

Wonderla Holidays Limited

Policy Name	Board Diversity Policy
Approved by	Board of Directors
Effective Date	01/12/2015

1. Purpose of this Policy

This Board Diversity Policy (the "Policy") sets out the Company's approach to ensuring adequate diversity in its Board of Directors (the "Board").

2. Policy Statement

2.1 As a Company with operations spanning across different geographical locations in India, the Company has a highly diverse customer base and draws on employee expertise from a wide range of professional disciplines linked primarily to the entertainment and hospitality sectors. It is recognised that a Board composed of appropriately qualified people with a broad range of experience relevant to the business is important to the effective corporate governance and sustained commercial success of the Company.

Consideration and selection of candidates for appointment to the Board will be based on merit which shall include a review of any candidate's integrity, experience, educational background, industry or related experience and more general experience. Within that overriding emphasis on merit, the Nomination and Remuneration Committee of the Board (the "Committee") shall seek to address Board vacancies by actively considering candidates that bring a diversity of background and opinion from amongst those candidates with the appropriate background and industry or related expertise and experience. The Committee's considerations shall include achieving an appropriate level of diversity having regard to factors such as race, gender, age, nationality, cultural and educational background.

2.2 In recommending the appointment of new Directors, the Committee shall:

- in identifying suitable candidates for appointment to the Board, consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board;
- in reviewing the Board composition, consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of skills, experience, knowledge and character on the Board; and
- as part of the performance evaluation of the Board, consider the balance of skills, experience, knowledge and independence of the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the statutory, regulatory and contractual obligations of the Company.

3. Monitoring and Reporting

As part of the Committee's annual review of the structure, size and composition of the Board, the Committee will expressly consider and include explanation to the Board on the subject of the diversity of the Board.

A summary of this will be provided in the Corporate Governance Report which forms part of the Annual Report of the Company

4. Review of the Policy

The Committee will review this Policy on regular basis to ensure its effectiveness.