

HOTEL POLO TOWERS LIMITED
POLICY ON DIVERSITY OF BOARD OF DIRECTORS

PURPOSE

Regulation 19(4) read with Sub-clause (3) Para A of Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) mandates listed entities to frame a policy on diversity of the board of directors.

Accordingly, **Hotel Polo Towers Limited** (“Company”) has formulated this policy to provide a framework for promoting diversity in the composition of the Board of Directors (the “Board”, and such policy, the “Policy”).

The Policy shall be applicable upon the listing of the equity shares of the Company on one or more recognized stock exchanges in India

VISION

The Company recognizes that diversity of thought, experience, knowledge, perspective, background and gender enhances the Board effectiveness. The Company values such diversity as a key driver for improved governance, balanced decision-making and sustainable growth.

SCOPE

This Policy applies only to the composition of the Board of the Company.

POLICY STATEMENT

The Company believes that a diverse Board will

1. Enrich the quality of the decisions makings and deliberations made
2. Leverage varied experience, expertise and perspectives to achieve strategic, sustainable and balanced growth of the Company.
3. Support the long-term interests of stakeholders.

The Nomination and Remuneration Committee (“**Committee**”) shall

1. Periodically assess the mix of diversity, skills, qualification, professional experience, etc. and assess the extent to which the required skills are represented on the Board.
2. Identify and recommend suitably qualified and diverse individuals for appointment to the Board
3. Review and report to the Board, from time to time, requirements, if any, in relation to diversity on the Board.

While making recommendations, the Committee shall ensure that:

no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, nationality, ancestry, marital status, age, sexual orientation or any other personal or physical attribute irrelevant to performance as a Board member The Board maintains an optimum combination of Executive and Non-Executive Directors with at least one-woman director and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing

REVIEW OF POLICY

The Policy shall be reviewed periodically by the Committee, and any changes considered necessary shall be recommended to the Board for approval.

AMENDMENT TO THE POLICY

This Policy may be amended, modified or rescinded at any time by the Board, based on the recommendation of the Committee, to reflect changes in applicable laws or the business requirements of the Company.

DISCLOSURE

This Policy shall be uploaded on the Company's website. Appropriate disclosures relating to this Policy shall also be made in the Annual Report of the Company, in line with the Listing Regulations and the Companies Act, 2013, as amended
