J.K.SHAH COMMERCE EDUCATION LIMITED

BOARD DIVERSITY POLICY

(Under Section 178(3) of the Companies Act, 2013 read with Regulation 19(4) and Part D of Schedule II of the (Listing Obligations and Disclosure Requirements) Regulations, 2015) ("**SEBI Listing Regulations**"), which sets out a framework to promote diversity on the Board.

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

1. Title

This Policy on Board Diversity (the **"Policy"**) for the Board of Directors (the "**Board**") of J.K. Shah Commerce Education Limited (the "**Company**") has been formulated in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") 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. This policy shall be called the 'Policy on diversity on the Board of Directors' ("**Board Diversity Policy**").

2. Applicability

As per Regulation 19(4) read with Part D of Schedule II of the SEBI Listing Regulations, a listed entity is required to devise a policy on diversity of board of directors only and does not apply to diversity in relation to the employees of the Company. In compliance with the SEBI Listing Regulations, the Company has formulated this Board Diversity Policy.

This Board Diversity Policy shall be adhered to in accordance with the applicable laws and regulations in India, as amended from time to time, and in the event of any conflict between the provisions of this Policy and the provisions of applicable law, the applicable law shall prevail. Any subsequent amendment or modification to the applicable law shall automatically apply to this Board Diversity Policy.

3. Policy Statement

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Board Diversity Policy shall conform to the following two principles for achieving diversity on the Board:

- Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

i. Gender: The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one woman director on the Board. Any vacancy in the office of the woman director shall be filled within the time period prescribed under the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

ii. Ethnicity: The Company shall promote diversity in terms of geographical, cultural and social backgrounds so that directors bring varied perspectives and experiences to the Board for the benefit of the Company's business.

iii. Educational qualification: The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, education, teaching, operations of the company's businesses and other disciplines related to the company's businesses. The Board shall have at least one Director who has accounting or financial management related expertise and who is financially literate.

4. Role of the Nomination and Remuneration Committee ("NRC")

The NRC shall be responsible for:

a) Reviewing and assessing the Board composition on behalf of the Board and shall recommend to the Board the appointment of new directors based on their qualifications, positive attributes and independence;
b) Formally assessing the appropriate mix of diversity, skills, experience, and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
c) Making recommendations to the Board in relation to Board succession, including the succession of the chairman, to maintain an appropriate mix of diversity, skills, experience, and expertise on the Board;
d) Reviewing and reporting to the Board in relation to board diversity;
e) Make recommendations to the Board regarding the measurable objectives; and
f) In addition to the above, performing such other roles and responsibilities of the NRC as may be prescribed under the SEBI Listing Regulations, the Companies Act, 2013, and the rules and regulations made thereunder, as amended from time to time.

In reviewing the Board composition, NRC will 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.

5. Monitoring and Reporting

The NRC will report to the Board on:

- ✓ Initiatives undertaken by the committee in relation to board diversity and to achieve the measurable objectives.
- ✓ Progress in achieving the measurable objectives and to make recommendations to the Board on the same.

The following measurable objectives shall be considered by the NRC:

- Maintaining an appropriate balance of Executive, Non-Executive and Independent Directors.
- Ensuring compliance with statutory requirements relating to woman directors and independent directors.
- Maintaining a diverse mix of qualifications, skills, experience and industry backgrounds on the Board.
- Periodically reviewing Board composition to identify gaps in expertise and diversity.

Upon applicability of the SEBI Listing Regulations, the NRC shall report annually in the Corporate Governance Report on the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy.

6. Review

The effective implementation of this Board Diversity Policy requires that shareholders can judge for themselves whether the Board as constituted, is adequately diverse. To this end, the Company shall continue to provide sufficient information to shareholders about the size, qualifications, and characteristics of each Board member. The Board may amend, modify, revise or replace any provision of this Policy.

7. Disclosures

A summary of this Policy together with the initiatives undertaken towards achieving Board diversity shall be disclosed. in the corporate governance report annually.

8. Effective Date

This Board Diversity Policy shall be effective from October 5, 2026, being the date of its approval by the Board of Directors.

9. Dissemination of the Board Diversity Policy

The Board Diversity Policy will be hosted on the Company's website at: www.jkshahcommerceeducation.com