

POLICY ON MATERIALITY AND DEALING WITH RELATED PARTY TRANSACTIONS
(Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (Hereinafter called as “LODR”)

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A. OBJECTIVE

Izmo Limited ("the Company") recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its Stakeholders' best interests. Therefore, this Policy regarding the review and approval of Related Party Transactions has been adopted by the Company's Board of Directors ("Board").

B. REGULATORY FRAMEWORK

The Companies Act, 2013 together with Rules made thereunder, Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and related circulars, clarifications, guidelines, and notifications issued thereunder (together referred to as "the applicable laws"), provide a framework for regulating transactions with Related Parties.

This Policy is framed as per the requirements of the applicable laws and shall operate within the boundaries set by the laws.

C. DEFINITIONS

For the purposes of this Policy, the following definitions apply:

- a. **"Act"** shall mean the Companies Act, 2013, together with the Rules notified thereunder including any statutory modifications or re-enactments thereof for the time being in force.
- b. **"Arm's Length Transaction"** shall mean a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- c. **"Audit Committee"** shall mean the Committee of the Board formed under Section 177 of the Act and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- d. **"Directors"** shall mean the Board of Directors of the Company.
- e. **"Designated Officer(s)"** shall mean the Chief Financial Officer and the Company Secretary of the Company.
- f. **"Dealing Officer(s)"** shall mean the Concerned Officer of the Company who deals with a Related Party on behalf of the Company.
- g. **"Key Managerial Personnel"** shall mean the Officers of the Company as defined in Section 2(51) of the Companies Act, 2013 and Rules made thereunder.
- h. **"Listing Regulations"** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

- i. **“Material Related Party Transactions”** means a transaction with a Related Party, if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds Rs.1000 crore (Rupees One Thousand Crore) or 10% (Ten Percent) of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statements of the Company, whichever is lower;

However, a transaction involving payments made to related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceed 5% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statements of the Company.

- j. **“Material Modifications”**

Pursuant to the requirement under Listing Regulations, a modification is treated as “Material Modifications”, if and only if:

- those Modifications in relation to the Related Party Transaction(s) shall mean any change/variation/modification in an existing Related Party Transaction(s) Contract/Arrangements which will have the impact of increasing the value of initially approved transaction limits by 20% or more (in aggregate for each Related party).
- those modifications in the Related Party Contracts/Arrangements which could violate the principle of Arm’s length and when executed, would exceed the initial approved limits (in aggregate for each related party)

- k. **“Pre-Approved Transactions”** shall have the same meaning ascribed to such term in Para III of this Policy.

- l. **“Policy”** shall mean this Related Party Transaction Policy.

- m. **“Relative”** shall have the same meaning ascribed to such term under Section 2(77) of the Companies Act, 2013 and Regulation 2 of the Listing Regulations, as amended from time to time.

- n. **“Related Party”** shall have the same meaning ascribed to such term under Section 2(76) of the Companies Act and Regulation 2 of the Listing Regulations, as amended from time to time.

- o. **“Related Party Transaction”** shall mean:

- i. A transaction between the Company and a Related Party which is of nature specified in sub-clause (a) to (g) of Section 188 (1) of the Act; and
- ii. A transaction involving transfer of resources, services, or obligations between:
 - A listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand (OR)

- a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Provided that the following shall not be a related party transaction:

- a. the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. The following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. Payment of dividend
 - ii. Subdivision or consolidation of securities.
 - iii. Issuance of securities by way of rights issue or a bonus issue, and
 - iv. Buyback of securities.
- c. acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board:
- d. acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time:

Explanation: For the purpose of clauses (c) and (d) above, acceptance of deposits includes payment of interest thereon.

- e. retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors:

D. DEALING WITH RELATED PARTY TRANSACTIONS

- a. All the Directors and KMPs of the Company shall provide a list of the Related Parties at the commencement of every Financial Year to the Chief Financial Officer or Company Secretary and shall promptly notify any such changes in the list provided during the Financial Year.
- b. Every Director and Key Managerial Personnel will also be responsible to update the Chief Financial Officer or Company Secretary of any changes in the above relationships, directorships, holdings, interests and / or controls immediately on him / her becoming aware of such changes.

- c. Prior to entering into any transaction with Related Party, the Dealing Officer shall promptly notify the details of the proposed transaction to the Designated Officer(s). The Designated Officer(s) upon being notified about the proposed transaction with a Related Party shall analyse such transaction in consultation with management/with outside consultant, to determine whether the transaction or relationship does, in fact, constitute a Related Party Transaction, requiring compliance with this Policy.
- d. Once identified as a Related Party Transaction by the Designated Officer(s), all such Related Party Transactions shall be reported promptly to the Audit Committee by the Designated Officer(s), or in the event that the Designated Officer(s) has a potential interest in such Related Party Transaction, their role are limited to reporting on such transaction to the Audit Committee and will rescue himself or herself and abstain from discussion of such Related Party Transaction.
- e. The Audit Committee shall be provided with all material facts of all new, existing or proposed Related Party Transactions, including modifications proposed to exist Related Party Transactions. The Audit Committee will thereafter determine whether:
- to approve the Related Party Transaction; or
 - to approve the Related Party Transaction and refer the Related Party Transaction to the Board for its consideration and approval as may be required under the Companies Act or Listing Regulations, or
 - whether such transaction shall be deemed pre-approved by the Audit Committee and Board as described below in Para III of this Policy ("Pre-Approved Transactions"); or to disapprove the Related Party Transaction.
- f. Upon such determination as described in sub-clause (d) above, the Audit Committee shall follow the procedure prescribed below:
- If the Audit Committee approves the Related Party Transaction(s), it shall, refer the Related Party Transaction(s) requiring approval of the Board under this Policy or under the Companies Act or any other applicable provisions of law, to the Board
 - If the Audit Committee determines the Related Party Transaction(s) to be a pre-approved transaction, it shall provide the Board with a written report containing the details of such Related Party Transaction(s) for information of the Board.
 - If the Audit Committee disapproves a Related Party Transaction(s), it shall notify the same to the Designated Officer(s), indicating the reasons for disapproving such Related Party Transaction(s).
- g. In assessing a Related Party Transaction, the Audit Committee / Board of Directors shall consider such factors as it deems appropriate, including without limitation:
- Whether such a transaction is factual in the ordinary course of Business.
 - The Business reasons for the Company to enter the Related Party Transaction.
 - The approximate value of the Transaction.
 - The general description of the Transaction, including the Material Terms and Commercial reasonableness of the terms of the Related Party Transaction.
 - Whether the terms and conditions of the Related Party Transactions are on an Arm's Length Basis.
 - Whether the terms of the Related Party Transaction are fair to the Company and on the same basis as would apply if the transaction did not involve a Related Party.

- The materiality of the Related Party Transaction to the Company.
- The extent of the Related Party's interest in the Related Party Transaction.
- The actual or apparent conflict of interest of the Related Party participating in the Related Party Transaction; and

h. Shareholder's Approval for Related Party Transactions

- All Material Related Party Transactions and subsequent Material Modifications, if any, can be entered into only after obtaining the prior approval of the Company's Shareholders by way of an Ordinary Resolution, irrespective of whether such Related Party Transactions have been entered into in the ordinary course of business of the Company or otherwise, and the Related Parties shall abstain from discussion or voting on such Resolution.
- All Contracts or Arrangements with Related Parties, other than those entered on an Arm's Length Basis or in the ordinary course of business shall require the approval of the Shareholders of the Company by way of an Ordinary Resolution, if the conditions and thresholds prescribed in the Companies Act, 2013 or the Companies (Meetings of Board and its Powers) Rules, 2014 are satisfied.

- i. In the event that the Designated Officer(s) becomes aware of a Related Party Transaction that was not previously approved or ratified under this Policy, the Designated Officer(s) shall promptly notify the Audit Committee, and the Audit Committee, if required under this Policy, shall refer such transaction to the Board and the Audit Committee/ Board will consider whether the Related Party Transaction should be ratified or rescinded.

The Board of Directors / Audit Committee shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee deems appropriate under the circumstances.

- j. Subject to the provisions of the Companies Act, 2013 and SEBI (Listing obligations and disclosure requirements) Regulation, 2015, a Related Party Transaction shall be approved by the members of the Audit Committee, who are Independent Directors and upon the recommendations of the Audit Committee, if any, may be approved by the majority of the Board of Directors.

- k. No Director, who is a Related Party, shall participate in the evaluation or approval of any Related Party Transaction for which he or she is a Related Party, except that the Director shall provide all material information concerning the Related Party Transaction to the Board / Audit Committee. Provided, however, where a director is interested (directly or indirectly) in a Contract or Arrangement such that, such Related Party Transaction is with:

- A Body Corporate in which such Director or such Director in association with any other Director, holds more than 2% (Two Percent) of its Paid-up Capital, or is a Promoter, Manager, Chief Executive Officer of that Body Corporate; or
- With a Firm or other Entity in which, such Director is a Partner, Owner or Member; such Director shall not be entitled to participate in the evaluation or approval of such

Related Party Transaction or participate in any discussions thereto.

- l. If a Related Party Transaction(s) will be on-going transaction(s), the Board may, in its discretion, authorise the Company's Whole Time Director/Executive Director to follow in its ongoing dealings with the Related Party. Thereafter, the Board shall periodically review and assess ongoing relationships with the Related Party to see that they are in compliance with this Policy.
- m. A Related Party Transaction entered into without approval shall not be deemed to violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the notice of the Audit Committee/ Board as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this Policy.

E. APPROVAL BY CIRCULAR RESOLUTION OF THE COMMITTEE

In the event the Company's Management determines that it is impractical or undesirable to wait until a meeting of the Committee to enter into a Related Party Transaction, such transaction may be approved by the Committee by way of circular resolution in accordance with this Policy and statutory provisions for the time being in force. Any such approval must be ratified by the Committee at its next scheduled meeting.

F. RELATED PARTY TRANSACTIONS NOT PREVIOUSLY APPROVED

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee may deem appropriate under the circumstances.

G. PRE-APPROVED TRANSACTIONS

- a. In case of frequent / regular / repetitive Related Party Transactions which are in the ordinary course of business of the Company, the Audit Committee may establish guidelines for granting the omnibus approval in line with the Policy on Related Party Transactions of the Company and provisions of Companies Act, 2013 and Listing Regulations.
- b. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.
- c. The omnibus approval shall specify:
 - The Name(s) of the Related Party, Nature of Transaction, Period of Transaction, Maximum Amount of Transaction that can be entered into;

- The Indicative Base Price/ Current Contracted Price and the formula for variation in the price, if any and
- Such other conditions as the Audit Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such Transaction(s) subject to their value not exceeding Rs.1,00,00,000/- (Rupees One Crore Only) per transaction.

- Thereafter, the Audit Committee shall review at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval granted by the Audit Committee earlier.
- Any member of the Audit Committee, who has potential interest in any Related Party Transactions, will rescue himself/herself from such discussion or voting on the approval or ratification of such Related Party Transaction.
- The Omnibus Approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of one year.
- In addition, the Audit Committee/the Board may review any Related Party Transactions involving independent Directors as part of the annual determination of their independence.

H. DISCLOSURE FRAMEWORK

All Related Party Transactions shall be disclosed to such persons and Governmental and/or Regulatory Authorities, in the manner prescribed, if required, under the Companies Act 2013 and/or the Listing Regulations to stock exchanges on a half yearly basis or such other period as may be prescribed from time to time. Provided further, the Company is also required to disclose this Policy on its website.

Director's report shall contain details of Related Party Transactions as required under the Act and Regulation 23 of the SEBI Listing Regulations.

I. REVIEW

The Audit Committee and the Board shall review the Related Party Transaction Policy and Procedure from time to time, but at least once every three years and based on the changing needs and make suitable modifications as may be necessary. In case of any Amendment(s), Clarification(s), Circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such Amendment(s), Clarification(s), Circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such Amendment(s), Clarification(s), Circular(s) etc.