

**izmo ltd.**

**Policy relating to the remuneration of  
the directors, key managerial personnel  
and other employees**

## 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 remuneration to directors, key managerial personnel and diversity of Board of Directors.

The Policy relating to the remuneration of the directors, key managerial personnel and other employees (“the Policy”) sets out the approach to fix remuneration to all the employees of IZMO Limited (“the Company”).

## 2. Definitions

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

**“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.

**“Company”** means IZMO Limited incorporated under the Companies Act, 1956

## 3. Policy relating to the remuneration for Directors, KMPs and other employees:

- a) The remuneration / compensation / commission etc to Directors will be determined by the Committee and recommended to the Board for approval.
- b) The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- e) The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made thereunder.

**4. Responsibility and Review:**

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

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