

BOARD DIVERSITY POLICY

1. INTRODUCTION:

The Board Diversity Policy (**'the Policy'**) sets out the approach to diversity on the Boards of Directors of the Tara Chand Infrologistic Solutions Limited (hereinafter referred to as **"the Company"**). The Company recognizes and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors.

The Board shall have an optimum combination of executive, Non-executive and Independent directors in accordance with the requirements of Articles of Association of the Company, the Companies Act 2013, Regulation 19(4) read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the statutory regulatory and contractual obligations of the Company.

2. DEFINITIONS:

- a. In this policy unless the context otherwise requires:
 - i. **"Act"** means the Companies Act, 2013 and rules made thereunder.
 - ii. **"Board of Directors" or "Board"**, in relation to the company, means the collective body of the Directors of the company.
 - iii. **"Committee"** means the Nomination and Remuneration Committee of the company as constituted or reconstituted by the Board.
 - iv. **"Company"** means Tara Chand Infrologistic Solutions Limited.
 - v. **"Independent Director"** means director referred to in Section 149(6) of the Companies Act, 2013, read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - vi. **"Policy"** means this Board's Diversity Policy.
- b. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

3. SCOPE OF APPLICATION:

The Policy applies to the Board of Directors. It does not apply to diversity in relation to employees of the Company.

4. POLICY STATEMENT:

The Company believes diverse board with differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender will ensure that the Company retains its competitive edge. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

Nomination Committee and Remuneration Committee ('the Committee') reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors.

The Committee shall:

- a) In reviewing Board composition, consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
- b) In identifying suitable candidates for appointment with the Board, consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.
- c) discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption

Further the committee will ensure that no person is discriminated against on the grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin, ancestry, marital status, age, sexual orientation or any other personal or physical attribute which does not speak to such person's ability to perform as a board member.

5. REVIEW OF THE POLICY:

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval. Also, at any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

6. AMENDMENT OF POLICY:

The Committee shall review the Policy from time to time and recommend appropriate modifications, as may be necessary, to the Board of Directors for approval.