

IZMO LIMITED

Registered Office: #177/2C, Bilekahalli Industrial Area, Bannerghatta Road, Bengaluru 560076

CIN: L72200KA1995PLC018734;

Tel: 080-67125423; Fax: 080 67125408;

Website: www.izmoltd.com; E-mail: company.secretary@izmoltd.com

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES 2014 RELATING TO PASSING OF THE RESOLUTION THROUGH POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS THEREOF ("LISTING REGULATIONS").

To

The Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ('Companies Act'), and all other applicable provisions, if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules framed under the Companies Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to the members of **Izmo Limited** ('Company') to consider and if found fit, to pass the following resolution as **Special Resolution** through Postal Ballot ('Postal Ballot') or alternatively, through the electronic voting (e-voting) facility offered by the Company in this regard.

Preferential issue of Equity Shares of the Company

To give ASSENT/DISSENT to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR Regulations"), SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to approvals, consents, permissions and / or sanctions, as may be required from the Ministry

of Corporate Affairs, Government of India, SEBI, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, up to 6,00,000 (Six Lakh) Equity Shares of the Company of face value of INR 10 (Rupees Ten Only) each (“Shares”) fully paid up at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations to EARC Trust SC-38, group entity of Edelweiss Asset Reconstruction Company Limited (EARC), on preferential basis, in one or more tranches on such terms and conditions as the Board or Committee thereof may in its absolute discretion think fit”.

“RESOLVED FURTHER THAT the “Relevant Date”, as per the SEBI (ICDR) Regulations, as amended till date, for the determination of minimum issue price of the Equity Shares to be allotted pursuant to the preferential allotment shall be Thursday, April 20, 2017 the date 30 days prior to the date of declaration of result of Postal Ballot by the Chairperson of the Company, being Saturday, May 20, 2017”.

“RESOLVED FURTHER THAT the Equity Shares to be allotted to the proposed allottee(s) pursuant to the aforesaid preferential allotment shall rank paripassu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of INR 10 (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company”.

“RESOLVED FURTHER THAT the issue and allotment of 6,00,000 Equity Shares of Rs.10/- each to the Investor(s) shall be on the following terms and conditions:

- a) *The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution (i.e. from the date of declaration of result of Postal Ballot by the Chairperson i.e. May 20, 2017), provided that if any approval or permissions by any regulatory authority / Stock Exchanges / the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.*
- b) *The price of Equity Shares shall be calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and the “relevant date” for the purpose of calculating the price of such Equity Shares shall be Thursday, April 20, 2017, being the date 30 days prior to the date of declaration of result of Postal Ballot by the Chairperson of the Company, which is Saturday, May 20, 2017.*
- c) *The Equity Shares so offered and allotted to the Investor(s) shall be in dematerialised form.*

- d) *The Equity Shares being allotted to the Investor(s) shall be subject to receipt of necessary approvals, be listed and traded on the BSE Limited ('BSE'), National Stock Exchange of India Limited ('NSE') and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.*
- e) *The Securities shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI (ICDR) Regulations.*
- f) *Pre-Preferential holdings, if any, of the persons to whom the securities are proposed to be allotted shall remain locked in from such date and for such periods as specified under the SEBI (ICDR) Regulations.*

“RESOLVED FURTHER THAT *for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of Equity Shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.*

“RESOLVED FURTHER THAT *the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or other officer(s) of the Company to give effect to the aforesaid resolution.”*

By Order of the Board of Directors

***Sd/-
(Suraj Kumar Sahu)
Company Secretary***

Notes:

1. *An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.*
2. *This Postal Ballot Notice is being sent to the members whose names appear in the Register of Members as on April 07, 2017(Cut-off date).Accordingly, the members whose name appears in the Register of Members as on April 07, 2017, will be considered for purpose of voting through Postal Ballot / e-voting.*

3. *Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on April 07, 2017.*
4. *The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Kannada newspaper, each with wide circulation in Bengaluru, where the registered office of the Company is situated, and published on the Company website www.izmoltd.com and will remain on such website until the last date of receipt of postal ballot from members.*
5. *The Board of Directors through circular resolution passed on April 10, 2017 appointed Mr. Pradeep B Kulkarni, Practicing Company Secretary and Partner of M/s V. Sreedharan & Associates, as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.*
6. *The members are requested to carefully read the instructions printed in the attached Postal Ballot Form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on May 18, 2017. Any Postal Ballot Form received after May 18, 2017 shall be treated as if reply from the member has not been received. Postal Ballot form sent by courier or by Registered Post at the expense of the members will also be accepted. It is however clarified that members desiring to exercise their vote from outside India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.*
7. *The date of declaration of result of Postal Ballot shall be deemed to be the date of general meeting and the date of passing of the proposed resolution.*
8. *The shareholders are requested to exercise their voting rights by using the attached postal ballot form only. No other form is permitted. A self-addressed business reply envelope is also attached.*
9. *As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of Postal Ballot may be served on the members through electronic means. Members who have registered their email IDs with depositories or with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email IDs will receive Notice of Postal Ballot with physical form through post / courier. Members who have received Notice of Postal Ballot by email and who wish to vote through physical form may indicate their option to receive the physical form from the Company by sending an email at company.secretary@izmoltd.com or by downloading from the company's website www.izmoltd.com.*
10. *E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically.*

Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot and vice-versa.

The instructions for shareholders voting electronically are as under:

- (i) *The voting period begins on April 19, 2017 from 10.00 am and ends on May 18, 2017 up to 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. April 07, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.*
- (ii) *Shareholders who have voted through e-voting, shall not be entitled to vote through Postal Ballot.*
- (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.*
- (viii) *If you are a first time user follow the steps given below:*

	<i>For Members holding shares in Demat Form and Physical Form</i>
<i>PAN</i>	<p><i>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i></p> <ul style="list-style-type: none"> <i>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.</i> <i>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.</i>
<i>Dividend Bank Details OR Date of Birth (DOB)</i>	<p><i>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.</i></p> <ul style="list-style-type: none"> <i>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 (iv).</i>

- (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.*
- (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 <Company Name> 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) *Shareholders 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 on or after 30th June 2016. 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

11. In case of members receiving the physical copy of Notice [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- a. Please follow all steps from sl.no. (ii) to sl.no. (xii) above, to cast vote.*
- b. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.*
- c. The voting period begin on April 19, 2017 at 10.00A.M. IST and will end on May 18, 2017 at 05.00P.M.IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. April 07, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.*
- d. 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/ company.secretary@izmoltd.com*

12. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.

13. *The results of the Postal Ballot will be announced by the Chairperson on Saturday, May 20, 2017 at 4.00 pm at the registered office of the company at #177/2C Bilekahalli industrial Area, Bannerghatta Road, Bengaluru 560076 and will also be informed to BSE & NSE (Stock Exchanges) and posted on the Company's website www.izmoltd.com.*

By order of the Board of Directors

***Sd/-
(Suraj Kumar Sahu)
Company Secretary***

Registered Office:

*#177/2C Bilekahalli industrial Area
Bannerghatta Road Bangalore 560076*

Place: Bengaluru

Date: April 10, 2017

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

Preferential issue of Equity Shares of the Company

With a view to restructure the existing working capital loan which was obtained from the State Bank of Mysore (SBM) and later sold by SBM to Edelweiss ARC, it is proposed to issue and allot 6,00,000 Equity Shares of Rs.10/- each of the Company to EARC Trust SC-38, a group entity of Edelweiss Asset Reconstruction Company Limited (EARC).

Pursuant to the provisions of Section 42 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the Equity Shares of the Company requires prior approval of the Shareholders by way of passing a Special Resolution.

The Board of Directors at its meeting held on February 13, 2017 has recommended such issue and allotment of 6,00,000 Equity Shares of Rs.10/- each to EARC Trust SC – 38 subject to all other legal compliances.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 and other applicable provisions of SEBI (ICDR) Regulations, the following disclosures are made:

a) *The Objects of the issue through preferential offer:*

The proceeds of the preferential offer are proposed to be used to clear the part of working capital loan, for the working capital requirement and for General Corporate purpose, as the Board from time to time decide.

b) *The total number of Equity Shares to be issued.*

The total number of Equity Shares proposed to be issued is 6,00,000 [Six Lakhs only] Equity Shares of face value INR 10 [Rupees Ten] each.

c) *The price or price band at/within which the allotment is proposed*

The Allotment is proposed at a price of INR 51/- (Rupees Fifty One Only) per share or any other price which shall not be less than the price calculated as per Regulation 76 of SEBI (ICDR) Regulations.

d) *Basis of Issue Price*

The Equity Shares to be allotted will be in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations. The Company is listed on both the stock exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), hence trading volume of securities of the Company on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') are considered to determine the computation of issue price. Accordingly, for the proposed allotment(s) of the Equity Shares to be allotted, the issue price shall be INR 51/- (Rupees Fifty One Only) per share or any other price which shall not be less than the price as computed in terms of Regulation 76 of the SEBI (ICDR) Regulations. A copy of the certificate from M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru certifying that the price is determined in terms of Regulation 76 of the SEBI (ICDR) Regulations shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. upto the last date for voting under Postal ballot.

e) *Relevant Date*

The relevant date as per the SEBI (ICDR) Regulations for the determination of issue price of Equity Shares is April 20, 2017. i.e. being the date 30 days prior to the date of declaration of result of Postal Ballot by the Chairperson which is May 20, 2017.

f) *The class or classes of persons to whom the allotment is proposed to be made*

The allotment is proposed to be made to the category of Non-Promoters.

g) The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer

Promoter(s)/Director(s)/Key Managerial Personnel do not intend to subscribe to the offer.

h) Proposed time within which the allotment shall be completed

As required under SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of declaration of result of Postal Ballot by the Chairperson or in the event of allotment of Equity Shares would require any other approval(s) from any regulatory authorities including stock exchanges where the shares of the Company are listed or the Central Government and as on the date of declaration of result by the Chairperson, if the company would not have received such approvals, then within 15 days from the date of such approval(s) as the case may be.

i) Identity of proposed allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by them:

The allotment of Equity Shares will be made to the EARC Trust SC-38, group entity of Edelweiss Asset Reconstruction Company Limited (EARC). The Percentage of Pre and Post Issue Capital that may be held by them is as follows:

Sl. No.	Name of the Proposed Allottee(s)	Pre- Preferential Allotment		Post Preferential Allotment	
		No. Shares	% of Shareholding	No. of Shares	% of Shareholding
1	EARC Trust SC-38, (group entity of Edelweiss Asset Reconstruction Company Limited (EARC))	NIL	NIL	6,00,000	4.70

j) Change in Control

There shall be no change in the management or control of the Company pursuant to the issue of Equity Shares on preferential basis.

k) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of numbers of securities as well as price.

During the year(s) 2015-16 & 2016-17, none of the Equity Shares have been allotted by the Company on preferential basis except ESOPs

l) Shareholding Pattern Pre and Post Preferential allotment of Equity Shares (based on Shareholding Pattern as on March 31, 2017):

<i>Sl. No.</i>	<i>Category</i>	<i>Pre- Preferential Allotment</i>		<i>Post Preferential Allotment</i>	
		<i>No. of Equity Shares of Rs.10/- each</i>	<i>% of Share holding</i>	<i>No. of Equity Shares of Rs.10/- each</i>	<i>% of Share holding</i>
A	Promoter's holding:				
(1)	Indian:				
	Individuals	36,32,693	29.87	36,32,693	28.46
	Body Corporate	Nil		Nil	Nil
	Sub - Total	36,32,693	29.87	36,32,693	28.46
(2)	Foreign Promoters	Nil		Nil	Nil
	Sub – Total (A)	36,32,693	29.87	36,32,693	28.46
B	Non Promoter's holding:				
(1)	Institutional Investors	Nil	Nil	Nil	Nil
(2)	Non-institutions:				
	Private Bodies Corporate	12,13,786	9.98	18,13,786	14.21
	Directors and Relatives	37142	0.31	37142	0.29
	Indian Public	68,19,788	56.07	68,19,788	53.44
	Others (Including NRIs)	4,58,864	3.77	4,58,864	3.60
	Sub-Total (B)	85,29,580	70.13	91,29,580	71.54
	Grand Total (A+B)	1,21,62,273	100.00	1,27,62,273	100.00

m) Undertaking regarding re-computation of price

The Company undertake to re-compute the price of the specified securities (including Equity Shares) in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the specified securities will continue to be locked-in till the time such amount is paid by the allottee(s).

n) Lock-in

The Equity Shares proposed to be allotted as above shall be subject to lock-in for the period of not less than one year, from the date of receipt of trading approval for shares allotted to non-promoters.

o) Disclosure pursuant to the provisions of Part G of Schedule VIII of SEBI (ICDR) Regulations 2009:

It is hereby declared that neither the company nor its promoters and directors are wilful defaulters and hence providing disclosures specified in Regulation 4(6) read with Part G of Schedule VIII of SEBI (ICDR) Regulations 2009 does not arise.

p) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Since the allotment is being made for Cash and not for consideration other than cash, disclosures pursuant to Rule 13(2)(d)(xii) of the Companies (Share Capital and Debentures) Rules, 2014 relating to justification with respect to allotment for consideration other than cash and attaching the valuation report does not arise.

r) Others

The Certificate of statutory auditors of the Company to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations shall be made available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date for voting under Postal ballot.

The Board of Directors recommends the passing of this resolution by Special Resolution.

None of the Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director(s) or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their shareholding in the company.

By order of the Board of Directors

**Sd/-
(Suraj Kumar Sahu)
Company Secretary**

Contact details for any queries:

Mr. Suraj Kumar Sahu, Company Secretary

Phone No.080-67125400 to 5407

Email id: company.secretary@izmoltd.com

Registered Office:

#177/2C Bilekahalli industrial Area,

Bannerghatta Road Bangalore 560076

Place: Bengaluru

Date:10 April, 2017

CERTIFICATE

*I, **R. Vijayanand**, Chartered Accountant, holding ICAI Membership Number 202118 and having my Office at No. 297, 1st Floor, 35th Cross, 7th C Main, Jayanagar 4th Block, Bengaluru– 560011, Karnataka, INDIA, being Statutory Auditor of **M/s. Izmo Limited** having CIN L72200KA1995PLC018734 and Registered Office at No. 177/2C, Billekahalli Industrial Area, Bannerghatta Road, Bengaluru– 560076, Karnataka, INDIA (hereinafter referred to as ‘the Company’ or ‘the said Company’), hereby certify that the proposed Preferential Issue of 6,00,000 (Six Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to **EARC Trust SC-38**, group entity of Edelweiss Asset Reconstruction Company Limited (EARC), to be made by the Company, is being made in accordance with the requirements of **Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009**.*

R. Vijayanand
Chartered Accountant
M. No. 202118

*Date : **05.04.2017***

*Place : **Bengaluru***