> <p>In order to ensure focused implementation and monitoring of CSR initiatives and to comply with the statutory requirements, it is proposed to incorporate a Section 8 Company for the purpose of carrying out the Company’s CSR activities.</p> <p>The Board is further informed that the Company shall subscribe to the Subscribers’ Sheet of the proposed Section 8 Company by contributing a sum of Rs. 25000/- (25%) as initial capital and becoming one of the subscribers. The Board is also further informed that pursuant to subscription to the Subscribers’ Sheet, the Company shall be the Promoter of the Company.</p> |

The Board is requested to consider and approve the proposal for incorporation of the Section 8 Company and authorize the necessary steps, including finalizing the name, objects, capital contribution and appointment of subscribers and Directors, as may be required under applicable laws.

The members of the Board are requested to pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the committee members be and is hereby accorded to incorporate a not-for-profit company under Section 8 of the Companies Act, 2013 (hereinafter referred to as the "Section 8 Company") for the purpose of undertaking the Corporate Social Responsibility (CSR) activities of the Company.

**RESOLVED FURTHER THAT** the Section 8 Company shall be incorporated with the following proposed name(s), subject to availability and approval by the Registrar of Companies:

TARA CHAND SAMRIDDHI FOUNDATION

**RESOLVED FURTHER THAT** the main objects of the proposed Section 8 Company shall be to carry out CSR activities in accordance with Schedule VII of the Companies Act, 2013 and the CSR Policy of the Company, and to act as an implementing agency under Rule 4(1) of the Companies (CSR Policy) Rules, 2014.

**RESOLVED FURTHER THAT** the Company do subscribe to the Subscribers' Sheet of the proposed Section 8 Company and contribute a sum of Rs. 25000/- (Rupees Twenty Five Thousand only) towards its initial capital.

**RESOLVED FURTHER THAT** the following persons be and are hereby authorized to act as the initial subscribers and first Directors of the proposed Section 8 Company:

Tara Chand Infralogistic Solutions Limited (Subscriber)  
Mr. Vinay Kumar, (Subscriber & Director)  
Mr. Himanshu Aggarwal, (Subscriber & Director)  
Ms. Anju Aggarwal, (Subscriber & Director)

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution, including but not limited to drafting and finalizing the Memorandum and Articles of Association, applying for name reservation,

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|            | <p>filing incorporation forms with the Registrar of Companies, obtaining necessary approvals and representing the Company before statutory authorities.</p> <p><b>RESOLVED FURTHER THAT</b> a certified true copy of this resolution be provided to the concerned authorities and agencies as and when required.</p>  |
| <b>15.</b> | <b>To consider and approve the incorporation of a Wholly Owned Subsidiary:</b>  |
|            | <p>The members of the Board are hereby informed that it is proposed to incorporate a wholly-owned public limited Company. In terms of Section 2(87) of the Companies Act, 2013, the incorporated Company shall be a wholly-owned subsidiary of the Company.</p> <p>The members of Board are further informed that, it is proposed to authorise Ms. Shefali Singhal, Company Secretary and Compliance Officer to make application to the Central Registration Centre ("CRC").</p> <p>The proposed entity shall be incorporated with the Company as its subscriber and such other nominee shareholders required to achieve minimum number of shareholders for public company. The proposed subsidiary shall have its own governance structure, objects aligned with the Articles of Association to be adopted thereon. Schedule VII of the Companies Act, 2013 .</p> <p>The members of the Board are requested to pass the following resolution with or without modification(s):</p> <p><b>"RESOLVED THAT</b> subject to provisions of section 179 of the Company Act, 2013 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject obtaining all requisite approvals, the consent of Board of Directors be and is hereby accorded to incorporate a wholly owned subsidiary in India.</p> <p><b>RESOLVED FURTHER THAT</b> consent of the Board be and is hereby given for making investment and subscribing for initial Paid up Capital of an amount not exceeding Rs. 1,00,00,000/- (Rupees One Crore) .</p> <p><b>RESOLVED FURTHER</b> Mr. Himanshu Aggarwal (WTD &amp; CFO) or Ms. Shefali Singhal, (Company Secretary) be and are hereby authorized to sub-delegate any of the powers herein conferred upon them to such persons as they may deem necessary, advisable or appropriate.</p> <p><b>RESOLVED FURTHER THAT</b> any and all actions of the Authorized Representative and nominee in pursuant to, or in furtherance of the intent and purposes of the foregoing resolutions, are hereby in all respects adopted, approved, confirmed and ratified as the valid and subsisting acts of this Company.</p> |

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|            | <p><b>RESOLVED FURTHER THAT</b> Mr. Himanshu Aggarwal (WTD &amp; CFO )or Ms. Shefali Singhal, (Company Secretary)of the Company be and are hereby severally authorized to execute, sign, seal and deliver in the name and on behalf of the Company, any and all agreements, deeds, forms, notices, communications or documents relating to, or ancillary to, the incorporation of the Proposed Subsidiary, with full power to approve any amendment, alteration or modification to such agreements, deeds or documents, and to sign and submit and do all such acts, deeds and things and to execute such documents or writings as may be necessary for the purpose of giving effect to this resolution and for matters connected therewith or incidental or ancillary thereto.</p> <p><b>RESOLVED FURTHER THAT</b> a certified true copy of the foregoing resolution may be given to anyone concerned or interested in the matter by any Director or Company Secretary of the Company.”</p> |
| <b>16.</b> | <b>To take note of review made by the Audit Committee on the Inter-corporate loans and Investments made, if any, in the quarter ended September 30, 2025.</b>  |
|            | The members of the Board are hereby requested to take note of the review made by the Audit Committee on Inter-Corporate loans and Investment, if any, made by the Company for the period starting from July 1, 2025 to September 30, 2025.   |
| <b>17.</b> | <b>To review the functioning of the Whistle Blower Mechanism and complaints received, if any during the quarter ended September 30, 2025 along with complaints of sexual harassment:</b>   |
|            | The members of the Board are requested to review the status of the complaints received during the quarter ended September 30, 2025 under Prevention of Sexual Harassment at Workplace, if any.   |
| <b>18.</b> | <b>To take on record the minimum information to be placed before Board of Directors as per Part A Schedule II of SEBI (Listing and Disclosure Requirements), 2015:</b>   |
|            | The members of the Board hereby informed that, as per Regulation 17(7) and as pursuant to Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has to place the minimum information as prescribed before the Board.  |
|            | The same will be placed at the meeting.  |
| <b>19.</b> | <b>To 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, if any:</b>  |
|            | The members of the Board are hereby informed to discuss and take on record   |

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|            | submission of report for violation of Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (PIT) (Amendment) Regulations, 2020, if any. |
| <b>20.</b> | <b>To discuss and take on record the awards presented to staff by the Company for the period from July 2025 to September 2025:</b>  |
|            | The members of the Board are hereby informed to discuss and take on record the awards presented by the Company for the period from July 2025 to September 2025.                 |
| <b>21.</b> | <b>Any other item:</b>  |
|            | Any other item of business may be transacted with the permission of the Chairman and with the consent of a majority of the directors present in the Meeting.                    |

**Draft of requisite resolution 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 can reach at:

- Ms. Shefali Singhal  
Company Secretary & Compliance Officer  
Email: cs@tarachandindia.in  
Contact:08146668129

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

**For and on behalf of Board of Directors of  
Tara Chand Infra Logistic Solutions Limited**

**SD/-  
Shefali Singhal  
Company Secretary & Compliance Officer  
Mem. No.: A34314**