POLICY ON DIVERSITY OF BOARD

A Preamble

The Board shall have the optimum combination of the Directors the different areas/fields like production, management, quality assurance, finance, sales and marketing, supply chain, research and development, human resources, administration etc. or as may be considered appropriate. The Board shall have at least one Director who has accounting or financial management related expertise and who is financially literate.

Having a diverse and inclusive culture in the Board is essential for the success of Red Earth Good Living and Hospitality Limited ("**Company**").

Accordingly, the Board on 24-12-2025 has adopted the Policy on Diversity of the Board ("**Policy**") which aims to set out the approach, to achieve diversity on the Board.

B Objective and Policy Statement

1. The Company recognizes and embraces the benefits of diversified Board as it helps in making good use of differences in knowledge, professional experience, expertise, qualification, skills, and range of outlooks that are required for the progressive business of the Company. Possessing a truly balanced and diverse Board with all these merits along with diversity in regional and industry experience, background, culture, race, age, gender and other relevant factors between directors as an integral element helps in maintaining competitive advantage.

2. The Board might consider relevant and applicable factors to balance the combination from time-to-time to function effectively.

3. The Company believes that a diverse Board can contribute to the achievements of its strategic and commercial objectives, including but not limited to:
   a) driving result-oriented business;
   b) ensuring sustainable development;
   c) augmenting quality and capability of constructive decision making;
   d) enhancing the reputation of the Company; and
   e) achieve effective corporate governance.

4. This Policy shall apply only to the Board and not to the employees of the Company.

C Definitions and Interpretation

In this Policy, words and expressions shall have the meaning assigned to them below:

"***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;
"***Board***"	shall mean the *Board* of Directors of the Company;
"***Company***"	shall mean Red Earth Good Living and Hospitality Limited, incorporated under the

	provisions of the Act;
"***Directors***"	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
"***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;
"***Listing Regulations***"	shall mean The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
"***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;

D **Optimum Composition**

1. In compliance with Regulation 17(1)(a) of the Listing Regulations:

   a) The Board shall have an optimum combination of executive and non-executive directors and not less than fifty percent (50%) of the Board shall comprise of non-executive directors.

   b) The Company shall have at least one-woman director on the Board to ensure that there is no gender inequality on the Board.

2. In compliance with Regulation 17(1)(b) of the Listing Regulations.

   At least half of the Board shall comprise of Independent Directors (where the Chairman of the Board is executive) or at least one third of the Board consisting of independent directors (where the chairman of the Board is non-executive director). Provided, at least half of the Board shall comprise of Independent Directors, where the non-executive chairperson is a promoter of the Company or is related to any promoter or person occupying management positions at the level of the Board or at one level below the Board.

3. In compliance with Regulation 17(IC) of the Listing Regulations.

   In any case, the Company shall ensure that approval of shareholders for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

E **Functional Diversity**

a) 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.

b) Knowledge and experience in domain area shall be duly considered while making appointments to the level of the Board.

c) While appointing Independent Director, care shall be taken so as to ascertain the independence of the proposed appointee.

d) 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.

e) The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

f) For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
   (i) use the services of external agencies, if required;
   (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
   (iii) consider the time commitments of the candidates.

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

F 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.

G 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.

H Disclosure of the Policy

1. The Policy shall be published for public information on the Company's website i.e. https://redearth.in/investor-relations.html

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.

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