ROYAL CHAIN LIMITED
(FORMERLY KNOWN AS ROYAL CHAIN PRIVATE LIMITED & ROYAL CHAINS PRIVATE LIMITED)
GST : 27AAGCR6146R1ZL CIN : U74120MH2013PLC247888
Registered Office : 1st Floor, 127/129, Office No. 101/102,Royal House, Shaikh Memon Street,
Zaveri Bazaar, Kalbadevi,Mumbai - 400002. Maharashtra.

POLICY ON DIVERSITY OF BOARD

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POLICY ON DIVERSITY OF BOARD

A. PREAMBLE:

The Board of Directors ("the Board") of Royal Chain Limited ("the Company") recognizes that a diverse and inclusive Board is essential for ensuring balanced decision-making, sound governance, and long-term success.

Diversity at the Board level enhances performance by bringing together varied perspectives, skills, and experience relevant to the Company's strategic direction and growth.

Accordingly, the Board has adopted this Policy on Diversity of the Board ("the Policy") at its meeting held on 8th September, 2026 to set out the framework and approach to achieve diversity in the composition of the Board.

B. OBJECTIVE AND POLICY STATEMENT:

1. The Company embraces the benefits of having a diverse Board, as diversity enables better utilization of the differences in knowledge, experience, skills, background, and perspectives of its members. The Nomination and Remuneration Committee shall consider this Policy, along with the Nomination and Remuneration Policy, in assessing the Board composition and making recommendation(s) to the Board for appointment of Director(s).
2. Pursuant to Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the Nomination and Remuneration Committee ("**NRC**") of the Board is required to devise a policy on diversity of board of directors. In compliance with the SEBI Listing Regulations, the Company has formulated this Board Diversity Policy.
3. The Company aims to maintain a balanced composition of the Board that supports effective governance and contributes to sustainable value creation.
4. Diversity shall be considered from a wide range of aspects, including but not limited to gender, age, cultural and educational background, professional experience, industry exposure, and skills.
5. All appointments to the Board shall be made based on merit and the contribution that each candidate can bring to the Board, while recognizing the importance of diversity in enhancing the Board's overall effectiveness.
6. The Company believes that a diverse Board will:

    - Drive result-oriented business performance;
    - Promote effective corporate governance;
    - Strengthen decision-making processes;
    - Ensure sustainable development; and
    - Enhance the reputation and stakeholder confidence in the Company.

C. SCOPE:

This Policy applies only to the Board of Directors of the Company and not to the employees of the Company.

D. DEFINITIONS AND INTERPRETATION:

In this Policy, words and expressions shall have the meaning assigned to them below. Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities

Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act, 2013, and rules and regulations made thereunder.

1. **"Act"** shall mean the Companies Act, 2013 and rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time;

2. **"Board"** shall mean the Board of Directors of the Company

3. **"Directors"** shall mean all the members of the Board of Directors of the Company, including the Independent Directors;

4. **"Independent Directors"** shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the Listing Regulations;

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

6. **"Nomination and Remuneration Committee"** shall mean the nomination and remuneration committee constituted by the Board in accordance with the provisions of the Companies Act, 2013;

E. OPTIMUM COMPOSITION:

1. Optimum Composition of the Board:

   a) The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent and women director(s) in accordance with requirements of the Companies Act, SEBI Listing Regulations, the articles of association of the Company and other statutory, regulatory and contractual obligations of the Company.

F. FUNCTIONAL DIVERSITY:

1. Appointment of Directors shall be based on the specific needs and business of the Company. Appointments shall be done based on qualification, knowledge, experience and skill of proposed appointee, which is relevant to business of the Company.
2. Knowledge and experience in domain area shall be duly considered while making appointments to the level of the Board. The Committee shall review the profile of the prospective candidates for appointment as Director(s) on the Board taking into consideration knowledge, skills, experience, financial literacy/expertise, global market awareness, diversity and other relevant factors required on the Board to maintain a high level of ethical standards. The Committee and Board shall ensure fairness and non-discrimination in the remuneration, recruitment, and promotion of Directors.
3. While appointing Independent Director, care shall be taken so as to ascertain the independence of the proposed appointee.
4. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.
5. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
6. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

a. use the services of external agencies, if required;
b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
c. consider the time commitments of the candidates.

7. Directorships in other companies may also be taken into account while determining the candidature of a person.

G. MONITORING, EVALUATION AND REPORTING:

The Nomination and Remuneration Committee and its policy are in compliance with Section 178 of the Act and the Listing Regulations. Monitoring, evaluation and reporting shall be in strict compliance with the same.

H. REVIEW OF THE POLICY:

1. The Nomination and Remuneration Committee shall review the policy annually, which will include an assessment of the effectiveness of the policy
2. The Nomination and Remuneration Committee shall discuss any revision that may be required and recommend such revisions to the Board for approval. The Committee may modify and/or amend this Policy at any time subject to the provisions of the SEBI Listing Regulations and the Companies Act and rules framed thereunder and any other applicable laws.

I. DISCLOSURE OF THE POLICY:

1. The Policy shall be published for public information on the Company's website i.e. www.royalchains.com
2. Complying with 46(2)(i) of the Listing Regulations, a summary of the Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives shall be disclosed annually by the Company in the corporate governance report.

Effective Date:
Date of the approval by the Board: 8th September, 2026

Sd/-
Chairman Signature

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