



**TEJAS CARGO INDIA LIMITED**

**POLICY ON DIVERSITY OF BOARD OF DIRECTORS**

(Adopted by Board of Directors in its meeting held on October 26, 2024. Effective from October 26, 2024.)

**TEJAS CARGO INDIA LIMITED**

**CIN:** U60230HR2021PLC094052

**Registered Office:**

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Vatika Mindscape 12/3,  
Mathura Road, Sector-27D,  
NH-2, Faridabad,  
Haryana, India, 121003



## POLICY ON DIVERSITY OF BOARD OF DIRECTORS

### 1. PREAMBLE

The Board of Directors (hereinafter referred as the “**Board**”) of Tejas Cargo India Limited (hereinafter referred as the “**Company**”) has adopted the following Policy on Diversity of Board of Directors (hereinafter referred as the “**Policy**”) pursuant to the Section 178 of the Companies Act, 2013 (“**Act**”) and Regulation 19 read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”).

This policy has been formulated to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors with diverse backgrounds and expertise. This Policy has been adopted by the Board based on the recommendations of the Nomination & Remuneration Committee (“**the Committee**”).

### 2. OBJECTIVES

The Board have formulated this policy recognizing that one of the key functions of the Committee is ensuring a transparent nomination process to the board with the diversity of thought, qualifications, varied experience, industry knowledge, perspective and gender in the Board. The Policy sets out the approach to diversity on the Board of the Company so as to ensure that the Board has an appropriate blend of functional and industry expertise. The company believes in diversity and values the benefits it brings to the Board. The Board believes that a diverse Board makes prudent business sense and encourages transparency and corporate governance.

### 3. DEFINITIONS

“**Act**” means the Companies Act, 2013 and shall include all rules, regulations, sub-ordinate legislations made thereunder, amendments, modifications and re-enactments of the foregoing.

“**Articles**” or “**AOA**” means the Articles of Association of the Company as may be amended from time to time.

“**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.

“**Policy**” shall mean Policy on Diversity of Board of Directors, as amended from time to time.

“**Listing Regulations**” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

All other capitalized terms not defined under this Policy shall have the same meaning as ascribed to them under the Act or regulation, as the case may be.

### 4. POLICY

The Board comprises adequate number of members with a diverse mix of expertise, experience, appropriate balance of skills and diversity of perspective, cultural and geographical backgrounds, eminence in areas of financial services, technology, banking, business transformation and strategy and risk management etc. The Board believes that the skills, expertise and background collectively represented on the Board should reflect the diverse nature of the business environment in which the Company operates. 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 and transparent. The Committee reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Director(s). While recommending the appointment of a Director, the Committee will consider the criteria as laid down under the Act, Nomination & Remuneration policy and applicable Regulations/Guidelines issued by Statutory and Regulatory Authorities.



The Committee also oversees the annual performance evaluation of Board. The Committee shall review the Board composition in terms of the size of the Board, optimum combination of executive and non-executive directors, the number of independent directors and women director, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Act, Listing Regulations, Reserve Bank of India Guidelines and other relevant statutory, regulatory and contractual obligations of the Company.

The Company will periodically assess the expertise, experience, skills and backgrounds of its directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of knowledge, experience, expertise and skills including an appropriate number of women directors.

#### **5. DISCLOSURE**

This Policy constitutes the entire document in relation to its subject matter. In the event that any term, condition or provision of this Policy being held to be a violation of any Applicable Law, statute or regulation, the same shall be severable from the rest of this Policy and shall be of no force and effect, and this Policy shall remain in full force and effect as if such term, condition or provision had not originally been contained in this Policy. Further, the regulatory guidelines as prescribed shall prevail in the event of any amendments or requirements not incorporated in the policy.

This Policy will be communicated to all concerned persons of the Company and shall be placed on the website of the Company at [tcpl.in](http://tcpl.in)

#### **6. AMENDMENT**

In case of any subsequent changes in the provisions of the Act or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be deemed appropriate by the Committee and the Committee shall recommend any amendment or revision in the policy to the Board for their approval. Any changes or modification to the policy would be placed before the Board for their approval.

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