

‘NOTICE FOR EXTRA-ORDINARY GENERAL MEETING’

NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING (“EGM”/ “Meeting”) OF THE MEMBERS OF IZMO LIMITED (THE “COMPANY”) WILL BE HELD ON **WEDNESDAY, 25TH DAY OF JUNE, 2025 AT 12:30 PM** IST THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:**Item No. 1: RE-APPOINTMENT OF MR. SANJAY SONI (DIN: 00609097) AS MANAGING DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 along with other applicable provisions, if any, of the Companies Act 2013, as amended from time to time and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any amendment/modification thereof), based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors and subject to necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sanjay Soni (DIN-00609097) as Managing Director of the Company with effect from 1st April, 2025 to 30th September 2027 on such remuneration as set out below:

1. Mr. Sanjay Soni (DIN-00609097) - Managing Director with effect from 01.04.2025 to 30.09.2027.
2. Salary inclusive of allowances and perquisites Rs. 9,18,400/- (Rupees Nine Lakh Eighteen Thousand Four Hundred only) per month.
3. Commission not more than 1% of the net profits of the Company.
4. Unless the context otherwise requires, the perquisites are classified into three categories.

“A”, “B” and “C” as follows:

Category “A”:

The expenditure incurred by the Company on providing furnished residential accommodation for the Appointee shall be subject to a ceiling of 60% (Sixty percent) of the Appointee’s salary over and above 10% payable by the Appointee himself.

Alternatively:

In case, the Company provides the accommodation, the Company shall deduct 10% of the salary of the Appointee.

Alternatively:

In case, no accommodation is provided by the Company, the Appointee shall be entitled to House Rent Allowance, subject to a ceiling of 60% (Sixty percent) of salary payable to the Appointee.

Explanation:

- I. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962, as amended from time

to time. However, such expenditure shall be subject to a ceiling of 10% (Ten percent) of the Appointee's annual salary each year.

- II. Medical Reimbursement: Expenses incurred for the Appointee and his family, subject to a ceiling of one month's salary in a year or three month's salary during his tenure.
- III. Leave Travel Concession: For Appointee and his family once in a year, while on leave, in accordance with the rules and regulations applicable to senior managers of the Company from time to time.
- IV. Personal Accident Insurance: Premium not to exceed Rs. 25,000/- (Rupees Twenty-Five Thousand only) per annum.

Explanation:

For the purpose of category "A", Family means: Spouse, dependent children and dependent parents of the Appointee.

Category "B":

- I. Contribution to Provident Fund, Superannuation Fund and Annuity Fund: These will be in accordance with the schemes applicable to senior managers of the Company from time to time and will not be included in the computation of ceiling on perquisites mentioned above to the extent they either singly or put together are not taxable under the Income Tax Act, 1961, as amended from time to time.
- II. Gratuity: In accordance with the rules and regulations applicable to senior managers of the Company from time to time but not exceeding half month's salary for each completed year of service.
- III. Encashment of Leave at the end of the tenure: In accordance with the rules and regulations applicable to the senior manager of the Company from time to time, the monetary equivalent of such encashment leave shall not be included in the computation of the ceiling on perquisites.

Category "C":

Provision of car for the use of Company's business and telephone at residence shall not be considered as perquisites. Personal long-distance calls and use of car for personal use shall be billed to the Appointee.

MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, the Managing Director may be paid the substantive remuneration as stated above as the Minimum Remuneration subject to however that unless approved by the Shareholders and the Central Government, as may be necessary, the amount of salary, commission, perquisites and other allowances payable to the Managing Director shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013, as may be in force for the time being.

Further, in the event of any Statutory Amendments or modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., with such prescribed limit or ceiling and any arrangement between the Company and Mr. Sanjay Soni (DIN-00609097) be suitably amended to give effect to such modification, relaxation or variation with or without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT either party can give three months' notice in the event of termination of the said post/arrangement.

FURTHER RESOLVED THAT in the event of Mr. Sanjay Soni (DIN-00609097) ceasing to be the Managing Director due to any causes whatsoever, he shall not be eligible for any compensation for loss of office.

RESOLVED FURTHER THAT the Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committees thereof.

FURTHER RESOLVED THAT Mrs. Shashi Soni, Chairperson /Company Secretary of the Company be and is hereby authorized to do all such act, deeds and things which are necessary for the aforesaid reappointment including any filing of forms on MCA Portal.”

Item No. 2: AMENDMENT TO THE EMPLOYEE STOCK OPTION PLAN 2013

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 (l) (b), and all other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee/ Compensation Committee which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to amend the Employee Stock Option Scheme viz. Employee Stock Option Plan 2013 [ESOP 2013] as follows:

- a. To replace the phrase “provisions of the Companies Act, 1956” with the new phrase “provisions of the Companies Act, 2013” wherever it appears in the Employee Stock Option Plan 2013
- b. To replace the Company name as IZMO Limited in the Employee Stock Option Plan 2013
- c. To replace the definition of Compensation Committee as follows:
“Compensation Committee” means Nomination and Remuneration Committee as constituted by the Board of Directors from time to time to administer ESOP 2013
- d. To replace the phrase “SEBI ((Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999” with the new phrase “Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021” wherever it appears in the Employee Stock Option Plan 2013
- e. To replace with Clause 10.5 of the Employee Stock Option Plan 2013 with the following:
“The exercise period shall commence from the date of vesting and expire not later than Sixty months (5 Years) from the date of such vesting and can be further extended to a period of twelve months from such vesting date upon a specific request from the employee concerned, however, such an extension may be granted by the Compensation Committee only under special circumstances. The mode or process of exercise of the option will be framed by the Compensation Committee.”

RESOLVED FURTHER THAT Mr. Sanjay Soni (DIN: 00609097), Managing Director of the Company be and are hereby authorized to do all such acts and deeds including but not limited to filing of the necessary Forms with the Registrar of Companies.”

**By order of the Board
For Izmo Limited**

**Place: Bengaluru
Date: May 30, 2025**

**Sd/-
Sanjay Soni
Managing Director
DIN: 00609097**

NOTES

1. The Ministry of Corporate Affairs (the “MCA”) vide its General Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 in relation to “Clarification on passing of Ordinary and Special Resolution by the Companies under Companies Act, 2013 read with rules made thereunder, through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at a common venue and accordingly, the **Extra-Ordinary General Meeting (the “EGM”)** of the Company will be held through VC or OAVM in compliance with the aforesaid circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). The registered office of the Company shall be deemed to be the venue for the EGM.
2. Members attending the EGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. In terms of the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, **the requirement of sending proxy forms to holders of securities as per provisions of section 105 of the act read with regulation 44(4) of the listing regulations, has been dispensed with.** Therefore, the facility to appoint proxy by the members will not be available and consequently, the proxy form, attendance slip, and route map are not annexed to this notice convening the Extra-ordinary General Meeting of the Company (the “notice”).
4. Pursuant to Section 113 of the Act and Rules framed there under, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for participation and e-Voting during the EGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at syed1948@gmail.com with a copy marked to company.secretary@izmoltd.com
5. As per the Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and reloaded transfers of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents (“RTA”) Cameo Corporate Services Limited (“CCSL”) for assistance in this regard.

6. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with CCSL in case the shares are held by them in physical form.
7. Members are requested to notify changes, if any pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to CCSL if the shares are held by them in physical form along with their addresses specifying full address in block letters with PIN code to the Company's Registrar and Share Transfer Agents("the RTA") at the following address: Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Anna Salai, Chennai, Tamil Nadu - 600002.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. In Compliance with aforesaid Circulars issued by MCA and SEBI Circular dated May 12, 2020, the Notice for EGM of the Company, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or Depository Participants or the Registrar and Share Transfer Agent (the "RTA"), i.e. Cameo Corporate Services Limited("CCSL"). Members may also note that the Notice will also be available on the Company's website www.izmoltd.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively where shares of the Company is listed and on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. **In case shares are held in physical mode** please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company.secretary@izmoltd.com
- ii. **In case shares are held in demat mode**, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company.secretary@izmoltd.com

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- iii. Alternatively, shareholder/members may send a request to company.secretary@izmoltd.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to**

update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or CCSL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM
12. Members seeking any information with regard to the aforesaid Notice or any matter to be placed at the EGM, are requested to write to the Company on or before Friday June 20, 2025 through e-mail on company.secretary@izmoltd.com. The same will be replied by the Company suitably.
13. **VOTING THROUGH ELECTRONIC MEANS (REMOTE E-VOTING AND E-VOTING DURING EGM)**
 - i. In Compliance to Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 the Company has engaged the services of CDSL to provide remote e-Voting facility during the EGM to all the eligible members to enable them to cast their votes electronically in respect of the businesses to be transacted at the meeting.
 - ii. The remote e-voting period will commence on Sunday, June 22, 2025 (9:00 A.M. IST) and will end on Tuesday, June 24, 2025 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Thursday June 19, 2025, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
 - iii. Only those Members who will be present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the EGM. However, Members who have cast their votes by remote e-Voting may attend the meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday June 19, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date.
 - iv. The Board of Director has appointed **Mr. Syed Shahabuddin (Membership Number: ACS4121 and COP Number: 11932)**, Practicing Company Secretary or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint as the scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
 - v. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of at least two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting.

- vi. The Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.izmoltd.in) and on the e-Voting website of CDSL (www.evotingindia.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed.
- vii. Members holding shares in physical mode or whose e-mail addresses are not registered may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at company.secretary@izmoltd.com or to the RTA at jessy@cameoindia.com:
 - a. Scanned copy of a signed request letter, mentioning Name, Folio Number/DP Id, Client Id and Number of Shares held and complete postal address;
 - b. Self-attested scanned copy of PAN Card; and
 - c. Self-attested scanned copy of valid address proof (like Aadhar card/Latest Electricity Bill/Latest Telephone Bill/ Passport/Voter ID Card/ Bank Passbook particulars) of members as registered against their shareholding.
- viii. Members who hold shares in physical mode and who already have valid e-mail address registered with the company, the RTA need not take any further action in this regard.

Instructions to cast votes through remote e-Voting, through e-Voting system during the EGM and Joining Extra-Ordinary General Meeting are annexed below:

The remote e-voting period begins on Sunday, June 22, 2025 (9:00 A.M. IST) and will end on Tuesday, June 24, 2025 (5:00 P.M. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday June 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday June 19, 2025.

The detailed process to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail Id with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in	i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page

<p>demat mode with NSDL.</p>	<p>of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under "IDeAS" section. A new screen will be opened. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on the Company’s name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Registration/ Easi Registration</p>

	<p>iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.</p> <p>The system will authenticate the user by sending an OTP on registered Mobile No. & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to CDSL e-Voting website?

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the Izmo Limited on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Additional Facility for Non – Individual Shareholders and Custodians –for

Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; company.secretary@izmoltd.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company.secretary@izmoltd.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company.secretary@izmoltd.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company.secretary@izmoltd.com / jessy@cameoindia.com
- ii. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) or alternatively please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self -attested scanned copy) to company.secretary@izmoltd.com / jessy@cameoindia.com

For any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

14. RAISING OF QUESTION OR SEEKING CLARIFICATION

- i. EGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the EGM but not later than **5:00 P.M. (IST) Friday, June 20, 2025**, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at company.secretary@izmoltd.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the EGM.
 - ii. Members willing to express their views or ask questions or seek any information on the financial accounts, operations or any matter to be placed at the EGM, are requested to write to the Company in advance. Those who wanted registered themselves as speaker may do so by sending their requests in advance prior to the Meeting Date latest by **Friday, June 20, 2025** at company.secretary@izmoltd.com from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the EGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the EGM.
15. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 1, 2019 and returned to the investors due to deficiency in the documents may be re- submitted for transfer even after April 1, 2019 provided it is submitted

along with the necessary documents including PAN details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

16. All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of EGM. Members desirous of inspecting the same may send their requests at company.secretary@izmoltd.com from their registered e-mail addresses mentioning their names and folio numbers /demat account numbers.

**By order of the Board
For IZMO Limited**

**Place: Bengaluru
Date: May 30, 2025**

**sd/-
Sanjay Soni
Managing Director
DIN: 00609097**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS AND SEBI (LODR)

Item No. 1:

Re-Appointment of Mr. Sanjay Soni (DIN: 00609097) as Managing Director of the Company:

Mr. Sanjay Soni (DIN-00609097) was re-appointed as Managing Director of the Company with effect from 1st April, 2025 till 30th September 2027 with such terms and conditions as mentioned in the aforesaid resolution.

Considering the background, his experience and the need of the Company, based on the recommendations of the Nomination and Remuneration Committee, your Board at its meeting convened on 14th February, 2025, has re-appointed him as Managing Director with effect from 1st April, 2025 till 30th September 2027.

Pursuant to Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, and the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, and with such terms and conditions as mentioned in the aforesaid resolution for reappointing Mr. Sanjay Soni (DIN: 00609097) as Managing Director, requires the approval of the members by passing a special resolution.

Keeping in view that Mr. Sanjay Soni (DIN-00609097) has vast experience in the industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to re-appoint Mr. Sanjay Soni (DIN: 00609097) as Managing Director of the Company.

Mr. Sanjay Soni (DIN: 00609097) is one of the Promoters of your Company and has been actively involved in the affairs of the Company from the beginning. He has been steering the Company from the beginning through tough times and has now worked hard to ensure that the Company has achieved respectable business position.

Mr. Sanjay Soni (DIN: 00609097) is a Graduate in Commerce and has undertaken extensive studies in IT related fields for the last over one decade. He has undergone Post Graduate Program from the Indian Institute of Management (IIM-B), Bangalore.

He has wide exposure to International Finance and Banking and has authored books on related fields.

This may be deemed to be an abstract under Section 190 of the Companies Act, 2013 of the terms and conditions of appointment of Mr. Sanjay Soni (DIN: 00609097) as Managing Director.

Disclosures under Secretarial Standard-2 and Disclosure under Section II of Part II of Schedule V to the Companies Act, 2013 to is annexed to this Notice as Annexure I and II.

Your Board recommends passing of resolution specified under Item No. 1 as Special Resolution.

Mr. Sanjay Soni (DIN: 00609097), Mrs. Shashi Soni (00609217) and Mrs. Kiran Soni (DIN: 08836616) are deemed to be interested in the transaction mentioned under Item No. 1, Apart from above mentioned Directors none of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolutions as set out under Item No. 1:

- i. Every director and manager of the Company;
- ii. Every key managerial person of the Company; and
- iii. Relatives of the persons mentioned in (i) and (ii) above.

Item No. 2:

Amendment to the Employee Stock Option Plan 2013:

Your Board with a view to make the Employee Stock Option Plan 2013 more attractive and further enhance employee motivation, reward long-term performance, attract and retain top talent, has proposed to amend the Employee Stock Option Scheme viz. Employee Stock Option Plan, 2013 by amending the Clauses as detailed in the Resolution 2 for amendment of Employee Stock Option Plan, 2013.

The proposed variation in the terms of the ESOP, 2013 is not prejudicial to the interest of any employee of the Company. All employees of the Company would be benefited in the same manner by the proposed amendment to the Employee Stock Option Plan, 2013.

The Board of Directors of your Company has approved the amendment of Employee Stock Option Plan, 2013 in the Board Meeting held on 30th May 2025 and recommends the Resolution No. 2 as set out in the accompanying Notice for the approval of Shareholders of the Company by way of Special Resolution.

None of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolutions as set out under Item No. 2:

- (i) Every director and manager of the Company;
- (ii) Every key managerial person of the Company; and
- (iii) Relatives of the persons mentioned in (i) and (ii) above.

**By order of the Board
For IZMO Limited**

**Place: Bengaluru
Date: May 30, 2025**

**sd/-
Sanjay Soni
Managing Director
DIN: 00609097**

ANNEXURE I**DISCLOSURES REQUIRED TO BE GIVEN PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND REVISED SECRETARIAL STANDARDS ON GENERAL MEETINGS(SS-2) ISSUED BY ICSI:**

Particular	Disclosures		
Name	Mr. Sanjay Soni (DIN-00609097)		
Age	57 Years		
Qualifications	Graduate in Commerce and has undertaken extensive studies in IT related field for the last over one decade. He has undergone Post Graduate Program from the Indian Institute of Management (IIM-B), Bengaluru.		
Experience and brief resume of the director and nature of expertise in specific functional areas	Mr. Sanjay Soni (DIN-00609097) has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time. He is being Promoter and Managing Director has been involved in the Management and headed the company Since its incorporation. He has wide exposure to International Finance and banking and has authored books on related fields.		
Terms and conditions of Appointment / re-appointment and details of remuneration sought to be paid	As per Resolution No.: 1		
Remuneration last drawn	Rs. 7,98,600/- (Rupees Seven Lakh Ninety-Eight Thousand Six Hundred only) per month.		
Date of first appointment on the Board	01.04.1999		
Shareholding in the company (as on 31.03.2025)	550661		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sanjay Soni (DIN-00609097), Managing Director is son of Mrs. Shashi Soni, Whole-time Director and spouse of Mrs. Kiran Soni, Whole-time Director and Chief Financial Officer.		
The number of Meetings of the Board attended during the year	Financial Year	No. of Board Meetings held	Attended
	2025-26	1	1
	2024-25	5	5
Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship in 1. D'gipro Design Automation and Marketing Private Limited 2. Hughes Precision Manufacturing Private Limited 3. Izmo Microsystems Private Limited		
Listed entities from which resigned in the past three years	None		
In case of Independent Directors, Skills and	NA		

capabilities required for the role and the manner in which the proposed person meets such requirements.	
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Following are details of Mr. Sanjay Soni Directorship(s) and/or Committee Membership(s):

Directorship(s) in Listed Companies (along with listed entities from which the person has resigned in the past three years)		
Sl. No.	Name of the Company	Director/ Resigned
1.	Izmo Limited	Managing Director

Details of Committee Membership(s) in Listed Companies (Includes only Audit and Stakeholders Relationship Committee)			
Sl. No.	Name of the Company	Name of Committee(s)	Designation (Member or Chairperson)
1.	Izmo Limited	NA	NA

ANNEXURE II**DISCLOSURES REQUIRED TO BE GIVEN UNDER SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

I. General Information:

Sl. No.	Particulars	Disclosures
01.	Nature of Industry:	IZMO focuses on interactive marketing for the automotive industry, offering tools and services to enhance online presence and customer engagement.
02.	Date or expected date of commencement of commercial production:	Operational since 8 th September 1999
03.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	NA
04.	Financial performance based on the given indicators:	Your Company during the Financial Year 2024-25 has achieved good growth with respect to turnover and other financial parameters. Contributions from Mr. Sanjay Soni (DIN-00609097) in the capacity of Managing Director of the Company has been invaluable.
05.	Foreign investments or collaborations, if any:	NA

II. Information about the appointee:

Sl. No.	Particulars	Disclosures
01.	Name	Mr. Sanjay Soni (DIN-00609097)
02.	Background details:	Mr. Sanjay Soni (DIN-00609097) has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time. He being Promoter and Managing Director has been involved in the Management and headed the Company since its incorporation. He has wide exposure to International Finance and Banking and has authored books on related fields.
03.	Past Remuneration:	Rs. 7,98,600/- (Rupees Seven Lakh Ninety-Eight Thousand Six Hundred only) per month.
04.	Recognitions or awards:	NA
05.	Job profile & his/ her suitability:	Mr. Sanjay Soni (DIN-00609097) is a Promoter and Managing Director has been involved in the Management and headed the Company since its incorporation.
06.	Remuneration proposed:	9,18,400/- (Rupees Nine Lakh Eighteen Thousand Four Hundred only) per month
07.	Comparative remuneration profile with respect to: Industry; Size of the Company; Profile of	NA

	the position and person; (in case of expatriates, the relevant details would be with respect to the Country of his own)	
	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Sanjay Soni (DIN-00609097), Managing Director is son of Mrs. Shashi Soni, Whole-time Director and spouse of Mrs. Kiran Soni, Whole-time Director and Chief Financial Officer

III. Other information:

Sl. No.	Particulars	Disclosures
01.	Reasons of loss or inadequate profits:	The Company is profit-making. The proposed remuneration is well within 5% of the profit of the Company on consolidated basis. However, since the profit of the Company on standalone basis is inadequate, the re-appointment and remuneration is made for a period less than 3 years as prescribed under Schedule V of the Companies Act, 2013.
02.	Steps taken or proposed to be taken for improvement:	As your Company is providing a Good Quality Service in the industry we are getting a repeated customer which will help in improvement in the growth of the Company.
03.	Expected increase in productivity and profits in measurable terms:	Expected productivity and profits will increase in growth of the Company in future years.