

NOTICE
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NOTICE IS HEREBY GIVEN THAT THE 25<sup>TH</sup> (TWENTY FIFTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF IZMO LIMITED (THE "COMPANY") WILL BE HELD ON **MONDAY, 28<sup>TH</sup> DAY OF SEPTEMBER, 2020 AT 12:30 PM** THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") 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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 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<sup>st</sup>, 2020, together with the Auditors' and Board's Report 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: Re-appointment of director who retires by rotation:**

To re-appoint Mr. Sanjay Soni (DIN 00609097), who retires by rotation, and being eligible, offers himself 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 Mr. Sanjay 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:**

**Item No.3: Appointment of Mrs. Kiran Soni as 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 of Companies Act, 2013 ("the Act") 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 (including any statutory

modification(s) or re-enactment thereof for the time being in force), also read with the Articles of Association of the Company, the recommendations and / or approvals of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company (the "Board") and subject to such other approval(s), 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 appointment of Mrs. Kiran Soni (DIN- 08836616) as Whole Time Director of the Company for a period of three years with effect from 29<sup>th</sup> September, 2020 to 28<sup>th</sup> September, 2023 on such remuneration as set out below:

1. Mrs. Kiran Soni - Whole Time Director with effect from 29<sup>th</sup> September, 2020 for a period of 3 years.
2. Salary of Rs. 2, 50,000/- (Rupees Two 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.

**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. Kiran 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. Kiran 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 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."

Place: Bengaluru  
Date: 19.08.2020

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

## NOTES

1. In view of massive outbreak of COVID- 19 Pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8<sup>th</sup>, 2020, April 13<sup>th</sup>, 2020 and May 5<sup>th</sup>, 2020 respectively (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12<sup>th</sup>, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the **25<sup>th</sup> Annual General Meeting (the "AGM" or the "Meeting") of Izmo Limited (the "Company")** will be held through VC or OAVM in compliance with the said 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"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. In terms of the MCA Circulars and SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12<sup>th</sup>, 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 and attendance slip are not annexed to this notice convening the 25<sup>th</sup> AGM of the company (the "notice").

However, in pursuance of 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 e-mail at syed1948@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

3. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
4. 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<sup>st</sup>, 2019, except in case of request received for transmission or transposition of securities. 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, M/s Cameo Corporate Services Limited for assistance in this regard.
5. 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, Anna Salai, Chennai, Tamil Nadu - 600002.
6. In terms of the provisions of the Companies Act, 2013 and Rules made there under and Articles of Association of the Company, Mr. Sanjay Soni retires by rotation and being eligible offers himself for reappointment. A brief resume of Mr. Sanjay Soni along with the nature of his expertise are given herewith and forms part of the notice convening the Annual General Meeting.
7. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed there under, in respect of the Special Business under Item No. 3 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.
8. In Compliance with aforesaid Circulars issued by Ministry of Corporate Affairs and SEBI Circular dated May 12<sup>th</sup>, 2020, the Notice along with the Annual Report of the Company for the financial year ended March 31<sup>st</sup>, 2020, 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 M/s Cameo Corporate Services Limited. Members may also note that the Notice and Annual Report for 2019-20 will also be available on the Company's website [www.izmoltd.com](http://www.izmoltd.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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., National Securities Depository Limited (NSDL), viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 9. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM. Further details in this regard are annexed separately and form part of this Notice.

## 10. 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, the Company has engaged the services of NSDL 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.  
**The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**
- ii. The remote e-voting period will commence on **Friday, September 25<sup>th</sup>, 2020 (9:00A.M. IST)** and will end on **Sunday, September 27<sup>th</sup>, 2020 (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., **Monday, September 21<sup>st</sup>, 2020**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL 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 Monday, September 21<sup>st</sup>, 2020 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: 4121 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](http://www.izmoltd.in)) and on the e-Voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed.

- vii. Members holding shares in physical mode or whose e-mail addresses are not registered may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at [company.secretary@izmoltd.com](mailto:company.secretary@izmoltd.com) or to the RTA at [narasimhan@cameoindia.com](mailto:narasimhan@cameoindia.com):
- Scanned Copy of a signed request letter, mentioning name, folio number/DP Id, Client Id and number of shares held and complete postal address;
  - Self-attested scanned copy of PAN Card; and
  - 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.

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.

## 11. RAISING OF QUESTION OR SEEKING CLARIFICATION

- 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) Wednesday September 23<sup>rd</sup>, 2020**, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at [company.secretary@izmoltd.com](mailto: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.
  - 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 **Thursday, September 17<sup>th</sup>, 2020 (9:00 A.M. IST) to Wednesday, September 23<sup>rd</sup>, 2020 (5:00 P.M. IST)** at [company.secretary@izmoltd.com](mailto: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.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and 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).
13. The Company's Register of Members and Share Transfer Book shall remain closed, from **Tuesday, September 22<sup>nd</sup>, 2020 to Monday, September 28<sup>th</sup>, 2020** (both days inclusive) for the purpose of AGM.
14. 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<sup>st</sup>, 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<sup>th</sup>, 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<sup>st</sup>, 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<sup>st</sup>, 2019 and returned to the investors due to deficiency in the documents may be re- submitted for transfer even after April 1<sup>st</sup>, 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<sup>th</sup>, 2018.
15. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto 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.

**16. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on **Friday, September 25<sup>th</sup>, 2020 (9:00 A.M. IST)** and ends on **Sunday, September 27<sup>th</sup>, 2020 (5:00 P.M. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to

**Step 2 i.e. Cast your vote electronically:**

4. Your User ID details are given below :

<i>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</i>	<i>Your User ID is:</i>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID.  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID.  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company.  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Your password details are given below:**
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) **How to retrieve your 'initial password'?**
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a PDF file. Open the PDF file. The password to open the PDF file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The PDF file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

*Details on Step 2 are given below:*

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **syed1948@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at **evoting@nsdl.co.in**

#### **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:**

1. 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 email id).

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 email id).

2. Alternatively member may send an e-mail request to **evoting@nsdl.co.in** for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [company.secretary@izmoltd.com](mailto:company.secretary@izmoltd.com).
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**ANNEXURE TO THE NOTICE**

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

**Item No. 3: Appointment of Mrs. Kiran Soni as Whole Time Director of the Company.**

Mrs. Kiran Soni joined your company in the year 1995 and has been actively involved with the affairs of the Company from the beginning. She has joined as Corporate Analyst and redesignated as Chief Financial Officer of the Company ("CFO") and Key Managerial Personnel ("KMP") in the year 2014. She was instrumental in the significant growth of the Company and has good amount of experience in the line of the business.

In compliance with the provisions of the Companies Act, 2013 (as amended) (the "Act") and the Rules framed there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), Articles of Association and Nomination and Remuneration Policy of the Company, the Board of Directors of the Company (the "Board"), based on the recommendation of Nomination and Remuneration Committee (NRC) and approval of Audit Committee at their respective meetings held on August 19<sup>th</sup>, 2020, has appointed Mrs. Kiran Soni as Additional Director and proposed her to be appointed as Whole-time Director of the

Company, liable to retire by rotation, for a further period of 3 (three) consecutive years commencing from September 29<sup>th</sup>, 2020 upto September 28<sup>th</sup>, 2023 or till the date of expiry of the tenure of her service with the Company, whichever is earlier subject to the approval of the members of the Company with such terms and conditions as mentioned in the aforesaid resolution.

Mrs. Kiran Soni is the Chief Financial Officer ("CFO") and Key Managerial Person ("KMP") of Izmo Limited. She is a graduate from Sydenham College, Mumbai and a Qualified Chartered Accountant (CA) from "Institute of Chartered Accountant of India" (ICAI) with over 25 years of experience in different position in Izmo Limited.

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. Kiran Soni as Whole time Director.

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

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

In terms of the provisions of the Act, Mrs. Kiran Soni has filed requisite consent(s) and disclosures before the Board. The Company has also received intimation from Mrs. Soni in Form DIR - 8 to the effect that she is not disqualified and further confirming that she is not debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to appoint her as a Director in any company.

The Company has entered into an Agreement with Mrs. Soni containing the terms and conditions of her appointment including remuneration, authority, rights and obligations during her tenure as a Whole-time Director of the Company. The proposed resolution as contained in the Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Mrs. Soni as mentioned herein or under the Agreement entered, from time to time, as it may deem fit and necessary and as may be agreed to by and between Mrs. Soni and the Board.

The Board, on the recommendation of the NRC and approval of the Audit Committee, approved remuneration of Rs. 2, 50,000/- per month for Mrs. Soni, subject to approval of the Members.

The aforesaid remuneration of Mrs. Soni falls within the maximum ceiling limits as specified under Section 197 and other applicable provisions of the Act and Rules framed there under read with Schedule V to the Act.

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.

Considering the contributions made by Mrs. Soni during her current tenure, her long association with the Company, her experience, expertise, background and understanding of the Company's business, the Board is of the opinion that the continued association of Mrs. Soni would be beneficial in the interests of the Company and it is considered desirable to continue to avail her services as a Whole-time Director of the Company, designated as Whole-time Director and Chief Financial Officer (Key Managerial Person). Accordingly, in terms of Sections 2(94), 196, 197, 198 and 203 read with Schedule V to the Act, the appointment of Mrs. Soni as a Whole-time Director of the Company, designated as stated above, is now being proposed before the Members of the Company for their approval.

The Board recommends the Resolution No. 3 as Special Resolution for approval by the Members of the Company.

**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	Mr. Sanjay Soni	Mrs. Kiran Soni
Age	52 Years	52 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 and a Qualified Chartered Accountant.
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. Kiran Soni has about 25 years of business experience in Izmo Limited e. She has joined Izmo in the year 1995.
Terms and conditions of Appointment / re-appointment and details of remuneration sought to be paid	<b>As per resolution 2</b>  Appointed as Managing Director (Key Managerial Person) liable to retire by rotation, w.e.f April 1 <sup>st</sup> , 1999. He retires by rotation and being eligible, offers himself for re-appointment.	<b>As per resolution 3</b>  Appointed as Whole Time Director and Chief Financial Officer (Key Managerial Person), liable to retire by rotation w.e.f September 28 <sup>th</sup> , 2020 for a consecutive period of 3 (three) years commencing from September 28 <sup>th</sup> , 2020 upto September 27 <sup>th</sup> 2023 or till the date of expiry of the tenure of his service with the Company, whichever is earlier, on the terms and conditions contained in the Explanatory Statement above.
Remuneration last drawn	Rs. 6,00,000 Per Month	Rs. 2,50,000 Per Month
Date of first appointment on the Board	01.04.1999	19.08.2020
Shareholding in the company ( As on 31.03.2019)	27,71,613	3,73,224
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) and Additional Director.	Mrs. Kiran Soni (the Additional Director) and Chief Financial Officer is spouse of Mr. Sanjay Soni (MD) and Daughter in Law of Mrs. Shashi Soni( WTD)
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: 4
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	None

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. Kiran Soni Directorship(s) and/or Committee Membership(s):

Directorship(s) in Listed Companies
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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: 19.08.2020

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