

NOTICE

Notice of 24th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF IZMO LIMITED WILL BE HELD AT BHARATIYA VIDYA BHAVAN, RACE COURSE ROAD, BENGALURU – 560 001, KARNATAKA ON WEDNESDAY, 25TH DAY OF SEPTEMBER, 2019 AT 9.30 AM TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1: Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Auditors' Report thereon and the Report of the Directors' along with the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the 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 for the Financial Year ended March 31, 2019, together with the Auditors' and Board's Report thereon, along with relevant annexures, 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: Re-appointment of director who retires by rotation

To re-appoint of Mrs. Shashi Soni (DIN-00609217), 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, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Shashi Soni 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 or expedient to give effect to the foregoing resolution(s), including delegation of powers herein, to any of the Directors and/or officers of the Company."

SPECIAL BUSINESS:

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

Members are requested to consider and pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 along with other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) 2015 as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, subject to approval of the Central Government if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permission and sanctions, consent of Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay Soni (DIN-00609097) as Managing Director of the Company with effect from 1st April, 2019 to 31st March, 2022 for a period of 3 (three) years on such remuneration as set out below:

1. Mr. Sanjay Soni - Managing Director with effect from 01.04.2019 for a period of 3 years.
2. Salary inclusive of allowances and perquisites as follows :

For the Financial Year	Salary
1.04.2019 to 31. 03.2020	6,00,000 (Rupees Six Lakhs only) per month.
1.04.2020 to 31. 03.2021	6,60,000 (Rupees Six Lakhs Sixty thousand only) per month.
1.04.2021 to 31. 03.2022	7,26,000(Rupees Seven Lakhs Twenty Six thousand only) per month.

3. Commission not more than 1% of the net profits of the Company.

NOTICE

4. Unless the context otherwise requires, the perquisites are classified into three categories “A”, “B” and “C” as follows

Category “A”:

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

Alternatively:

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

Alternatively:

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

Explanation:

- I. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962, as amended from time to time. However, such expenditure shall be subject to a ceiling of 10% (Ten percent) of the Appointee’s annual salary each year.
- II. Medical Reimbursement: Expenses incurred for the Appointee and his family, subject to a ceiling of one month’s salary in a year or three month’s salary over a period of three years.
- III. Leave Travel Concession: For Appointee and his family once in a year, while on leave, in accordance with the rules and regulations applicable to senior managers of the Company from time to time.
- IV. Personal Accident Insurance: Premium not to exceed Rs. 25,000/- (Rupees Twenty Five Thousand only) per annum.

Explanation:

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

Category “B”:

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

Category “C”:

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

MINIMUM REMUNERATION:

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

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

NOTICE

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

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

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

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 or expedient to give effect to the foregoing resolution(s), including delegation of powers herein, to any of the Directors and/or officers of the Company."

Item No.4: Re-appointment of Mrs. Shashi Soni (DIN-00609217) as Chairperson and Whole Time Director of the Company

Members are requested to consider and pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 along with other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) 2015 as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, subject to approval of Central Government if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permission and sanctions, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Shashi Soni (DIN- 00609217) as Chairperson and Whole Time Director of the Company for a period of three years with effect from 1st October, 2019 to 30th September, 2022 on such remuneration as set out below:

1. Mrs. Shashi Soni - Chairperson and Whole Time Director with effect from 01.10.2019 for a period of 3 years.
2. Salary of Rs. 1,50,000/- (Rupees One Lakhs Fifty Thousand only) per month.
3. Commission not more than 1% of the net profits of the Company.
4. Unless the context otherwise requires, the perquisites are classified into three categories "A", "B" and "C" as follows:

Category "A":

The expenditure incurred by the Company on providing furnished residential accommodation for the Appointee shall be subject to a ceiling of 50% (Fifty percent) of the Appointee's salary over and above 10% payable by the Appointee salary.

Alternatively:

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

Alternatively:

In case, no accommodation is provided by the Company, the Appointee shall be entitled to House Rent Allowance, subject to a ceiling of 50% (Fifty percent) of salary payable to the Appointee.

Explanation:

- I. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962, as amended from time to time. However, such expenditure shall be subject to a ceiling of 10% (Ten percent) of the Appointee's annual salary each year.
- II. Medical Reimbursement: Expenses incurred for the Appointee and her family, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- III. Leave Travel Concession: For Appointee and her family once in a year, while on leave, in accordance with the rules and regulations applicable to senior managers of the Company from time to time.
- IV. Personal Accident Insurance: Premium not to exceed Rs. 4,000/- (Rupees Four Thousand only) per annum.

Explanation:

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

NOTICE

Category “B”:

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

Category “C”:

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

MINIMUM REMUNERATION:

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

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

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

RESOLVED FURTHER THAT in the event of Mrs. Shashi Soni ceasing to be the Whole time Director due to any causes whatsoever, she shall not be eligible for any compensation for loss of office.

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

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 or expedient to give effect to the foregoing resolution(s), including delegation of powers herein, to any of the Directors and/or officers of the Company.”

5. 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

Members are requested to consider and pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 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 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), consent of the Board be and is hereby accorded to recommend to the shareholders of the company for the re-appointment of Mr. Ramanujam Krishnamurthy (DIN-06940830), who was appointed as an Independent Director and who will hold office of Independent Director up to 30.09.2019 and being eligible for reappointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2019 up to September 30, 2024, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

NOTICE

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 or expedient to give effect to the foregoing resolution(s), including delegation of powers herein, to any of the Directors and/or officers of the Company.”

6. 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

Members are requested to consider and pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 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 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), consent of the Board be and is hereby accorded to recommend to the shareholders of the company for the re-appointment of Mr. Perur Phaneendra (DIN-06952301), who was appointed as an Independent Director and who will hold office of Independent Director up to 30.09.2019 and being eligible for reappointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2019 up to September 30, 2024, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

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 or expedient to give effect to the foregoing resolution(s), including delegation of powers herein, to any of the Directors and/or officers of the Company.”

7. 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

Members are requested to consider and pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 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 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), consent of the Board be and is hereby accorded to recommend to the shareholders of the company for the re-appointment of Mr. Vijay Gupta (DIN- 0929401), who was appointed as an Independent Director and who will hold office of Independent Director up to 30.09.2019 and being eligible for reappointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2019 up to September 30, 2024, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and is hereby accorded towards the continuation of directorship of Mr. Vijay Gupta, (DIN-00929401), as a Non-Executive Independent Director, notwithstanding attaining the age of seventy-five years (75), until the expiry of his second term on September 30, 2024.”

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 or expedient to give effect to the foregoing resolution(s), including delegation of powers herein, to any of the Directors and/or officers of the Company.”

By order of the Board

Sd/-
Sanjay Soni
Managing Director
DIN: 00609097

Place: Bengaluru
Date: 07.08.2019

NOTICE

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead and a proxy need not be a member. The instrument duly completed appointing the proxy shall be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of not exceeding 50 (fifty) members and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. During the business hours of the Company, proxy forms are open for inspection, for the period beginning 24 (twenty-four) hours before the commencement of the Meeting and ending with the conclusion of the Meeting, provided that an advance notice of not less than three days, is given to the Company.
2. Members are requested to notify any change in their addresses specifying full address in block letters with PIN code to the Company's Registrar and Share Transfer Agents at the following address: Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Near Spencers Signal on Anna Salai, Chennai, Tamil Nadu 600002.
3. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the Meeting. Corporate Members intending to send their representatives are requested to send a certified true copy of the Resolution authorizing the representative to attend and vote at the Annual General Meeting.
4. Members desiring any information with regard to Accounts/Reports are requested to write to the Company Secretary at least ten days before the Meeting so as to enable the Management to keep the information ready.
5. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective Depository Participant(s). The Members holding shares in physical form are requested to inform their bank account details to the company and/or the registrar and share transfer agent viz. Cameo Corporate Services Limited.
6. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above or to the Company Secretary, at the Company's registered office. Pursuant to the provisions of the Companies Act, 2013 and other relevant Rules, the Company has accordingly transferred dividend remaining unpaid for seven years (7) to Investors Education and Protection Fund (IEPF).
7. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / re-appointment at the AGM, forms part of the Notice and/or Annual Report.
8. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to Registrar and Share Transfer Agents.
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 retires by rotation and being eligible offers herself for reappointment. A brief resume of Mrs. Shashi Soni along with the nature of her expertise are given herewith and forms part of the notice convening the Annual General Meeting.
10. Members are requested to bring their copy of the Annual Report with them to the Meeting.
11. The Company's Register of Members and Share Transfer Book shall remain closed, from 19th September, 2019 (Thursday) to 25th September, 2019 (Wednesday) (both days inclusive).
12. Investors may address their queries/communications to company.secretary@izmoltd.com
13. The Annual Report 2018-19 is being sent through electronic mode only to the Members whose e mail addresses are available with the Company/Depository Participant (s) unless any member has requested for physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2018-19 are being sent by permitted mode.
14. To support the Green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their e-mail address with Depository Participant(s) /Company so that all communication / documents can be sent in electronic mode.
15. The voting for the agenda items shall be done by casting of votes by using Remote e-voting that is an electronic voting system from a place other than the venue of the Meeting (e-voting) and by Poll at the Meeting. Those who have exercised the option of e-voting shall be entitled to attend and participate in the Meeting but would not be entitled to vote at the Poll to be conducted at the venue of the AGM on the day of meeting.
16. Mr. V. Sreedharan (Membership No FCS 2347, CP 833), PCS Senior Partner of M/s V. Sreedharan & Associates, in his absence, Mr. Pradeep B. Kulkarni or Ms. Devika Sathyanarayana, Partners of M/s. V. Sreedharan & Associates have been appointed as the Scrutinizer to scrutinize the e-voting process and Poll in a fair and transparent manner.

NOTICE

17. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company and/or authorized person of the Company who shall declare the results forthwith.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.izmoltd.com and on the Central Depository Services Limited (CDSL) at website www.evotingindia.com and communicated to the Stock Exchanges immediately after declaration.
19. The information and instructions relating to e-voting are as below:
 - (i) The voting period begins on 22nd September, 2019 (Sunday) at 9:00am (IST) and ends on 24th September, 2019(Tuesday) at 5:00 pm (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2019 (Wednesday) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.W
 - (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

NOTICE

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, 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.

ANNEXURE TO THE NOTICE

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

Item No. 3:

Mr. Sanjay Soni was re-appointed as Managing Director for a term of 3 years with effect from 1st April, 2016 to 31st March, 2019 of the Company with such terms and conditions as mentioned in the aforesaid resolution.

Considering the background, his experience and the need of the Company, based on the recommendations of the Nomination & remuneration committee, your Board at its meeting convened on 6th February, 2019, has re-appointed him as Managing Director for a term of 3 years with effect from 1st April, 2019 to 31st March, 2022.

Pursuant to Sections 196, 197 of the Companies Act, 2013, read with Schedule V and the Securities & Exchange Board Of India (Listing Obligations And Disclosure Requirements) 2015 as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, and with such terms and conditions as mentioned in the aforesaid resolution for reappointing Mr. Sanjay Soni as Managing Director, requires the approval of the members by passing a special resolution.

NOTICE

Keeping in view that Mr. Sanjay Soni has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to reappointment of Mr. Sanjay Soni as Managing Director.

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

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

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

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

Disclosures under Secretarial Standard-2 is annexed to this Notice.

Your Board recommends passing of resolution specified under Item No. 3 as Special Resolution.

Mr. Sanjay Soni and Mrs. Shashi Soni are deemed to be interested in the transaction mentioned under Item No. 3, Apart from Mr. Sanjay Soni and Mrs. Shashi Soni none of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolutions as set out under Item No. 3:

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

Item No. 4:

Mrs. Shashi Soni is one of the initial Directors of your Company, has been Chairperson and has been actively involved with the affairs of the Company from the beginning. She was instrumental in the significant growth of the Company and has good amount of experience in the line of the business.

Pursuant to Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Pursuant to Sections 196, 197 of the Companies Act, 2013, read with Schedule V and the Securities & Exchange Board Of India (Listing Obligations And Disclosure Requirements) 2015 as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, and with such terms and conditions as mentioned in the aforesaid resolution for reappointing Mrs. Shashi Soni being age more than 70 years Chairperson and Whole Time Director, requires the approval of the members by passing a special resolution.

Mrs. Shashi Soni was re-appointed as Chairperson and Whole time Director for 3 years with effect from 1st October, 2016 to 30th September 2019 of the Company with such terms and conditions as mentioned in the aforesaid resolution.

Considering the background and her experience, based on the recommendations of the Nomination & remuneration committee, your Board at its meeting convened on 30th May, 2019, has re-appointed her as Chairperson and Whole time Director for 3 years with effect from 1st October, 2019 to 30th September 2022.

This may be deemed to be an abstract under Section 190 of the Companies Act, 2013 of the terms and conditions of appointment of Mrs. Shashi Soni as Chairperson & Whole time Director.

Disclosures under Secretarial Standard-2 is annexed to this Notice.

Your Board recommends passing of resolution specified under Item No. 4 as Special Resolution.

Mr. Sanjay Soni and Mrs. Shashi Soni are deemed to be interested in the transaction mentioned under Item No. 4, Apart from Mr. Sanjay Soni and Mrs. Shashi Soni none of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolutions as set out under Item No. 4:

NOTICE

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

Item No. 5, 6 & 7

Re-appointment of Mr. Ramanujam Krishnamurthy (DIN:06940830), Mr. Perur Phaneendra (DIN:06952301) and Mr. Vijay Gupta (DIN:00929401) as Non-Executive Independent Director(s) of the Company, not liable to retire by rotation.

The Members of the Company had earlier approved the appointment of Mr. Ramanujam Krishnamurthy (DIN:06940830), Mr. Perur Phaneendra (DIN:06952301) and Mr. Vijay Gupta (DIN:00929401) as Non-Executive Independent Director(s) of the Company, not liable to retire by rotation for a period of five years with effect from September 30, 2014 up to September 30, 2019. Accordingly, of Mr. Ramanujam Krishnamurthy Mr. Perur Phaneendra and Mr. Vijay Gupta shall complete their first term on September 30, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on May 30, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), proposed for the approval of Members, the reappointment of Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta, as Independent Directors not liable to retire by rotation, for a second term of 5 (five) consecutive years, starting from September 30, 2019 up to September 30, 2024, inter-alia 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 Resolutions relating to their respective appointment.

Section 149, sub-section (10) of the Companies Act 2013, provides that an independent director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

Section 149, sub-section (11) provides that no independent director shall hold office for more than two consecutive terms. Explanation to sub-sections (10) and (11), provide that any tenure of an independent director on the date of Commencement of this Act shall not be counted as a term under those sub-sections. Therefore, Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta are entitled to second term till September 30, 2024.

Mr. Ramanujam Krishnamurthy (DIN: 06940830) has completed his Graduation in Commerce, Science and Law. He is also a member of the Institute of Company Secretaries of India. He has a rich experience in Compliance of various Laws and Administration. Mr. Ramanujam Krishnamurthy possesses relevant experience and knowledge in the field of Law and Administration. Presently, Mr. Ramanujam Krishnamurthy practices as an Advocate in the High Court of Karnataka.

Mr. P. Phaneendra (DIN: 06952301) has completed his Graduation in Commerce. He is also a member of the Institute of Company Secretaries of India, the Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India. He has a rich experience in the matters of Finance, Cost and Taxation. Mr. P. Phaneendra possesses relevant experience and knowledge in the field of Finance, Cost and Taxation.

Mr. Vijay Gupta (DIN: 00929401) has completed his Graduation in Science. He has a rich industrial experience. He possesses relevant experience and knowledge in the field of Information Technology. Presently Mr. Vijay Gupta offers business consultation services to various corporate.

Accordingly, the Committee and the Board, are of the view that, given the knowledge, experience, contribution and performance evaluation of Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta, their continued association would be immensely beneficial to the Company, in its pursuit of growth and hence recommend to the Members to approve their re-appointment for a further period of five years up to September 30, 2024.

Requisite Notices under Section 160 of the Act by a Member, proposing the appointment of Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta have been received by the Company.

Further, requisite declarations and other disclosures have been received from Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta respectively, inter-alia stating that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015 and the Board has taken it on record after due assessment. In the opinion of the Board, Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta, fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015.

NOTICE

Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta shall be entitled to sitting fees and/or other remuneration with the prescribed limit as per companies act, 2013 & SEBI (LODR) 2015 read with applicable amendment if any.

Approvals of the Members by way of Special Resolutions are required for re-appointment of Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, approval of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Vijay Gupta has already attained age of seventy five years during the present term for that the company has already obtained the special resolution in the last AGM. The Special Resolutions under Item No 7, once passed, shall also be deemed as Members' approval under the Listing Regulations 2015, for continuation of Mr. Vijay Gupta as Independent Director, beyond the age of seventy five years.

Additional information in respect of Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings which inter-alia includes, a brief resume, nature of his expertise in specific functional areas, names of companies in which he holds directorship(s), membership(s) of the Board's Committees, shareholding in the Company and relationships between the directors inter-se are given herein and forms part of the Notice.

Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta are not related to any of the Directors on the Board and/or Key Managerial Personnel of the Company. Mr. Ramanujam Krishnamurthy, Mr. Perur Phaneendra and Mr. Vijay Gupta and / or their respective relatives may be deemed to be interested in the resolutions set out at Item No.5, 6 & 7 of the Notice.

Save and except the foregoing, none of the other Directors or Key Managerial Personnel of the Company or their Relatives is, in any way, concerned or interested, in the resolutions as set out respectively at Item No. 5,6 & 7 of the Notice.

Mr. Gupta holds 232524 equity shares of Rs 10/- each, of the Company. Mr. Ramanujam Krishnamurthy & Mr. Perur Phaneendra do not hold any shares of the Company.

The Board recommends the Special Resolutions set out at Item No. 5,6 & 7 of the Notice, for approval by the Members of the Company.

Place: Bengaluru
Date: 07.08.2019

By order of the Board
For IZMO Limited
Sd/-
Sanjay Soni
Managing Director
DIN: 00609097

NOTICE

DISCLOSURES REQUIRED TO BE GIVEN PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS 2:

Particular	Mr. Sanjay Soni	Mrs. Shashi Soni	Mr. Ramanujam Krishnamurthy	Mr. Perur Phaneendra	Mr. Vijay Gupta
Age	51 Years	78 Years	67 Years	59 Years	75 Years
Qualifications	Graduate in Commerce and has undertaken extensive studies in IT related field for the last over one decade. He has undergone Post Graduate Program from the Indian Institute of Management(IIM-B), Bengaluru	Graduate	Graduate in Commerce, Science, Law and Member of ICSI	Graduate in Commerce and Member of ICAI, ICSI and ICWAI	Graduate in Science
Experience and brief resume of the director and nature of his expertise in specific functional areas	Mr. Sanjay soni has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time. He is being promoter and managing director has been involved in the Management and headed the company Since its incorporation. He has wide exposure to International Finance and banking and has authored books on related fields.	Mrs. Shashi Soni has about 45 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	He has a vast experience in compliance of various Laws and Administration	He has vast experience as financial advisors, financial consultant and also has experience of liasioning with SEBI, Stock Exchanges and various Government Departments.	37 Years Industrial Experience
Terms and conditions of re-appointment and details of remuneration sought to be paid	As per resolution 3	As per resolution 4	Appointed as a non-executive Independent Director, not liable to retire by rotation with same term and condition as appointed earlier and sitting fees as per prescribed limit of Companies act, 2013	Appointed as a non-executive Independent Director, not liable to retire by rotation with same term and condition as appointed earlier and sitting fees as per prescribed limit of Companies act, 2013	Appointed as a non-executive Independent Director, not liable to retire by rotation with same term and condition as appointed earlier and sitting fees as per prescribed limit of Companies act, 2013
Remuneration last drawn	Rs. 500,000 Per Month	Rs. 125,000 Per Month	Sitting fees as per prescribed limit of Companies act, 2013	Sitting fees as per prescribed limit of Companies act, 2013	Sitting fees as per prescribed limit of Companies act, 2013
Date of first appointment on the Board	01.04.1999	01.06.2001	30.09.2014	30.09.2014	23.07.2004
Shareholding in the company (As on 31.03.2019)	27,67,613	6,87,787	Nil	Nil	2,32,524
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sanjay Soni(MD) is son of Mrs. Shashi Soni(WTD) and Spouse of Mrs. Kiran Soni(CFO)	Mrs. Shashi Soni(WTD) is mother of Mr. Sanjay Soni(MD) and Mother in Law of Mrs. Kiran Soni(CFO)	NA	NA	NA

NOTICE

The number of Meetings of the Board attended during the year	No. of Board Meetings held: 4 Attended: 4	No. of Board Meetings held: 4 Attended: 1	No. of Board Meetings held: 4 Attended: 4	No. of Board Meetings held: 4 Attended: 4	No. of Board Meetings held: 4 Attended: 1
Directorships, Membership/Chairmanship of Committees of other Boards	Directorship in 1. D'gipro Design Automation And Marketing Private Limited 2. SI2 Microsystems Private Limited 3. Hughes Precision Manufacturing Private Limited	Directorship in Deep Heritage Private Limited	Directorship in Pioneer Distilleries Limited	NA	Directorship in Aries Gases Private Limited

Following are details of Mr. Sanjay Soni Directorship(s) and/or Committee Membership(s):

Directorship(s) in Listed Companies	
1.	Izmo Limited

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

Following are details of Mrs. Shashi Soni Directorship(s) and/or Committee Membership(s):

Directorship(s) in Listed Companies	
1.	Izmo Limited

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

Following are details of Mr. Ramanujam Krishnamurthy Directorship(s) and/or Committee Membership(s):

Directorship(s) in Listed Companies			
1.	Izmo Limited	2	Pioneer Distilleries Limited

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.	Izmo Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Stake Holders' Relationship Committee	Member
2.	Pioneer Distilleries Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Member
		Stake Holders' Relationship Committee	NA

Following are details of Mr. Perur Phaneendra Directorship(s) and/or Committee Membership(s):

Directorship(s) in Listed Companies	
1.	Izmo Limited

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

Following are details of Mr. Vijay Gupta Directorship(s) and/or Committee Membership(s):

Directorship(s) in Listed Companies	
1.	Izmo Limited

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

Place: Bengaluru
Date: 07.08.2019

By order of the Board
For IZMO Limited
Sd/-
Sanjay Soni
Managing Director
DIN: 00609097

NOTICE

Route Map for the Venue of Annual General Meeting

