Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Form language
(•) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) U55101ML1986PLC002482

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) 31/03/2026

(c) *Type of Annual filing (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	HOTEL POLO TOWERS LIMITED	HOTEL POLO TOWERS LIMITED
Registered office address	HOTEL POLO TOWERS POLO GROUNDS,NA,SHILLONG,Meghalaya,India,793001	HOTEL POLO TOWERS POLO GROUNDS,NA,SHILLONG,Meghalaya,India,793001
Latitude details	25.580898	25.580898
Longitude details	91.886829	91.886829

(a) *Photograph of the registered office of the Company showing external building and name prominently visible Registered Office.pdf

(b) *Permanent Account Number (PAN) of the company AA******4B

(c) *e-mail ID of the company *****nts@hotelpolotowers.com

(d) *Telephone number with STD code +91********41

(e) Website: www.polohotelsandresorts.com

iv *Date of Incorporation (DD/MM/YYYY): 07/02/1986

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company): Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company): Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company): Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date): (●) Yes ( ) No

vii (a) Whether shares listed on recognized Stock Exchange(s): ( ) Yes (●) No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent:

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held: (●) Yes ( ) No

(b) If yes, date of AGM (DD/MM/YYYY): 09/09/2026

(c) Due date of AGM (DD/MM/YYYY): 30/09/2026

(d) Whether any extension for AGM granted: ( ) Yes (●) No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension:

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY):

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Services activities	55	Accomodation	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 6

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U55101ML2014PTC008559		EFFICIENT HOTELS INDIA PRIVATE LIMITED	Subsidiary	49.42
2	U55101ML2014PTC008571		BURGUNDY HOTELS PRIVATE LIMITED	Subsidiary	89.10
3	U45202WB1987PLC042377		MANOR FLOATEL LTD	Subsidiary	0.00
4	U74900WB2008PTC129675		BRIGHTERSIDE RENEWABLE ENERGY VENTURES PRIVATE LIMITED	Subsidiary	0.00
5		ACN-1050	SEABIRD DEALTRADE LLP	Subsidiary	99.99
6	U55101ML2026PTC014269		POLO TOWERS ASSAM PRIVATE LIMITED	Subsidiary	0.00

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	75000000.00	57873000.00	57873000.00	57873000.00
Total amount of equity shares (in rupees)	150000000.00	115746000.00	115746000.00	115746000.00

Number of classes: 1

Class of shares: Equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	75000000	57873000	57873000	57873000
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	150000000	115746000	115746000	115746000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital

Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	57873000	57873000.00	115746000	115746000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	0.00	57873000.00	57873000.00	115746000.00	115746000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares) 1

Class of shares		EQUITY
Before split / Consolidation	Number of shares	289365

	Face value per share	100
After split / consolidation	Number of shares	57873000
	Face value per share	2

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers: 3

Attachments:

1. Details of shares/Debentures Transfers: Transfer Details_2025-26.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes: 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes | 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover 686450000

ii * Net worth of the Company 898040000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	57872997	100.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others				
	Total	57872997.00	100	0.00	0

Total number of shareholders (promoters) 4

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others	0	0.00	0	0.00
	Total	3.00	0	0.00	0

Total number of shareholders (other than promoters) 3

Total number of shareholders (Promoters + Public/Other than promoters) 7.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1
2	Individual - Male	5
3	Individual - Transgender	0
4	Other than individuals	1
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	0	3
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	2	0	54.59	0
B Non-Promoter	1	0	1	3	0.01	0.00
i Non-Independent	1	0	1	0	0.01	0
ii Independent	0	0	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	0	3	3	54.60	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 9

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
DEVAL TIBREWALLA	00466498	Whole-time director	13482397	
DEVAL TIBREWALLA	ADDPT7383F	CEO	0	
KISHAN TIBREWALLA	00386719	Whole-time director	18109400	
NEERAV HARISH GOSWAMY	00047149	Director	0	
SALONI JHUNJHUNWALLA	02208368	Director	0	
ANIL KOCHAR	00943161	Director	0	
PRASHANT GUPTA	06596452	Whole-time director	1	
PRASHANT GUPTA	AJUPG6855C	CFO	0	
RAGHAV JHUNJHUNWALA	ALCPJ3808Q	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
DEVAL TIBREWALLA	ADDPT7383F	CEO	01/04/2025	Appointment
NEERAV HARISH GOSWAMY	00047149	Director	08/09/2025	Appointment
SALONI JHUNJHUNWALLA	02208368	Director	08/09/2025	Appointment
ANIL KOCHAR	00943161	Director	08/09/2025	Appointment
PRASHANT GUPTA	06596452	Whole-time director	01/04/2025	Appointment
PRASHANT GUPTA	AJUPG6855C	CFO	01/04/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held 9

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meeting	02/05/2025	4	4	100
Extraordinary General Meeting	10/05/2025	4	4	100
Extraordinary General Meeting	09/06/2025	4	4	100
Extraordinary General Meeting	25/06/2025	4	4	100
Extraordinary General Meeting	08/07/2025	7	7	100
Extraordinary General Meeting	08/08/2025	7	7	100
Extraordinary General Meeting	05/09/2025	7	7	100
Extraordinary General Meeting	12/09/2025	7	7	100
Annual General Meeting	21/09/2025	7	7	100

B BOARD MEETINGS

*Number of meetings held | 18

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2025	2	2	100
2	09/04/2025	3	3	100
3	18/04/2025	3	3	100
4	30/04/2025	3	3	100
5	08/05/2025	3	3	100
6	04/06/2025	3	3	100
7	17/06/2025	3	3	100

8	28/06/2025	3	3	100
9	01/07/2025	3	3	100
10	10/07/2025	3	3	100
11	06/08/2025	3	3	100
12	08/09/2025	3	3	100
13	15/09/2025	6	6	100
14	18/09/2025	6	6	100
15	21/09/2025	6	6	100
16	23/09/2025	6	6	100
17	27/09/2025	6	5	83.33
18	22/01/2026	6	6	100

C COMMITTEE MEETINGS

Number of meetings held: 7

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/09/2025	3	3	100
2	Audit Committee	23/09/2025	3	3	100
3	Audit Committee	27/09/2025	3	3	100
4	Audit Committee	22/01/2026	3	3	100
5	Nomination and Remuneration Committee	30/03/2026	4	4	100
6	Corporate Social Responsibility Committee	21/03/2026	3	3	100
7	Risk Management Committee	21/03/2026	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	09/09/2026 (Y/N/NA)
1	DEVAL TIBREWALLA	18	18	100	6	6	100	Yes
2	KISHAN TIBREWALLA	18	18	100	2	2	100	Yes
3	NEERAV HARISH GOSWAMY	6	6	100	1	1	100	Yes
4	PRASHANT GUPTA	17	17	100	1	1	100	Yes
5	SALONI JHUNJHUNWALLA	6	5	83	5	5	100	Yes
6	ANIL KOCHAR	6	6	100	7	7	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Kishan Tibrewalla	Whole-time director	11000400	0	0	0	11000400.00
2	Deval Tibrewalla	Whole-time director	17000400	0	0	0	17000400.00
3	Prashant Gupta	Whole-time director	12060000	0	0	0	12060000.00
	Total		40060800.00	0.00	0.00	0.00	40060800.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount

	Total		0.00	0.00	0.00	0.00	0.00

C *Number of other directors whose remuneration details to be entered | 0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder	7

XIV Attachments

(a) List of share holders, debenture holders	Details of Shareholder or Debenture holder_updated.xlsm
(b) Optional Attachment(s), if any	MGT -8 HPT (1).pdf List of Shareholders_HPTL.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of HOTEL POLO TOWERS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.

6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by	
Name	Hari Om Singh
Date (DD/MM/YYYY)	18/10/2026
Place	Delhi

Whether associate or fellow:

(•) Associate ( ) Fellow

Certificate of practice number	2*3*3

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person	06596452
*(b) Name of the Designated Person	PRASHANT GUPTA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 04 dated*

(DD/MM/YYYY) 07/09/2026 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*5*6*5*

***To be digitally signed by**

(●) Company Secretary ( ) Company secretary in practice

*Whether associate or fellow:

( ) Associate (●) Fellow

Membership number 1*4*7

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN) AC7518516

eForm filing date (DD/MM/YYYY) 10/11/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

POLO
HOTELS GROUP

List of Shareholders as on 31.03.2026

Name	No. of Shares	Amount (Rs. 2/- per share)	Percentage
Kishan Tibrewalla	1,81,09,400	3,62,18,800.00	31.29
Prem Tibrewalla	1,39,76,000	2,79,52,000.00	24.15
Deval Tibrewalla	1,34,82,397	2,69,64,794.00	23.30
Kishan Tibrewalla (HUF)	1,23,05,200	2,46,10,400.00	21.26
Prashant Gupta	1	2.00	0.00
Niroj Kumar Mohanty	1	2.00	0.00
Subhadip Dam	1	2.00	0.00
TOTAL	**5,78,73,000**	**11,57,46,000.00**	**100.00**

For & on behalf of Hotel Polo Towers Ltd

Raghav Jhunjhunwala

HOTEL POLO TOWERS LIMITED

Raghav Jhunjhunwala
Company Secretary
M. No – F12477

Hari Om Singh & Associates
(Peer Reviewed Firm)
Company Secretaries
Mobile: 09711183957
E-mail:cshariom21@gmail.com

FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

To
M/s. HOTEL POLO TOWERS LIMITED
CIN: U55101ML1986PLC002482
Registered Office: Hotel Polo Towers, Polo Grounds, Shillong, Meghalaya – 793001

I have examined the registers, records, books and papers of M/s. **HOTEL POLO TOWERS LIMITED** (the "Company") having **CIN:** U55101ML1986PLC002482 as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made thereunder for the financial year ended 31 March 2026. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year, the Company has complied with the provisions of the Act and Rules made thereunder in respect of:

1. Its status under the Act;

2. Maintenance of statutory registers and records and making entries therein within the prescribed time;

3. Filing of forms and returns, as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or other authorities, within/beyond the prescribed time;

4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. The Company was not required to close its Register of Members / Security holders, as the case may be, during the financial year;

HARI OM SINGH & ASSOCIATES M.No. 74948 CP No. 28386 Company Secretaries

6. As per the information and explanations furnished to me, the Company has not advanced any loans or entered into any transactions falling within the purview of Section 185 of the Companies Act, 2013 during the financial year;

7. The Company entered into contracts or arrangements with related parties during the financial year and complied with the applicable provisions of Section 188 of the Act and the rules made thereunder, including obtaining requisite approvals, wherever applicable;

8. During the financial year, the Company increased its authorised share capital, sub-divided its equity shares, issued bonus equity shares and registered transfers of equity shares.

   The Company complied with the applicable provisions of the Act and the rules made thereunder in respect of the aforesaid corporate actions, including obtaining requisite approvals, making statutory filings and maintaining relevant records, wherever applicable;

9. There was no transaction requiring the Company to keep in abeyance rights to dividend, rights share or bonus shares pending registration of transfer of shares;

10. The Company did not declare or pay any dividend, including interim dividend, during the financial year. Accordingly, no amount arose for deposit in a separate dividend bank account in respect of such declaration. The applicability of transfer of unpaid or unclaimed dividend and other amounts to the Investor Education and Protection Fund has been examined and complied with, wherever applicable;

11. The Company complied with the provisions relating to the signing of the audited financial statements under Section 134 of the Act and preparation of the Board's Report in accordance with the applicable provisions of Section 134(3), (4) and (5) of the Act;

12. The constitution of the Board of Directors and the appointment, reappointment, retirement, disclosures and remuneration of Directors and Key Managerial Personnel, wherever applicable, were in accordance with the provisions of the Act;

13. The Company complied with the applicable provisions of Section 139 of the Act relating to appointment, reappointment and filling of casual vacancies of auditors, wherever applicable;

14. The Company obtained the requisite approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or other competent authorities under the provisions of the Act, wherever applicable;

15. The Company has not invited, accepted or renewed any deposits falling within the purview of Chapter V of the Companies Act, 2013 and the rules made thereunder during the financial year;



16. The Company complied with the applicable provisions of the Act relating to borrowings from directors, members, public financial institutions, banks and others, and creation, modification or satisfaction of charges in connection therewith, wherever applicable;

17. The Company complied with the applicable provisions of Section 186 of the Act and the rules made thereunder in respect of loans granted, investments made, guarantees given and
securities provided during the financial year, which were within the applicable statutory limits or limits duly approved by the members, as the case may be, and the requisite approvals were obtained, wherever required;

18. During the financial year under review, the Company altered its Memorandum of Association and Articles of Association in connection with its conversion from a private limited company into a public limited company and the consequential change of name from Hotel Polo Towers Private Limited to Hotel Polo Towers Limited, after obtaining the requisite approvals and completing the applicable statutory filings in accordance with the Act and the rules made thereunder.

Hari Om Singh & Associates
Companies Secretaries
Firm Peer Review No. 7548/2025

HARI OM SINGH & ASSOCIATES CS M. No. 74946 CP No. 28383 Company Secretaries

(Hari Om Singh)
Proprietor
ACS: 74946;
COP: 28383
UDIN: A074946H001926246

Date: 18-10-2026
Place: Delhi

OUR ABOVE CERTIFICATIONS OF EVEN DATE ARE SUBJECT TO THE FOLLOWING:

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. We have not physically verified the certain books, papers, minutes books, filed e-forms and returns and other record maintained by the Company.
2. We have not verified the correctness and appropriateness of financial records and book of accounts of the company.
3. Certificate in Form MGT-8 is prepared on the basis of management representation letter obtained from the Company about the happening of events, compliances, rules and regulation under the Companies Act and other applicable laws.
4. We have followed the secretarial practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records for issuance of the above certificate. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices we follow provide a reasonable basis for our opinion.
5. Certification in Form MGT-8 is neither an assurance as to future viability of the company not of the efficacy and effectiveness with which the management has conducted the affairs of the company.
6. As confirmed by the management of the Company, all the transactions entered in by the Company with its related parties under section 188 of Companies Act, 2013 were in the Arm's length price basis during the financial year ended on 31st March, 2026.

