

Date: 30.05.2019

Ref: IZMO/SEC/2019-20

The Manager Listing Bombay Stock Exchange Ltd Floor 25, Phiroze Jeejeebhoy Tower Dalal Street, Mumbai-400001	The General Manager - Listing National Stock Exchange of India Ltd Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051
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Scrip Code: 532341/IZMO

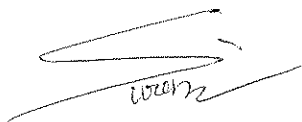
Dear Sir,

Sub: Annual Secretarial Compliance Report; Ref: SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019;

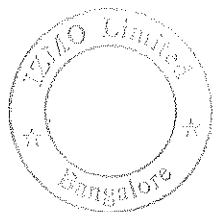
In terms of SEBI circular mentioned under reference relating to subject, we hereby submit Annual Secretarial Compliance Report dated May 29, 2019 issued by Mr. Pradeep B. Kulkarni, Practising Company Secretary and Secretarial auditor of the company for the financial year ended March 31, 2019, for your records.

Please find the same in order and oblige.

Thanking you
Yours faithfully
For IZMO Limited



Mr. Suraj Kumar Sahu
Company Secretary



V SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 32/33, 1st and 2nd Floor, GNR Complex, 8th Cross,
Wilson Garden, Bengaluru 560 027
☎ +91 80 222 90 394 ✉ compliance@sreedharancs.com



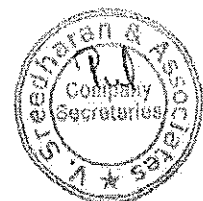
Secretarial Compliance Report of Izmo Limited for the year ended March 31, 2019

We have examined:

- (a) all the documents and records made available to us and explanation provided by Izmo Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

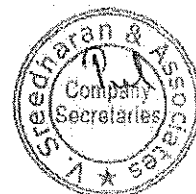
for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations), up to September 10, 2018 and SEBI ICDR Regulations, 2018 w.e.f September 11, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (SEBI Buyback of Securities Regulations) up to September 10, 2018 and SEBI Buyback of Securities Regulations, 2018 w.e.f September 11, 2018; **(Not Applicable to the Company during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Review Period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Review Period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The action taken by the listed entity to comply with the observation made in previous reports has been enclosed as Annexure.

Bengaluru

May 29, 2019

For V. SREEDHARAN & ASSOCIATES
Company Secretaries



Pradeep B. Kulkarni

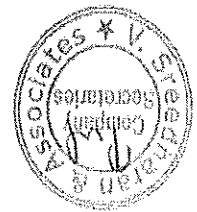
(Pradeep B. Kulkarni)

Partner

FCS: 7260; CP No. 7835

Annexure to Secretarial Compliance Report of Izmo Limited for the year ended March 31, 2019
The following are the actions taken by the listed entity to comply with the observation made in previous reports:

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<p>Ms Kiran Soni, who was appointed as corporate analyst from September 30, 2008 was redesignated as Chief Financial Officer with effect from November 10, 2014. The Company did not have a Chief Financial Officer during the period from April 1, 2014 to November 09, 2014 as required under clause (iii) of sub section (1) of Section 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.</p>	<p>31.03.2015</p>	<p>Ms. Kiran Soni, a Chartered Accountant has been appointed as Chief Financial Officer w.e.f 10th November 2014.</p>	<p>CFO has since been appointed and non compliance has been complied with.</p>



2	<p>The Company had not appointed a Company Secretary during the period from April 1, 2014 to November 09, 2014 as required under Section 203, sub section (1), clause (ii) of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, However, the said sub-section was complied with by the appointment of Ms. Chitra. M.A as Company Secretary with effect from November 10, 2014.</p>	31.03.2015	<p>Ms. Chitra M. A. a Company Secretary has been appointed as Whole time Company Secretary w.e.f 10th November 2014.</p>	<p>Company Secretary has since been appointed and non compliance has been complied with.</p>
3	<p>Remittance of Unpaid/Unclaimed Interim dividend declared in 2008 to the Investor Education & Protection Fund beyond the period specified in Rule 3 of the Investor Education and Protection Fund (awareness and protection of investors) Rules, 2001 and non-filing of e-Form 1INV relating thereto and non - filing of e-Form 5 INV under Rule 3 of the Investor Education and Protection fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.</p>	31.03.2016	<p>The remittance to the fund was made and E-Form 1 INV and E-Form 5 INV were filed subsequently.</p>	<p>The Company has since remitted the unclaimed dividend to IEPF Authority and thus the non compliance has been rectified.</p>

