

izmo ltd.

Policy on Board Diversity

1. **Preface:**

Regulation 19 (4) and 20 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 *inter alia*, mandates the Nomination and Remuneration Committee of a listed entity to devise a policy on diversity of Board of Directors.

The Policy on Board Diversity (“the Policy”) sets out the approach to diversity on the Board of Directors (“Board”) of Izmo Limited (“the Company”).

2. **Definitions**

The definitions of some of the key terms used in this Policy are given below.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

“Company” means Izmo Limited

“Nomination and Remuneration Committee” means the Nomination and Remuneration Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Companies Act, 2013.

3. **Scope:**

This Policy applies to the Board and does not apply to employees until and unless specified.

4. **Policy on Board Diversity:**

The Company recognizes and embraces the importance of a diverse Board in its success. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender which will ensure that the Company retains its competitive advantage.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including:

- To drive business results;
- To make corporate governance more effective;
- To enhance quality and responsible decision making capability;
- To ensure sustainable development; and
- To enhance the reputation of the Company.

The Nomination and Remuneration Committee is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board;
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board; and
- periodically review and report to the Board requirements, if any, in relation to diversity on 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, Listing Agreement and the statutory, regulatory and contractual obligations of the Company.

The effective implementation of this Policy requires that shareholders are able to 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.

5. RESPONSIBILITY AND REVIEW:

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.
