

# SYED SHAHABUDDIN

Company Secretary

85/2, Muniswamappa Road, 01<sup>st</sup> Cross Road,

J C Nagar, Bangalore-560006

Mobile: 9844292045 | e- mail: [syed1948@gmail.com](mailto:syed1948@gmail.com)

## **Report of Scrutinizer**

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

To:

The Chairperson

IZMO Limited

#177/2C Billekahalli Industrial Area

Bannerghatta Road

Bangalore - 560076

Madam,

Sub: E-Voting for items included in 27<sup>th</sup> Annual General Meeting (AGM) of the Members of IZMO Limited (the Company)

I, Syed Shahabuddin, Company Secretary in Practice had been appointed as Scrutinizer for the purpose of scrutinizing the e-voting process at the AGM, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 27<sup>th</sup> AGM of Members of the Company held on Monday the 26<sup>th</sup> September 2022 at 12:30 PM (IST) through Video Conferencing (VC) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular No.20/2020 dated 5<sup>th</sup> May, 2020 and Circular No 02/2021 dated January 13, 2021, issued by the Ministry of Corporate Affairs (hereinafter, collectively referred to as the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) read with Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/PI 2021/11 dated 12<sup>th</sup> May 2020 and 15<sup>th</sup> January 2021, respectively (hereinafter, collectively referred to as the "SEBI Circulars"), issued by the Securities and Exchange Board of India (SEBI).

My responsibility as Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the AGM, are conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast 'in favour' and 'against', on the Resolutions transacted at the 27<sup>th</sup> AGM, based on the reports generated from e-voting system by the CDSL for remote e-voting as well as e-voting at the AGM.

I submit my report as under:

1. The Company had appointed CDSL as E-voting Service Provider (ESP) to provide and facilitate e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions to be transacted at the said AGM.
2. In terms of requirements of the MCA & SEBI Circulars, as stated above, the Notice of the 27<sup>th</sup> AGM to be held on 26<sup>th</sup> September 2022, was sent through electronic means on 29<sup>th</sup> August 2022 to those Members whose e-mails were registered with the Company, the Company's Registrar and Share Transfer Agent (RTA)/ Depositories, as on 19<sup>th</sup> September 2022.
3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014, the Company has clearly stated in the Notice of the AGM dated 29<sup>th</sup> August 2022 that the Company has engaged the services of CDSL to provide remote e-voting facility and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM and the Members who have cast their votes by remote e-Voting may attend the AGM, but shall neither be allowed to change their votes subsequently nor cast votes again during the AGM.
4. The remote e-voting period commenced at 9:00 A.M. (IST) on Friday, 23<sup>rd</sup> September 2022 and remained open till 5:00 P.M. (IST) on Sunday 25<sup>th</sup> September 2022. The Members holding shares as on the 'cut-off' date i.e. Monday 19<sup>th</sup> September 2022, were entitled to vote, through remote e-voting system as well as voting at the AGM through electronic voting system, on the proposed Resolutions for Item Nos. 1, 2, 3 and 4 as set out in the Notice dated 29<sup>th</sup> August 2022.
5. The votes cast through e-voting at the AGM and through remote e-voting, were unlocked, after conclusion of the AGM at 1:12 P.M. on 26<sup>th</sup> September 2022, in the presence two witnesses (Mr. Sriram N and Mr. Chethan R).
6. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and its RTA, with respect to number of shares held on 'cut-off' date i.e. 19<sup>th</sup> September 2022 and authorisation lodged for the purpose.
7. Based on the details containing list of Members who have cast their votes on remote e-voting platform and the votes cast at the AGM through e-voting system, as downloaded from the e-voting website of CDSL, the results on the Resolutions transacted at the 27<sup>th</sup> AGM of the Members of the Company held on Monday the 26<sup>th</sup> September 2022 are given below:

(a) Item No.1

Consider and adopt the Audited Annual Accounts for the year ended March 31, 2022 and the Auditors and Directors' Reports thereon:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
112	44,26,047	99.97

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
5	1,285	0.03

(iii) Invalid votes:

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

**\*NOTE: ONE OF THE SHAREHOLDER HOLDING 100 SHARES HAS NOT CASTED ANY VOTES FOR THE 1<sup>ST</sup> AGENDA FOR ADOPTION OF THE AUDITED ANNUAL ACCOUNTS**

(b) Item No.2

Re-appointment of Mr. Sanjay Soni (DIN:00609097), who retires by rotation:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
111	44,24,902	99.94

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
7	2,530	0.06

(iii) Invalid votes:

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

(c) Item No.3

Appointment of Statutory Auditors of the Company:

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
112	44,25,052	99.95

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
5	2,280	0.05

(iii) Invalid votes:

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

**\*NOTE: ONE OF THE SHAREHOLDER HOLDING 100 SHARES HAS NOT CASTED ANY VOTES FOR THE 3<sup>RD</sup> AGENDA FOR APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY**

(d) Item No.4

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

(i) Voted in favour of the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
111	44,24,902	99.94

(ii) Voted against the resolution:

Number of members voted through e-voting / No. of Folios	Number of votes cast by them	% of total number of valid votes cast
7	2,530	0.06

(iii) Invalid votes:

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

**Result: Agenda/Resolution passed with requisite majority**

8. All relevant documents and records relating to e-voting process shall remain in my safe custody until the Chairperson declares the results pertaining to resolutions passed at the aforesaid 27<sup>th</sup> AGM and thereafter, I shall hand them over to the Company Secretary of the Company.

Thanking you,

Yours faithfully,



Syed Shahabuddin  
Company Secretary in Practice  
Membership Number A4121  
Certificate of Practice Number 11932  
UDIN: A004121D001047273

Place: Bangalore  
Date: 26.09.2022

**SYED SHAHABUDDIN**  
B.Com., A.C.S.,  
Company Secretary  
C.P. No. 11932