

NOTICE**NOTICE OF THE 29TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE **29TH (TWENTY-NINETH)** ANNUAL GENERAL MEETING OF THE MEMBERS OF IZMO LIMITED (THE "COMPANY") WILL BE HELD ON **THURSDAY, 26TH DAY OF SEPTEMBER 2024 AT 12:30 PM** (IST) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**ITEM NO. 1: ADOPTION OF ACCOUNTS:**

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with Reports of the Auditor's and the Board of Directors' thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with Auditors' Report thereon.

Members are requested to consider and pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Auditors' and the Boards of Directors thereon, along with relevant annexure, be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and/or expedient, to give effect to this resolution(s), including delegation of powers herein, to any of the Directors and/or officers of the Company."

ITEM NO. 2: TO RE-APPOINT DIRECTOR WHO RETIRES BY ROTATION:

To re-appoint Mrs. Shashi Soni (DIN:00609217) Whole-time Director of the Company, who retires by rotation, and being eligible, offers herself for re-appointment.

Members are requested to consider and pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to re-appoint Mrs. Shashi Soni (DIN:00609217) Whole-time Director of the Company, who retires by rotation, and being eligible, offers herself for re-appointment, as director liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and/or expedient to give effect to this resolution(s)."

SPECIAL BUSINESS:**ITEM NO.3: TO APPOINT MR. ROOPSING NOORSING CHAWHAN (DIN:00568833) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION FOR A TERM OF 5(FIVE) CONSECUTIVE YEARS.:**

Members are requested to if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**:

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Roopsing Noorsing Chawhan (DIN-00568833), as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of 5 (Five) consecutive years with effect from September 30, 2024 to September 30, 2029.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

ITEM NO.4: TO APPOINT MR. CHETHAN RAGHUNATH REDDY (DIN:10697692) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION FOR A TERM OF 5(FIVE) CONSECUTIVE YEARS.:

Members are requested to if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Chethan Raghunath Reddy (DIN:10697692), as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of 5 (Five) consecutive years with effect from September 30, 2024 to September 30, 2029.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

ITEM NO.5: TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS UNDER SECTION 180(1)(A), SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS. 1000 CRORE (RUPEES ONE THOUSAND CRORE ONLY):

Members are requested to if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate, create floating charge, transfer, sell, lease or dispose-off all or any movable or immovable, or tangible or intangible properties of the Company, both present and future, and/or the whole or part of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders in the best interest of the Company; to secure the amount borrowed by the Company or any third party from time to time; for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable

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by the Company or any third party in respect of such borrowings; provided that the aggregate indebtedness secured by the assets/properties/undertaking of the Company shall not at any time exceed the aggregate limit of **Rs. 1,000 Crore (Rupees One Thousand Crore Only)**.

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

ITEM NO. 6 TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS TO ADVANCE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY TO ALL SUCH PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS. 500,00,00,000 (RUPEES FIVE HUNDRED CRORE ONLY):

Members are requested to if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of **Rs. 500,00,00,000 (Rupees Five Hundred Crore Only)**.

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution."

ITEM NO.7: TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS. 500,00,00,000/- (RUPEES FIVE HUNDRED CRORE ONLY):

Members are requested to if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof, for the time being in force) and Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors

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of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate whether Indian or Overseas (together referred to as “Loans/Investments”), as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the Loans/Investments along with the Loans/Investments, proposed to be given or made by the Company, from time to time, shall not exceed, at any time, **Rs. 500,00,00,000/- (Rupees Five Hundred Crore only)** over and above the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take, from time to time, all decisions and steps in respect of the Loans/Investments including the timing, amount and other terms and conditions of such Loans/Investments and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By order of the Board
For Izmo Limited

Sd/-
Sanjay Soni
Managing Director
DIN: 00609097

Place: Bengaluru
Date: August 12, 2024

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NOTES:

1. In view of the continuing COVID-19 Pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circular No.14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No.20/2020 dated 05.05.2020, Circular No 02/2021 dated 13.01.2021, Circular No 19/2021 dated 08.12.2021, Circular No 21/2021 dated 14.12.2021, Circular No 02/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022 and Circular No. 9/2023 dated September 25, 2023 in relation to Clarification on holding of Annual General Meeting (AGM) 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, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 No. SEBI/HO/CFD/CMD2/ CIR/P/2022/6 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD/-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 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 AGM 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 and accordingly, the **29th Annual General Meeting (the "AGM")** 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 AGM. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
2. Members participating the AGM 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 29th Annual 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 the participation and e-Voting during the AGM, 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 an e-mail at syed1948@gmail.com with a copy marked to company.secretary@izmoltd.com .
5. As per 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 relodged 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.

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7. Those Members who have already registered their email IDs are requested to keep the same validated with their DP/CCSL to enable serving of notices/ documents/Annual Reports and other communications electronically to their email ID in future.
8. 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.
9. In terms of the provisions of the Companies Act, 2013 and Rules made there under and Articles of Association of the Company, Mrs. Shashi Soni (DIN:00609217), Whole-time Director of the Company retires by rotation and being eligible offers herself for reappointment. A brief resume of Mrs. Shashi Soni (DIN:00609217) along with the nature of her expertise are given herewith and forms part of the notice convening the 29th Annual General Meeting. The Company has received the requisite consents/declarations for the appointment/ reappointment under the Companies Act, 2013 and the rules made thereunder.
10. Members desiring inspection of statutory registers during the AGM or who wish to inspect the relevant documents referred to in the Notice, can send their request by email to company.secretary@izmoltd.com.
11. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website <https://www.izmoltd.com/shareholder-service-request-en-in.htm>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has already dispatched a letter in this regard to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

12. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 1000 members on a 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

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Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.

13. In Compliance with aforesaid Circulars issued by MCA and SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the Financial Year ended March 31, 2024, 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 and Annual Report for 2023-24 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.
14. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday August 30, 2024 would be considered for the purpose of sending the AGM Notice and the Annual Report. However, instructions have been given in Izmo Limited Notice of 29th AGM to enable those persons who become members subsequently to receive the AGM notice, Annual Report and login credentials.

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 evoting@nsdl.co.in 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.**
15. 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.

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16. In 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 AGM.
17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2024 through an e-mail on company.secretary@izmoltd.com . The same will be replied by the Company suitably.

18. VOTING THROUGH ELECTRONIC MEANS (REMOTE E-VOTING AND E-VOTING DURING AGM)

- 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 Central Depository Services Limited to provide remote e-Voting facility during the AGM 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 **Monday, September 23, 2024 (9:00A.M. IST) and will end on Wednesday, September 25, 2024 (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, September 19, 2024**, 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 AGM. 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, September 19, 2024** 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 AGM 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 atleast 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

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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 AGM and Joining Annual General Meeting are annexed below:

The remote e-voting period begins on **Monday, September 23, 2024 (9:00A.M. IST) and will end on Wednesday, September 25, 2024 (5:00 P.M. IST)**. The remote e-voting module shall be disabled by CSDL 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, September 19, 2024**, 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, September 19, 2024**.

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 meetings 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.

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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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 of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. 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 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. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 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>
Individual Shareholders holding securities in Demat mode with CDSL.	<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/myeasi/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 the Company. By 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. 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</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. 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>

NOTICE

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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

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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.

NOTICE

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

1. The procedure for attending meeting & e-Voting on the day of the AGM 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. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.
4. Members 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.
5. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. 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.
8. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 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 AGM but have queries may send their queries in advance 7 days prior to the 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.
9. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those members, who are present in the AGM 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 AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the 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.

20. 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.

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- 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 AGM & 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.

21. RAISING OF QUESTION OR SEEKING CLARIFICATION:

- i. AGM 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 AGM but not later than **5:00 P.M. (IST) Saturday, September 21, 2024**, 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 AGM.
- 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 AGM, are requested to write to the Company in advance. Those who wanted registered themselves as speaker may do so by sending their requests from **Saturday, September 14, 2024 (9:00 A.M. IST) to Saturday, September 21, 2024 (5:00 P.M. IST)** 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 AGM. 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 AGM.
- iii. The Company's Register of Members and Share Transfer Book shall remain closed, from **Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive)** for the purpose of 29th AGM.

22. 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.

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- 23.** All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of AGM. 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: August 12, 2024

Sd/-
Sanjay Soni
Managing Director
DIN: 00609097

NOTICE**Summarized information briefly:**

Particulars	Details
Time and date of AGM	12:30 PM (IST) on Thursday the September 26, 2024
Venue/Mode	Through video conference
Cut-off date for e-Voting	Thursday, 19th September, 2024
Voting Start Date & Time	9:00 a.m. (IST) on Monday, 23rd September, 2024
Voting End Date & Time	5:00 p.m. (IST) on Wednesday, 25th September, 2024
E-voting website links (Please use as applicable to you)	https://web.cdslindia.com/myeasitoken/home/login https://eservices.nsdl.com/
Book closure date from	Friday, 20/09/2024
Book closure date to	Thursday, 26/09/2024
Number of Resolutions	7 (Seven)
Benpos date for posting of Annual reports/ notices	Friday, 30th August, 2024
Voting Result Date	On or before Saturday, 28th September, 2024
Scrutinizer Name	Mr. Syed Shahabuddin
Scrutinizer E-Mail ID	syed1948@gmail.com
Company Authorized Person Name	Ms. Sonal Jaju Company Secretary and Compliance Officer, Izmo Limited 177/2C, Billekahalli Industrial Area, Bannerghatta Road, Bangalore – 560076, India Contact No. 080-6712 5423 Email id: company.secretary@izmoltd.com
Contact details of RTA	Ms. Jessy (Asst. Manager) Cameo Corporate Services Limited, #1 Club House Road, Chennai 600 00, Ph: 044-40020742 Email id: jessy@cameoindia.com

NOTICE**ANNEXURE TO THE NOTICE**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: To appoint Mr. Roopsing Noorsing Chawhan (DIN-00568833) as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of 5(five) consecutive years.

Appointment of Mr. Roopsing Noorsing Chawhan (DIN-00568833) as a Non-Executive Independent Director(s) of the Company, not liable to retire by rotation.

The Board of Directors of the Company at its meeting held on August 12, 2024, has proposed the candidature of Mr. Roopsing Noorsing Chawhan (DIN-00568833) as a Non-Executive Independent Director of the Company for a term of 5 years with effect from September 30, 2024, to the members of the Company. In terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the resolution relating to his appointment, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Roopsing Noorsing Chawhan (DIN:00568833) as a Non-Executive Independent Director..

Mr. Roopsing Noorsing Chawhan, aged 76 years having over 40 years of experience in premier public/ Government financial institutions engaged in promotion of small, medium and large industries. Both the financial institutions viz. KSIIDC (Karnataka State Industrial Investment Development Corporation) and KSFC (Karnataka State Financial Corporation) are leading financial institutions in the State of Karnataka. Shouldered responsibilities at senior management levels in key areas of operations mainly comprising of project appraisals, project implementation & monitoring, recovery of loans, rehabilitation of sick industries, developing various packages and policies for promotion and acceleration of industrial investments in the State. He was also heading the equity investment and disinvestment departments, promotion and development of mega infrastructure projects such as, Bangalore International Airport Project, Sea Ports, Urban Infrastructure projects, investment summits at global level, development of venture capital fund and specialized institutes. Mr. Roopsing Noorsing Chawhan is not related to any Director of the Company. Accordingly, the Nomination and Remuneration Committee and the Board of Directors, are of the view that, given the knowledge, experience, contribution and performance evaluation of Mr. Roopsing Noorsing Chawhan would be immensely beneficial to the Company, in its pursuit of growth and hence recommend to the Members to approve his appointment for a period of five consecutive years up to September 30, 2029.

The Company has received a declaration from Mr. Roopsing Noorsing Chawhan (DIN:00568833) confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Roopsing Noorsing Chawhan to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

A Copy of the draft letter of appointment of Mr. Roopsing Noorsing Chawhan (DIN:00568833) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Additional information in respect of Mr. Roopsing Noorsing Chawhan (DIN:00568833) pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice along with Justification for his appointment as a Non-Executive Independent Director.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding, if any in the Company.

Accordingly, consent of the members is sought for passing Special Resolution as set out at Item No. 3 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

NOTICE

Item No. 4: To appoint Mr. Chethan Raghunath Reddy (DIN:10697692) as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of 5(five) consecutive years.

Appointment of Mr. Chethan Raghunath Reddy (DIN-10697692) as a Non-Executive Independent Director(s) of the Company, not liable to retire by rotation.

The Board of Directors of the Company at its meeting held on August 12, 2024, has proposed the candidature of Mr. Chethan Raghunath Reddy (DIN-10697692) as a Non-Executive Independent Director of the Company for a term of 5 years with effect from September 30, 2024 to the members of the Company. In terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the resolution relating to his appointment, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Chethan Raghunath Reddy (DIN-10697692) as a Non-Executive Independent Director.

Mr. Chethan Raghunath Reddy is an expert in matters relating to Company Law, Company Secretarial, National Company Law Tribunal and Foreign Exchange Management Law. He has an experience of over a decade and is dedicated in providing innovative and creative legal strategies and solutions to serve the interests of corporates. He holds handful experience in handling matters relating to regulatory authorities and corporate compliance management. He is associated with many reputed consultancy firms handling corporate and secretarial matters independently. Accordingly, the Nomination and Remuneration Committee and the Board of Directors, are of the view that, given the knowledge, expertise and experience of Mr. Chethan Raghunath Reddy, it would be immensely beneficial to the Company, in its pursuit of growth and hence recommend to the Members to approve his appointment for a period of five years up to September 30, 2029.

The Company has received a declaration from Mr. Chethan Raghunath Reddy confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Chethan Raghunath Reddy to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

A Copy of draft letter of appointment of Mr. Chethan Raghunath Reddy setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Additional information in respect of Mr. Chethan Raghunath Reddy, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding, if any in the Company.

Accordingly, consent of the members is sought for passing Special Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 5: To Consider and Approve for giving Authorization to Board of Directors under section 180(1)(a), section 180(1)(c) of the Companies Act, 2013 upto an aggregate Limit of Rs. 1000 Crore (Rupees One Thousand Crore Only):

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

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Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors has the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company, in aggregate exceeds its paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

In order to secure the borrowings/financial assistance, the Company may require to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

Since creation of charge by way of mortgage/hypothecation/floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders for approving the limits under the said Section.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board Directors in its meeting held on August 12, 2024 has proposed to obtain the approval of the shareholders for borrowing upto an aggregate limit of Rs.1,000 Crore under Section 180(1)(a) read with Section 180(1)(c) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding, if any in the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 6: To Consider and Approve for giving Authorization to Board of Directors to Advance any Loan, give any Guarantee or to provide any security to all such person specified under section 185 of the companies act, 2013 upto an aggregate Limit of Rs. 500,00,00,000 (Rupees Five Hundred Crore only):

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on August 12, 2024 has proposed to obtain approval from the shareholders of the Company for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is

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interested or deemed to be interested and upto an **aggregate limit of Rs. 500,00,00,000 (Five Hundred Crores Only)**. Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 7: To Consider and Approve for giving Authorization to Board of Directors under section 186 of the Companies Act, 2013 upto an aggregate Limit of Rs. 500,00,00,000/- (Rupees Five Hundred Crore only):

As per the provisions of Section 186 of the Companies Act, 2013 a company can, give or make Loans/Investments, directly or indirectly, for a sum exceeding 60% of the aggregate of paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is higher, only upon obtaining approval of the members of the Company by a Special Resolution.

In order to make optimum utilization of funds available with the Company and to fulfil the strategic initiatives and business objectives of the Company and considering the benefits that may accrue on the Company as a result of expansion of business through acquisitions, the Board in its Meeting held on August 12, 2024 has proposed to obtain approval of the shareholders of the Company to enable investments by the Company upto **Rs. 500,00,00,000 (Rupees Five Hundred Crore only)**.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the resolution set out in Agenda No. 7 of the Notice, except to the extent of their directorships and shareholding, if any in the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as a Special Resolution.

NOTICE**ANNEXURE TO THE NOTICE OF 29TH ANNUAL GENERAL MEETING
ANNEXURE A**

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	Mrs. Shashi soni	Mr. Roopsing Noorsing Chawhan	Mr. Chethan Raghunath Reddy
Age	84 Years	76 Years	33 Years
Qualifications	Graduate	Bachelor in Commerce from SB Commerce College, Gulbarga (Gold Medalist), Master in Commerce from Karnataka University, Dharwad and "Programme on Investment Appraisal and Management" From HIID HARVARD UNIVERSITY, BOSTON, USA	Bachelor of Commerce from M. S. Ramaiah College, Bangalore. Executive Programme from Institute of Company Secretaries of India
Experience and brief resume of the director and nature of expertise in specific functional areas	Mrs. Shashi Soni has about 48 years of business experience in diverse industries such as Entertainment, Industrial Gases and Transportation. She has vast knowledge of business and expertise in dealing with HR and Administrative matters.	As provided in the Explanatory Statement to the respective Resolution in this Notice	As provided in the Explanatory Statement to the respective Resolution in this Notice
Terms and conditions of Appointment / re-appointment and details of remuneration sought to be paid	As per resolution No. 2 Appointed as Chairperson & Whole-time Director liable to retire by rotation. She retires by rotation and, being eligible, offers herself for re-appointment.	As per Resolution No. 3 Appointed as a non-executive Independent Director, not liable to retire by rotation with term and condition as per resolution 3 and sitting fees as per prescribed limit of Companies Act, 2013.	As per Resolution No. 4 Appointed as a non-executive Independent Director, not liable to retire by rotation with term and condition as per resolution 4 and sitting fees as per prescribed limit of Companies Act, 2013.
Remuneration last drawn	Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) per month.	Sitting fees for attending the Board and Committee Meetings as per prescribed limit of Companies Act, 2013.	Sitting fees for attending the Board and Committee Meetings as per prescribed limit of Companies Act, 2013.
Date of first appointment on the Board	01.06.2001	None	None
Shareholding in the company (as on 31.03.2024)	1894196 Equity Shares 351525 Warrants	Nil	01 Equity Share
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mrs. Shashi Soni (WTD) is mother of Mr. Sanjay Soni (MD) and Mother-in-law of Mrs. Kiran Soni (CFO & WTD).	NA	NA

NOTICE

The number of Meetings of the Board attended during the year	No. of Board Meetings held: 7 Attended: 7	No. of Board Meetings held: 7 Attended: 0	No. of Board Meetings held: 7 Attended: 0
Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship in 1. Deep Heritage Private Limited. 2. Izmo Microsystems Private Limited	Directorship in 1. Sika Interplant Systems Limited 2. Sika Tourism Private Limited 3. VWF Industries Private Limited 4. Sikka N Sikka Engineers Private Limited	Directorship in other Companies Nil
Listed entities from which resigned in the past three years	None	None	None
In case of Independent Directors, Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA	Skill and Capabilities Required: Mr. Roopsing Noorsing Chawhan possesses the finance, strategy and governance skills based on his varied rich and diverse exposure during his career. He is a true global business leader as he has been involved in various International Projects.	Skill and Capabilities Required: Mr. Chethan Raghunath Reddy is an expert in matters relating to Company Law, Company Secretarial, National Company Law Tribunal and Foreign Exchange Management Law. He has an experience of over a decade and is dedicated in provide providing innovative and creative legal strategies and solutions to serve the interests of the corporates. He holds handful experience in handling matters relating to regulatory authorities and corporate compliance management. He is associated with many reputed consultancy firms handling corporate and secretarial matters independently.
Justification for choosing the Appointee	NA	As provided in the Explanatory Statement to the respective Resolution in this Notice	As provided in the Explanatory Statement to the respective Resolution in this Notice

NOTICE

The Director has furnished consent/declarations for his appointment as required under the Companies Act and Rules made thereunder. For other details of the Director, please refer to the Report on Corporate Governance, which is a part of the Annual Report 2024.

Following is details of Mrs. Shashi 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	Whole-time 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)
NA			

Following are details of Mr. Roopsing Noorsing Chawhan 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.	Sika Interplant Systems Limited	NA

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.	Sika Interplant Systems Limited	Audit Committee	Chairperson
2.	Sika Interplant Systems Limited	Stakeholders Relationship Committee	Chairperson

Following are details of Mr. Chethan Raghunath Reddy 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.	NA	NA

NOTICE

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.	NA	NA	-

By order of the Board
For IZMO Limited

Place: Bengaluru
Date: August 12, 2024,

Sd/-
Sanjay Soni
Managing Director
DIN: 00609097