

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

EFFECTIVE DATE: The Policy shall come into effect on: **January 7, 2026**

INTRODUCTION:

This policy is formulated in accordance with compliance of Regulation 17 and 19 read with Part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), each as amended from time to time.

Laxyo Limited (Formerly Laxyo Energy Limited) is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence all laws and regulations and achieving highest standards of corporate governance.

The Policy is framed to address the importance of a diversity of Board and individual skills and experiences of various Members of the Board in such a way that it collectively benefits the business and the Company as whole.

The basic essence of the Policy are (a) to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company's business perspective (b) to bridge the gap in Board composition for achieving optimum and balanced Board with a wide range of attributes (c) to encourage healthy and open discussion and promote independence of judgement in Board and Committee deliberations

To meet the objectives of driving diversity and an optimum skill mix, the Nomination and Remuneration Committee (NRC) may seek the support of professional firms or other suitable external sources to search for diverse and qualified candidates.

DEFINITIONS:

- **a) "Act"** means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- **b) "Board of Directors" or "Board"** shall mean the Board of Directors of the Company.
- **c) "Company"** means Laxyo Limited (Formerly Laxyo Energy Limited).
- **d) "LODR Regulations"** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- **e) "Nomination and Remuneration Committee or NRC or the committee"** means the committee constituted by the Board of Directors of the Company in

accordance with section 178 of the Act and Regulation 19 of LODR Regulations, as constituted from time to time.

- **f) "Policy"** means Policy on Diversity of Board of Directors.
- **g) "SEBI"** means the Securities and Exchange Board of India.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013, LODR Regulations or any other applicable law or regulation to the extent applicable to the Company.

BOARD DIVERSITY:

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making.

The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent Directors in accordance with requirements of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

To ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Principles for achieving diversity on the Board shall be:

- Decisions pertaining to recruitment and remuneration of the directors will be based on their performance and competence; and
- For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

The Company recognises the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. 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, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision-making capability, ensure sustainable development and enhance the reputation of the Company.

The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate, and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company

REVIEW OF THIS POLICY:

This policy is framed based on the provisions of the Act and the requirements of the LODR Regulations. In the event of any conflict between the provisions of this Policy and of the Act or LODR Regulations or any other statutory enactments, rules, the provisions of such Act or LODR Regulations or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment / modification in the LODR Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy. Any changes or modification on the Policy as recommended by the Nomination and Remuneration Committee would be presented for approval of the Board of Directors.