

POLICY ON BOARD DIVERSITY**PURPOSE**

In terms of Section 178 of the Companies Act, 2013 (“Act”) and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “Listing Regulations”) and such other regulatory provisions, as applicable the Nomination and Remuneration Committee of the Company (the “NRC”) is required to devise a policy for having diversity on the board of directors (the “Board”) of Izmo Limited (“Company”). The Board diversity policy (the “Policy”) sets out a framework to achieve adequate diversity on the Board of the Company.

Diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively. A Board composed of appropriately qualified and skilled people, with a broad range of experience relevant to the business, is important for effective corporate governance and sustained commercial success of a company.

In view of the above, Izmo Limited has framed this Policy on Board Diversity that encourages diversity of thought, experience, knowledge, perspective, age, and gender in the Board. The Policy sets out the approach to diversity in the Board of Directors of the Company to ensure that the Board has an appropriate blend of functional and industry expertise.

This Policy has been adopted by the Board of Directors of the Company, based on the recommendations of the NRC.

OBJECTIVES OF THE POLICY

The Objectives of the Policy include:

- Board to drive diversity and have an appropriate blend of functional and industry expertise.
- While recommending the appointment of a director to, inter alia, consider the manner in which the function and domain expertise of the individual contributes to the overall skill domain mix of the Board.
- To help the Company build a better Board that can draw upon a wide range of perspectives, expertise, knowledge, and experience.
- To achieve an optimum and balanced Board, with a wide range of attributes.
- To encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations; and
- To have an optimum mix of Executive, Non-Executive and Independent Directors, including Women Directors.

POLICY STATEMENT

Our Company recognizes and embraces the importance of a diverse Board in its success. Our company believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in financial, global business, leadership, technology, Board service, strategy sales and marketing, risk and cyber security and other domains, which will ensure that the Company retains its competitive advantage. Accordingly, committee at its discretion may delegate the following responsibilities to board of management:

- Shall be ensured that the Board has an appropriate blend of functional and industry expertise and skills.
- Considering and selecting 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.
- Ensure Candidates that bring a diversity of background and opinion from amongst those candidates with the appropriate background and industry or related expertise and experience and having the ability to devote sufficient time to the affairs of the Company, should be considered for appointment to the Board; and
- While recommending the appointment of a Director, the NRC will consider the criteria as laid down under the Act and applicable Regulations/Guidelines issued by Statutory and Regulatory Authorities, as also those issued by Izmo Limited, from time to time, and the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

MEASURABLE OBJECTIVES

The NRC will largely rely on the regulatory provisions of the Act, and the Regulations/ Guidelines issued by the SEBI under Listing regulations and review the measurable objectives for achieving diversity against these provisions and recommend the same to the Board for adoption. At any given point of time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

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.

RESPONSIBILITY AND REVIEW

The NRC will review the Policy periodically, which will include an assessment of the effectiveness of the Policy. The NRC will discuss any revision that may be required and recommend the same to the Board for approval.