

**Form No. MGT-13****REPORT OF SCRUTINIZER**

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Twenty Fourth Annual General Meeting of the Equity
Shareholders of "IZMO LIMITED" held on Wednesday, September 25, 2019 at 9.30
A.M. at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru 560 001

Sir,

I, V. Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries,
Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies
Act, 2013 read with Rule 20 of the Companies (Management and Administration)
Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provision of Section
108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 and pursuant to Regulation
44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.



- (ii) Voting by poll (Ballot Papers) taken at the 24th Annual General Meeting of the Equity Shareholders of “IZMO LIMITED” held on Wednesday, September 25, 2019 at 9.30 A.M. at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru - 560 001.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Twenty Fourth Annual General Meeting of the Equity Shareholders dated August 07, 2019. My responsibility as a Scrutinizer for the voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast “in favor” or “against” the resolutions stated in the notice of the Annual General Meeting, based on the report generated from the e-voting system of Central Depository Services Ltd. (CDSL) and by poll (Ballot Papers) provided at the Annual General Meeting.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 a.m. of Sunday, September 22, 2019 up to 5.00 p.m. of Tuesday, September 24, 2019.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.



B. Relating to voting by Poll (Ballot Papers)

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was one polling paper which was incomplete which has been treated as invalid and kept separately.

C. Result of Remote E-Voting and Poll is as under:

1. The voting rights were reckoned as on Wednesday, September 18, 2019, being the Cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and Poll (Ballot Papers) at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were finalised on the CDSL portal www.evotingindia.com on September 25, 2019 at 10.39 A.M. to know the voting pattern in the presence of two witnesses. The ballot box was opened, and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and in respect of e-voting, the list of equity shareholders who voted "For" or "Against" were downloaded from



the E-Voting website of Central Depository Services Limited
www.cdslindia.com.

4. The combined result of remote e-voting and poll is as under:

a) **RESOLUTION 1(Ordinary Resolution)**

Adoption of Accounts for the financial year ended March 31, 2019

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	22	4	26
Number of votes cast by them	39,27,774	59	39,27,833
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	100	NIL	100
% of Total Number of valid votes cast	0	NIL	0



(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	1	1
Number of votes cast by them	Nil	210	210

b) RESOLUTION 2 (Ordinary Resolution)

Re-appointment of Mrs. Shashi Soni (DIN: 00609217) as director who retires by rotation.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	20	4	24
Number of votes cast by them	39,09,433	59	39,09,492
% of Total Number of valid votes cast	99.53	100	99.53



(ii) Voted against the resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	3	NIL	3
Number of votes cast by them	18,441	NIL	18,441
% of Total Number of valid votes cast	0.47	NIL	0.47

(iii) Invalid Votes

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	1	1
Number of votes cast by them	Nil	210	210



c) RESOLUTION 3 (Special Resolution)

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

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	21	4	25
Number of votes cast by them	39,25,774	59	39,25,833
% of Total Number of valid votes cast	99.95	100	99.95

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	2,100	NIL	2,100
% of Total Number of valid votes cast	0.05	NIL	0.05



(iii) **Invalid Votes**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	1	1
Number of votes cast by them	Nil	210	210

d) **RESOLUTION 4 (Special Resolution)**

Re-appointment of Mrs. Shashi Soni (DIN: 00609217) as Chairperson and Whole Time Director of the Company.

(i) **Voted in favour of Resolution**

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	20	4	24
Number of votes cast by them	39,09,433	59	39,09,492
% of Total Number of valid votes cast	99.53	100	99.53



(ii) Voted against the resolution -

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	3	NIL	3
Number of votes cast by them	18,441	NIL	18,441
% of Total Number of valid votes cast	0.47	NIL	0.47

(iii) Invalid Votes

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	1	1
Number of votes cast by them	Nil	210	210



e) RESOLUTION 5 (Special Resolution)

Re-appointment of Mr. Ramanujam Krishnamurthy (DIN: 06940830) as Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of 5(five) consecutive years.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	20	4	24
Number of votes cast by them	39,09,433	59	39,09,492
% of Total Number of valid votes cast	99.53	100	99.53

(ii) Voted against the resolution

	Remote E- voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	3	NIL	3
Number of votes cast by them	18,441	NIL	18,441
% of Total Number of valid votes cast	0.47	NIL	0.47



(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	1	1
Number of votes cast by them	Nil	210	210

f) RESOLUTION 6 (Special Resolution)

Re-appointment of Mr. Perur Phaneendra (DIN: 06952301) as Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of 5(five) consecutive years.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	19	4	23
Number of votes cast by them	39,09,357	59	39,09,416
% of Total Number of valid votes cast	99.53	100	99.53



(ii) Voted **against** the resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	4	NIL	4
Number of votes cast by them	18,517	NIL	18,517
% of Total Number of valid votes cast	0.47	NIL	0.47

(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	1	1
Number of votes cast by them	Nil	210	210

g) RESOLUTION 7 (Special Resolution)

Re-appointment of Mr. Vijay Gupta (DIN- 0929401) as Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of 5(five) consecutive years.



(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	20	4	24
Number of votes cast by them	39,09,433	59	39,09,492
% of Total Number of valid votes cast	99.53	100	99.53

(ii) Voted against the resolution

	Remote E- voting	Voting by Poll at AGM	Total
Number of Members present and voting (in person or by proxy)	3	NIL	3
Number of votes cast by them	18,441	NIL	18,441
% of Total Number of valid votes cast	0.47	NIL	0.47



(iii) Invalid Votes

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	Nil	1	1
Number of votes cast by them	Nil	210	210

5. A list of Equity shareholders who voted "FOR" or "AGAINST" the resolutions (Both through Remote E-voting and Poll at the AGM) has been handed over to the Company Secretary.
6. The electronic data, poll (Ballot) papers and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thank You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)

Partner

FCS 2347; CP No. 833

Place: Bengaluru

Date: September 26, 2019