

SYED SHAHABUDDIN

Company Secretary
85/2, Muniswamappa Road, 01st Cross Road,
J C Nagar, Bangalore-560006
Mobile: 9844292045 | e- mail: syed1948@gmail.com

Report of Scrutinizer

[Pursuant to rule Sections 108 and 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To:
The Chairperson
IZMO Limited
#177/2C Billekahalli Industrial Area
Bannerghatta Road
Bangalore - 560076

Madam,

Sub: E-Voting for items included in 29th Annual General Meeting (AGM) of the Members of IZMO Limited (the Company)

I, Syed Shahabuddin, Company Secretary in Practice had been appointed as Scrutinizer for the purpose of scrutinizing the e-voting process at the AGM, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 29th AGM of Members of the Company held on Thursday the 26th September 2024 at 12:30 PM (IST) through Video Conferencing (VC) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and 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 issued by the Ministry of Corporate Affairs (hereinafter, collectively referred to as the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) read with 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 respectively (hereinafter, collectively referred to as the "SEBI Circulars"), issued by the Securities and Exchange Board of India (SEBI).

Syed Shahabuddin



My responsibility as Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the AGM, are conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast 'in favour' and 'against', on the Resolutions transacted at the 29th AGM of IZMO Limited, based on the reports generated from e-voting system by the CDSL for remote e-voting as well as e-voting at the AGM.

I submit my report as under:

1. The Company had appointed CDSL as E-voting Service Provider (ESP) to provide and facilitate e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions to be transacted at the said AGM.
2. In terms of requirements of the MCA & SEBI Circulars, as stated above, the Notice of the 29th AGM of the Company to be held on 26th September 2024, was sent through electronic means on 2nd September 2024 to those Members whose e-mails were registered with the Company, the Company's Registrar and Share Transfer Agent (RTA)/ Depositories, as on 30th August 2024.
3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014, the Company has clearly stated in the Notice of the AGM dated 12th August 2024 that the Company has engaged the services of CDSL to provide remote e-voting facility and 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 AGM and the Members who have cast their votes by remote e-Voting may attend the AGM, but shall neither be allowed to change their votes subsequently nor cast votes again during the AGM.
4. The remote e-voting period commenced at 9:00 A.M. (IST) on Monday, 23rd September 2024 and remained open till 5:00 P.M. (IST) on Wednesday 25th September 2024. The Members holding shares as on the 'cut-off' date i.e. Thursday 19th September 2024, were entitled to vote, through remote e-voting system as well as voting at the AGM through electronic voting system, on the proposed resolutions under Item Nos. 1, 2, 3, 4, 5, 6 and 7 as set out in the Notice of AGM dated 12th August 2024.
5. The votes cast through e-voting at the AGM and through remote e-voting, were unlocked, after conclusion of the AGM at 1:14 P.M. (IST) on 26th September 2024, in the presence of two witnesses (Mr. Sachin HS and Ms. Thomashree R).
6. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and its RTA, with respect to number of shares held on 'cut-off' date i.e. 19th September 2024 and authorisation lodged for the purpose.
7. Based on the details containing list of Members who have cast their votes on remote e-voting platform and the votes cast at the AGM through e-voting system.

[Handwritten Signature]



as downloaded from the e-voting website of CDSL, the results on the resolutions transacted at the 29th AGM of the Members of the Company held on Thursday the 26th September 2024 are given below:

(a) Item No.1

To receive consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31 2024 together with Reports of the Auditors and the Board of Directors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31 2024 together with Auditors Report thereon:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
97	49,94,181	99.99

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
6	84	0.01

(iii) Invalid votes:

Total Number of members voted through e-voting whose votes were declared invalid	Total number of votes cast by them
NIL	NA

Syed Shahabuddin



(b) Item No.2

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:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
84	4,91,021	99.79

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
9	1,050	0.21

(iii) Invalid votes:

Total Number of members voted through e-voting whose votes were declared invalid	Total number of votes cast by Them
3	45,02,194

NOTE: Since all three Promoters are interested in the aforesaid resolution, the votes cast by them are treated as invalid.

Syed Shahabuddin



(c) 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 Consecutive Years:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
93	49,93,126	99.97

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
10	1,139	0.03

(iii) Invalid votes:

Total Number of members voted through e-voting whose votes were declared invalid	Total number of votes cast by them
Nil	NA

Syed Shahabuddin



(d) 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 Consecutive Years:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
93	49,93,126	99.97

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
10	1,139	0.03

(iii) Invalid votes:

Total Number of members voted through e-voting whose votes were declared invalid	Total number of votes cast by them
Nil	NA

Syed Shahabuddin



(e) 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:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
96	49,93,831	99.99

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
7	434	0.01

(iii) Invalid votes:

Total Number of members voted through e-voting whose votes were declared invalid	Total number of votes cast by them
Nil	NA

Syed Shahabuddin



(f) 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 Rupees Five Hundred Crore only:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
94	49,93,642	99.98

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
9	623	0.02

(iii) Invalid votes:

Total Number of members voted through e-voting whose votes were declared invalid	Total number of votes cast by them
Nil	NA

[Handwritten Signature]



(g) 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 Rupees Five Hundred Crore only:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
94	49,93,642	99.98

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
9	623	0.02

(iv) Invalid votes:

Total Number of members voted through e-voting whose votes were declared invalid	Total number of votes cast by them
Nil	NA

Syed Shahabuddin



RESULT: ALL THE AFORESAID SEVEN RESOLUTIONS ARE PASSED WITH REQUISITE MAJORITY.

8. All relevant documents and records relating to e-voting process shall remain in my safe custody until the Chairperson declares the results pertaining to resolutions passed at the aforesaid 29th AGM and thereafter, I shall hand them over to the Company Secretary of the Company.

Thanking you,

Yours faithfully,


Syed Shahabuddin
Company Secretary in Practice
Membership Number A4121
Certificate of Practice Number 11932
UDIN: A004121F001324761



Place: Bangalore

Date: 26.09.2024