

Date: 31.08.2018

Ref: IZMO/SEC/2018-19

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  
Sub: Notice of AGM & Book Closure

Dear Sir/Madam,

We wish to inform you that the 23<sup>rd</sup> Annual General Meeting of the Company is Scheduled to be held on Monday the 24<sup>th</sup> day of September, 2018 at 9:30 AM at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru-56001, Karnataka.

The Company's Register of Members and Share Transfer Books will remain closed from September 18, 2018(Tuesday) to September 24, 2018 (Monday) (both days inclusive) in connection with the Annual General Meeting.

The cut-off date for entitled of remote E-voting and voting at the AGM has been fixed as 17<sup>th</sup> September, 2018(Monday).

Please find the attached the Notice of the 23<sup>rd</sup> Annual General Meeting. This is also being placed on our website [www.izmoltd.com](http://www.izmoltd.com).

This is for your information & records.

Thanking you  
Yours faithfully  
For IZMO Limited



Mr. Suraj Kumar Sahu  
Company Secretary



# NOTICE

## Notice of 23rd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF IZMO LIMITED WILL BE HELD AT BHARATIYA VIDYA BHAVAN, RACE COURSE ROAD, BENGALURU – 560 001, KARNATAKA ON MONDAY, 24TH DAY OF SEPTEMBER, 2018 AT 9.30 AM TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:

#### Item No. 1: Adoption of Account

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 and the Auditors' Report thereon.

#### Item No. 2: Re-appointment of director who retires by rotation

To re-appoint of 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."

### SPECIAL BUSINESS:

#### Item No.3: Continuance of directorship of Mr. Vijay Gupta (DIN-00929401), Independent director of the company

Members are requested to consider and to pass the following as Special Resolution.

**"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 effective from April 1, 2019, consent of the Members of the Company be and is hereby accorded to the continuance of Directorship of Mr. Vijay Gupta,(DIN-00929401), as he has attained the age of Seventy-Five years, who was appointed as an Independent Director of the Company, at the 19th AGM of the Company held on September 30, 2014 in accordance with the applicable provisions of the Companies Act, 2013 to hold office as a Non-Executive Independent Director upto September 30, 2019."

**"RESOLVED FURTHER THAT** Mr. Sanjay Soni, Managing Director/ Mr. Suraj Kumar Sahu, Company Secretary of the company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

#### Item No.4: Issue of 10,00,000 convertible share warrants on preferential basis to promoters

Members are requested to consider and to pass the following as Special Resolution.

**"RESOLVED THAT** Pursuant section 42 and 62 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Security and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations 2009 (ICDR Regulations) as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, Reserve Bank of India, Stock Exchanges

# NOTICE

and/ or any other Statutory /Regulatory Authority, the Listing Agreement entered into by the Company with the Stock Exchanges where the Securities of the Company are listed and subject to the approval(s), if any, of the appropriate authorities, institutions, or bodies as may be required and subject to such other conditions as may prescribed by any of them while granting any such approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which terms shall deem to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by the Resolutions) the consent of the members of the Company be and is hereby accorded to the Board on behalf of the Company to create, offer, issue and allot up to 10,00,000 share warrants from time to time and in one or more tranches to Promoters by way of Preferential Issue through offer letter and/or circular or private placement memorandum and/or such other documents/ writings as applicable and such manner and on such terms and conditions as may be determined by the Board and its absolute discretion, provided that each such Warrant shall entitle the holder(s) thereof to subscribe for and be allotted one Equity Share of the face value of Rs.10/- each and at a such appropriate premium amount, as will be determined as per ICDR Regulations or such other higher price as may be arrived in accordance with the ICDR Regulations (Issue price) and the consideration for issue of Warrant shall be paid in full either by cash or by adjusting the money already paid to the extent of subscription to and allotment of each warrant and the amount paid against warrants shall be adjusted/ set of against the issue price payable for the resultant Equity Shares at the time of conversion and the proposed subscribers will be as under:

Sl. No.	Name of the Subscribers	Category	No of Warrants	Consideration
1	Mrs. Shashi Soni	Promoter	5,00,000	Cash
2	Mrs. Kiran Soni	Promoter	5,00,000	Cash
	<b>Total</b>		<b>10,00,000</b>	

## RESOLVED FURTHER THAT

- In accordance with the Provisions of ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price of Warrant to be issued should have been 25th August, 2018(Saturday) which will be the date 30 days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. 24th September, 2018 (Monday). However, 25th August 2018 being Weekend (i.e. Saturday), the day preceding 25th August 2018 i.e. 24th August 2018 (Friday) is considered as the Relevant Date or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.
- The offer, issue and allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- The warrants shall be convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion.
- The tenure of the Warrants shall not exceed 18 months from the date of the allotment.
- The warrant by itself does not give to the holder thereof any rights of the shareholders of the Company.
- The allotment of Warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution. In case the allotment on preferential basis is pending on account of pendency of any approval for such

## NOTICE

allotment by any regulatory authority including Stock Exchanges where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.

- h) The Equity Shares acquired by conversion of Warrants shall be locked in as per the SEBI (ICDR) Regulations.
- i) The Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the Warrants and also shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the issue, as it may deem expedient.
- j) The Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.
- k) The Equity Shares allotted on conversion of Warrants in terms of this resolution shall rank paripassu in all respects including as to dividend with the existing fully paid Equity Shares of the face value of Rs.10/- each of the Company subject to the relevant provisions contained in Articles of Association of the Company.

**“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 Warrants and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of the said warrants, 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.”

### **Item No.5: Issue of Equity Shares upto INR 40 Crores to the Qualified Institutional Buyers**

Members are requested to consider and to pass the following as Special Resolution.

**“RESOLVED THAT** Pursuant section 42 & 62 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Security and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations 2009 (ICDR Regulations) as Amended and any other Rules/ Regulations/ Guidelines if any prescribed by the SEBI, Reserve Bank of India, Stock Exchanges and/ or any other Statutory /Regulatory Authority, the Listing Agreement entered into by the Company with the Stock Exchanges where the Securities of the Company are listed and subject to the approval(s), if any, of the appropriate authorities, institutions, or bodies as may be required and subject to such other conditions as may be prescribed by any of them while granting any such approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter refer to as ‘the Board’ which terms shall deem to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by the Resolutions) the consent of the members of the Company be and is hereby accorded to the Board on behalf of the Company to create, offer, issue and allot (Including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), such number of Equity Shares by way of a qualified institutions placement (“QIP”), to any eligible qualified institutional buyers (“QIBs”), as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, as may be decided by the Board (including a committee thereof) in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding INR 40 Crores (Rupees Forty Crores) or equivalent thereof, inclusive of such premium as may be fixed on equity shares by offering the

## NOTICE

equity shares at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, as may be deemed appropriate, in the sole discretion of the Board in such manner and on terms and conditions, and at a price not less than the price calculated as per the applicable pricing formula and as may be permitted by the relevant regulatory/ statutory authority, together with any amendments and modifications thereto in consultation with any merchant banker(s) or other advisor(s) appointed and / or to be appointed by the Company but without requiring any further approval or consent from the shareholders”.

**“RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution:

- (a) the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and applicable law; And
- (b) the Equity Shares that may be issued by the Company, shall rank paripassu with the existing Equity Shares of the Company in all respects as may be provided under the terms of the issue and in the offering documents.”

**“RESOLVED FURTHER THAT** in accordance with Regulation 86 of SEBI ICDR Regulations, a minimum of 10% of the QIP shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIPs and that no allotment shall be made directly or indirectly to any QIP who is a promoter or any person related to promoters of the Company.”

**“RESOLVED FURTHER THAT** the allotment of the Shares to be made by way of the QIP, in terms of the SEBI ICDR Regulations, shall be completed within twelve months from the date of this shareholders’ resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

**“RESOLVED FURTHER THAT** any issue of Shares by way of a QIP shall be at a price which is not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (the “QIP Floor Price”) and the Company may, however, in accordance with applicable law, at the sole discretion of the Board, including a duly constituted committee thereof, also offer a discount to the QIP Floor Price at such percentage as may be permitted under applicable law on the QIP Floor Price.”

**“RESOLVED FURTHER THAT** the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, if required.”

**“RESOLVED FURTHER THAT**, subject to applicable law, in the event that Equity Shares are issued to QIBs by way of QIP in terms of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee thereof decides to open the QIP of Equity Shares.”

**“RESOLVED FURTHER THAT** the Board or a committee thereof, be and is hereby authorised to appoint lead manager(s), underwriters, Merchant Banker, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the QIP and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Shares the Board is authorised to list any or all of such Equity Shares as the case may be, on one or more Stock Exchange(s) in India.”

**“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

## NOTICE

that may arise in relation to the proposed issue, offer and allotment of any of the said QIP, 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

Sd/-

Suraj Kumar Sahu

Company Secretary

Membership No.35855

Place: Bengaluru

Date: 13.08.2018

# 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, proxies 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. SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS THROUGH A CIRCULAR DIRECTED ALL THE COMPANIES TO PAY DIVIDEND THROUGH ELECTRONIC MODE. ACCORDINGLY, ALL THE MEMBERS HOLDING SHARES IN DEMATERIALIZED FORM ARE REQUESTED TO KINDLY UPDATE THEIR BANK ACCOUNT DETAILS WITH THEIR RESPECTIVE DEPOSITORY PARTICIPANTS (DP). MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO KINDLY INFORM THEIR BANK ACCOUNT DETAILS TO THE COMPANY AND/OR THE REGISTRAR AND SHARE TRANSFER AGENTS VIZ. CAMEO CORPORATE SERVICES LIMITED.

This has reference to the shares held by you in Izmo Limited, the folio number of which is given No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20/04/2018. SEBI, in point no. 12 (ii) of the Annexure to its circular had directed all the listed companies through their Registrars and share Transfer agents (RTA), who are holding shares in physical form and obtain copy of the PAN of all the holders and Bank account details of the first / sole shareholder of the company. These guidelines are issued by SEBI to streamline and strengthen the procedures and processes with regard to RTAs, Issuer Companies and Bankers to Issue.

To enable us to update the PAN and Bank account details, we request to the Members of the Company to kindly submit the following documents to our registrar and share transfer agents viz. Cameo Corporate Services Limited.

- Copy of self- PAN card of the shareholders including joint holders, if any
- Bank a/c details of the first/sole shareholder, as per the Bank Mandate form
- Original cancelled cheque leaf with the name of the first/sole shareholder printed on it or copy of bank passbook showing name & account details of the account holder

On receipt of the above documents, our registrar and share transfer agents will update the same in their records.

All dividends including past unpaid dividends, if any, will be directly credited to the bank account furnished by you then the underlying shares are also liable to be transferred to the a/c of IEPF authority. Hence, we request you to kindly submit the documents sought immediately.

We also request you to kindly arrange to send us the first/sole shareholders email Id for sending future.

Further, we draw your attention to the notification issued by SEBI dated 08.06.2018 amending Regulation 40 of the Listing Regulations. Pursuant to this, request for effecting transfer of securities shall not be processed except in case of transmission or transposition of securities unless the securities are held in demat form. Hence, we would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from 04.12.2018. We therefore advise you to take immediate steps for dematerializing your shareholding in the company. As you may be aware holding shares in



## NOTICE

dematerialized form offers host of benefits like enhanced security, ease of handling, faster transfers, exemption from stamp duty, eliminating bad deliveries. In view of the above, in order to ensure that you are able to deal in the securities hassle-free, kindly take steps for dematerializing the shares at an early date.

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. In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and Articles of Association of the Company, Mr. Sanjay Soni who 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.
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, Near Spencers Signal on Anna Salai, Chennai, Tamil Nadu 600002
6. Members are requested to bring their copy of the Annual Report with them to the Meeting.
7. 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.
8. The Company's Register of Members and Share Transfer Book shall remain closed from 18th September, 2018(Tuesday) to 24th September, 2018 ( Monday) (both days inclusive).
9. Pursuant to the provisions of the Section 205A of the Companies Act, 1956, Company has transferred unpaid Dividend up to the year 2008 remaining unpaid for Seven years to Investors Education and Protection Fund (IEPF).
10. Investors may address their queries/communications to [company.secretary@izmoltd.com](mailto:company.secretary@izmoltd.com).
11. The Annual Report 2017-18 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 2017-18 are being sent by permitted mode.
12. 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.
13. 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.
14. Mr. V. Sreedharan (Membership No FCS 2347, CP 833), PCS Senior Partner of M/s V. Sreedharan & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process and Poll in a fair and transparent manner.
15. The Scrutinizer shall within a period not exceeding three (3) working days 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 Chairman of the Company and/or authorized



# NOTICE

person of the Company who shall declare the results forthwith.

16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.izmoltd.com](http://www.izmoltd.com) and on the Central Depository Services Limited (CDSL) at website [www.evotingindia.com](http://www.evotingindia.com) and communicated to the Stock Exchanges immediately after declaration.
17. The information and instructions relating to e-voting are as below:
- (i) The voting period will commence on 21st September, 2018 (Friday) at 9.00 am (IST) and ends on 23rd September, 2018 (Sunday) at 5.00 pm (IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2018 (Monday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Members.
  - (iv) 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.
  - (v) Enter the Image Verification as displayed and click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first-time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

## NOTICE

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password, then enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.
- (xix) Note for Non – individual Members and Custodians
- Non-individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

# NOTICE

- (xx) In case of members receiving the physical copy, please follow all steps from Sl. No. (i) to Sl. No. (xix) Above to cast vote.
- (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](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO THE NOTICE

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

#### Item No. 3

Members are informed that on May 9, 2018, SEBI has notified amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') in order to implement the recommendations made by the Committee on Corporate Governance under the Chairmanship of Shri Uday Kotak whereby, inter alia, in Regulation 17 of the SEBI (LODR) Regulations, new sub-regulation (1A) has been inserted, as follows, which shall come into force from April 1, 2019.

"No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion, shall indicate the justification for appointing such a person."

Members are informed that Mr. Vijay Gupta (DIN-00929401), who is a non executive and Independent Director of the Company, was appointed at the 19th AGM of the Company, held on 30th September, 2014 for a period of 5 years from 30th September, 2014 to 30th September, 2019.

In view of the aforesaid amendment to SEBI LODR Regulations, it is proposed to seek approval of the Members vide special resolution at the ensuing Annual General Meeting, for the continuance of Mr. Vijay Gupta (DIN-00929401), who has already attained the age of seventy- five years, as a Non-Executive Independent Director of the Company, upto the expiry of his present term.

A justification note for continuance of directorship of Mr. Vijay Gupta, who has already attained the age of seventy-five years, is appended below for the consideration of the Members. Which was also placed before the Nomination & Remuneration Committee and Board.

Mr. Vijay Gupta 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. In the opinion of the Board, Mr. Vijay Gupta fulfils the conditions specified in the Act and the Rules made there under for continuation as Independent Director.

Considering the long standing experience and contribution of Mr. Vijay Gupta, his continuance on the Board, after attaining the age of seventy-five years, as a Non-Executive Independent Director, would be in the interest of the Company.

The Nomination and Remuneration Committee has vide circular resolution passed on August 09, 2018 recommended the said proposal to Board and the Board has considered and recommended the passing of the Special Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

The Members of the Company are requested to accord their approval to the continuance of Directorship of Mr. Vijay Gupta vide special resolution.

## NOTICE

None of the Directors, Key Managerial Persons (KMPs) or their respective relatives is in any way concerned or interested, financially or otherwise, in the resolutions mentioned at Item No. 3 of this Notice.

### **Item No. 4**

The envisaged consolidation together with proposed acquisitions and diversifications is necessary for the Company to achieve the size and scale of the business operations and create value for its stakeholders. This will also help in strengthening the Company's leadership position as well as help in capturing market share in the key consumption-led sectors. The objective of the proposed preferential allotment of convertible share warrants is to utilize proceeds for capex plans as well as general corporate purposes.

The Company has accordingly proposed the preferential issue of its securities and as a reflection of the confidence that the promoters have in the future of the Company, the promoter group have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth. The Board of Directors of the Company has accordingly authorized to issue and allot, by way of a preferential issue, from time to time and in one or more tranches, an aggregate of upto 10,00,000 Warrants, convertible into equivalent number of equity shares of a face value of Rs. 10/- each of the Company ("Warrants"), and at a such appropriate premium amount, as will be determined as per ICDR Regulations or such other higher price as may be arrived in accordance with the ICDR Regulations (Issue price) to the Promoters of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

Up to 10,00,000 Warrants, convertible into equivalent number of equity shares of Rs. 10/- each, at the option of the warrant-holders, to promoters, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

The acquisition of shares or voting rights by promoters individually and collectively shall not increase by more than 5% on the post issued equity share capital of the Company pursuant to this issue in any of the financial year.

Pursuant to Section 62 of the Companies Act 2013, further issue of convertible share warrants may be offered by the company to such persons in the manner as required if a special resolution to that effect is passed by the company. The proposed special resolution is required to comply with the requirements of the Section 62 of the Companies Act, 2013 in the context of issue and allotment of convertible share warrants. Accordingly, the consent of members is being sought pursuant to Section 62.

### **Salient features of the preferential issue of Convertible Warrants are as under:**

The proposed issue and allotment of Convertible warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generalizing to the above, the salient features of the preferential issue of Convertible warrants are:

- In accordance with the Provisions of ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price of Warrant to be issued should have been 25th August 2018 (Saturday) which will be the date 30 days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. 24th September 2018 (Monday). However, 25th August 2018 being Weekend (i.e. Saturday), the day preceding 25th August 2018 i.e. 24th August 2018 is considered as the Relevant Date or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.
- An amount equivalent to 25 (twenty-five) per cent of the issue price shall be payable on subscription to the warrants. The warrant holders shall be entitled to apply for and be allotted, in one or more tranches, one equity share of the face value of

## NOTICE

Rs.10/-(Rupees Ten) each per warrant of the Company, any time after the date of allotment of such warrants. Upon exercise of the right to apply for equity shares, the warrant holders will be liable to make the payment of the balance amount, being 75 (Seventy-Five) per cent of the issue price. The amount paid will be adjusted / set off against the issue price of the resulting equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited.

- In case the option to subscribe to Equity Shares against such Convertible warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such Convertible warrants shall be forfeited by the Company.
- The Convertible Warrants and the Equity Shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s); and
- The Equity Share to be issued and allotted by the Company on exercise of the Warrant in the manner of aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank paripassu in all respect including dividend with the then existing Equity Shares of the Company and be listed on Stock Exchanges where Equity Shares are listed of the Company.

The Warrant by itself does not give the holder(s) thereof any right of the Shareholders of the company.

### Details of the Issue

1. The allotment of the convertible share warrants is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
2. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below:

#### (a) The Object of the Issue through preferential offer:

The envisaged consolidation together with proposed acquisitions and diversifications is necessary for the Company to achieve the size and scale of the business operations and create value for its stakeholders. The proceeds of the funds issued out of share warrants shall be utilised for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries and affiliates, including investment in subsidiaries and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes. This will also help strengthen Company's leadership position as well as help it capture market share in the key consumption-led sectors. The objective of the proposed preferential allotment of convertible share warrants is to utilize proceeds for aforesaid capex plans as well as general corporate purposes.

#### (b) The proposal of the Promoters/Directors/KMP of the issuer to subscribe to the offer:

Mrs. Shashi Soni Promoter cum whole time director and Mrs. Kiran Soni Promoter cum CFO intend to subscribe to the offer. No other Directors/Key Management Personnel of the issuer intends to subscribe to the offer. Mr. Sanjay Soni, Promoter cum Managing Director is relative of proposed allottees. However, Mr. Sanjay Soni is not intending to subscribe for the said offer.

# NOTICE

## (c) Shareholding Pattern of the issuer before and after the preferential issue:

Category	Category of shareholder	Pre-issue* ( as on 10th August, 2018)		Post-issue of Convertible Warrants **	
		Number of shares held	% of share holding	Number of shares held	% of share - holding
<b>(A)</b>	<b>Promoter holding:</b>				
	<b>Indian</b>				
1	Individuals	3818624	29.78	4818624	34.86
2	Bodies Corporate	-	-	-	-
3	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	3818624	29.78	4818624	34.86
<b>(B)</b>	<b>Non-Promoters' holding</b>				
<b>1</b>	<b>Institutional Investors</b>				
	Financial Institution/Bank	105022	0.82	105022	.76
<b>2</b>	<b>Non-institutions</b>				
	Individuals	6325960	49.34	6325960	45.77
	Bodies Corporate	1545045	12.05	1545045	11.18
	Clearing Members	98753	0.77	98753	.71
	Directors and their Relatives	232524	1.81	232524	1.68
	Hindu Undivided Family	303041	2.36	303041	2.19
	Non-Resident Indians	392704	3.06	392704	2.84
	<b>Sub Total (B)</b>	<b>9003049</b>	<b>70.22</b>	<b>9003049</b>	<b>65.14</b>
	<b>Grand total</b>	<b>12821673</b>	<b>100.00</b>	<b>13821673</b>	<b>100.00</b>

\*the figures in the Pre shareholding pattern are on the assumption that all the equity shares in the preferential issues are fully subscribed, pursuant to the shareholders resolution no.4 set out in this notice.

\*\*the figures in the post shareholding pattern are on the assumption that all the warrants will be subscribed, pursuant to the shareholders resolution and all said warrants will be exercised/ converted into equity shares. However, if any warrants are not issued /allotted and the warrants are not exercised, the figures will change accordingly

## (d) The Time within which Preferential Issue shall be completed:

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed with a period of 15 days from the date of receipt of last such approvals.

## (e) Undertakings:

In terms of the ICDR Regulations, the Company hereby undertakes that

- (i) It would re-compute the price of the securities mentioned above in accordance with SEBI (ICDR) regulations where it is required to do so;
- (ii) if the amount payable on account of the re-computation of price is not paid by the proposed allottees within the time

# NOTICE

stipulated under SEBI (ICDR) regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the proposed allottees.

**(f) Pricing of the preferential issue:**

The Convertible share warrants will be allotted in accordance with the price determined in terms of Regulation 76(1) of the ICDR Regulations. The Equity Shares shall be allotted Pursuant to Exercise of such Convertible warrants at a price not less than higher of the following:

- (a) The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the twenty-six weeks preceding the relevant date; or
- b) The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognized stock exchanges during the two weeks preceding the relevant date.

**(g) Basis on which the price has been arrived at along with report of the registered valuer:**

This is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the ICDR Regulations.

**(h) Relevant date with reference to which the price has been arrived at 'Relevant Date' for the purpose of calculating the price of Warrant to be issued should have been 25th August 2018(Saturday) which will be the date 30 days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. 24th September 2018 (Monday). However, 25th August 2018 being Weekend (i.e. Saturday), the day preceding 25th August 2018 i.e. 24th August 2018 is considered as the Relevant Date or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.**

To approve the proposed preferential issue, in term of Section 42 and 62 of the Companies Act, 2013

**(i) Auditor's Certificate:**

A copy of the certificate from the Statutory Auditor of the Company, Mr. Guru Prakash V, Chartered Accounts, Bengaluru, certifying that the issue of the Convertible share warrants are being made in accordance with the requirements of SEBI Regulations for Preferential Issues and the same is hereby attached below the notice and also will be available for inspection at the Registered Office of the Company during 10:00 A.M. and 6:00 P.M. on any working day (Except Saturday) prior to the date of AGM.

**(j) Lock-in Period:**

The Convertible share warrants issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

**(k) Particulars of proposed Allottee:**

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue:



## NOTICE

Sl No.	Name of the Proposed Subscribers	Natural Person/ Ultimate Beneficial Owners	Existing Holdings ( As on 10th August, 2018)		New Subscriptions of Shares upon conversion of warrants #		Post issue of Equity Holdings *	
			Shares	%	Shares	%	Shares	%
1	Mrs. Shashi Soni	Mrs. Shashi Soni	687787	5.36	500000	3.62	1187787	8.59
2	Mrs. Kiran Soni	Mrs. Kiran Soni	373224	2.91	500000	3.62	873224	6.32
		Total	1061011	8.27	10,00,000	7.24	2061011	14.91

# The new subscription share percentage (%) based on the proposed pre-preferential issue of share and warrants of the Company, stated in this notice.

Note: \* This post issue percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed and assuming full conversion of warrants in to Equity Shares.

**(l) Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There will be no change in control or management consequent to subscription of above preferential issue except for marginal increase in shareholding of promoters post conversion of warrants into equity shares

**(m) Lock-in:**

The Equity Shares allotted shall be subject to 'lock-in' as per the ICDR Regulations. Such locked-in Equity Shares may however be transferable to and amongst the Promoters/Promoter Group subject to the provisions of ICDR Regulations.

The entire pre-preferential allotment shareholding of the above Allottees, if any shall be locked-in as per the Regulations 78(6) of ICDR Regulations.

**(n) 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 willful 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.

**(o)** Since the allotment is being made for Cash and not for consideration other than cash, the requirement of complying with Regulation 73(3) of ICDR 2009 does not arise.

**(p) Other Terms and conditions for Issue of Convertible warrants:**

1. The allotment of Convertible share warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of ICDR Regulations. Due to above preferential allotment of the convertible share warrants, no change in management control is contemplated. The aforesaid Allottee(s) shall be required to comply with the relevant provisions of the ICDR Regulations.
2. The Equity Shares allotted pursuant to exercise of options attached to warrants pursuant to the proposed resolution shall rank paripassu in all respects with the existing Equity Shares of the Company and will be listed on National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed.

**NOTICE**

Disclosures as required to be made under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sl. No.	Particulars	Disclosures by the Company
a	Particulars of the offer including date of passing of Board resolution	Offer is being made to the Promoters for the subscription of 10,00,000 convertible share warrants on preferential basis.  Board approved the said offer on May 30, 2018 and further modified on August 13, 2018 subject to members approval
b	Kind of securities offered and the price at which security is being offered	Convertible Share Warrants Price will be calculated as per SEBI (ICDR) Regulations
c	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Company being a listed company, issue price must be calculated as per the provisions of SEBI (ICDR) Regulations
d	Name and address of valuer who performed valuation	Not Applicable (since the Equity Shares are listed in stock exchanges and are governed by SEBI [ICDR] Regulations)
e	Amount which the company intends to raise by way of such securities	Rs.1,00,00,000 (Rupees One Crore) + Premium will be calculated as per the provisions of SEBI (ICDR) Regulations
f	I) Material terms of raising such securities	1. The allotment of Convertible share warrants does not require to go for a public offer as it is below the prescribed threshold limit for making a public offer in terms of ICDR Regulations. Due to above preferential allotment of the convertible share warrants, no change in management control is contemplated. The aforesaid Allottee(s) shall be required to comply with the relevant provisions of the ICDR Regulations. 2. The Equity Shares to be allotted upon exercise of options attached to warrants pursuant to the proposed resolution shall rank paripassu in all respects with the existing Equity Shares of the Company and will be listed in National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed.
	II) proposed time schedule	As required under the ICDR Regulations, the preferential issue of Warrants shall be completed within a period of 15 days from the date of passing the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed with a period of 15 days from the date of receipt of last such approvals. The tenure of the Warrants shall not exceed 18 months from the date of the allotment.
	III) purposes or objects of offer	The proceeds of the funds raised by issue of share warrants shall be utilised for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries and affiliates, including investment in subsidiaries and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes. This will also help strengthen Company's leadership position as well as help in capture market share in the key consumption-led sectors.
	IV) contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Mrs. Shashi Soni Promoter cum whole time director and Mrs. Kiran Soni Promoter cum CFO intend to subscribe to the offer of 10,00,000 Convertible share warrant at face value of Rs.10/- each and at a such appropriate premium amount, as will be determined as per ICDR 2009 or such other higher price as may be arrived in accordance with the ICDR Regulations (Issue price). No other Directors/Key Management Personnel of the issuer intends to subscribe to the offer. Mr. Sanjay Soni, Promoter cum Managing Director is relative of proposed allottees. However, Mr. Sanjay Soni is not intending to subscribe for the said offer.
	V) principle terms of assets charged as securities:	Not Applicable

The Board recommends the Special Resolution as set out in the Notice for members' approval.

## NOTICE

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 4 of the Notice except for Mrs. Shashi Soni and Mrs. Kiran Soni as they are intending to subscribe for the issue of Warrants and Mr. Sanjay Soni is deemed to be interested as he is a relative of said proposed subscribers of Warrants.

### Item Nos. 5

This special resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot the equity shares, as defined in the resolution by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of investors to whom the issue, offer, and allotment of equity shares shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the QIP (as defined herein below).

This special resolution enables the Board to issue Equity shares for an aggregate amount not exceeding INR 40 Crores (Rupees Forty Crores). This special resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (including a committee thereof) the absolute discretion to determine the terms of the QIP, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, in consultation with the advisors, lead managers and such other authorities as may be required, considering prevailing market conditions, practices and in accordance with the applicable provisions of law.

The Board shall issue equity shares pursuant to this special resolution and the allotment of Equity shares, in terms of the SEBI ICDR Regulations, shall be completed within twelve months from the date of this shareholders' resolution or such other time as may be permitted under the SEBI ICDR Regulations from time to time. The proceeds of the QIP shall be utilized for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries and affiliates, including investment in subsidiaries and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes. This special resolution seeks to empower the Board to issue Equity Shares by way of a qualified institutions placement ("QIP") in one or more tranches, to any eligible Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations.

The pricing of the equity shares that may be issued to QIBs pursuant to the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with the SEBI ICDR Regulations. Further, the Board including a duly constituted committee thereof, may at its sole discretion, also offer a discount to the floor price at such percentage, as permitted under applicable law. Subject to applicable law, in the event that Equity Shares are issued to QIBs by way of the QIP in terms of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee thereof decides to open the QIP of Equity Shares.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

It is in compliance with the requirement of minimum public shareholding specified in the Securities Contracts (Regulation) Rules, 1957.

Regulation 82 of ICDR Regulation provides for Conditions for QIP and one of the conditions is that the Special Resolution should

**NOTICE**

contain the relevant date referred to in sub-clause (ii) of clause (c) of Regulation 81. However, Regulation 81(c)(ii) is relating to "Relevant Date" in case of allotment of eligible convertible securities i.e. other than Equity Shares. The Company is proposing to issue and allot Equity Shares to QIBs and accordingly Regulation 81(c)(ii) is not applicable.

Disclosures as required to be made under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sl. No.	Particulars	Disclosures by the Company
a	Particulars of the offer including date of passing of Board resolution	Offer is being made to such categories of persons as may be permitted by way of a Qualified Institutions Placement (QIP) for an aggregate amount, not exceeding INR 40 Crores (Rupees Forty Crores) or equivalent thereof, inclusive of such premium as may be fixed on equity shares Board approved the said offer on May 30, 2018 subject to members approval
b	Kind of securities offered and the price at which security is being offered	Equity Shares Price will be calculated as per SEBI (ICDR) Regulations
c	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Company being a listed company, issue price must be calculated as per the provisions of SEBI (ICDR) Regulations
d	Name and address of valuer who performed valuation	Not Applicable (since the Equity Shares are listed in stock exchanges and are governed by SEBI [ICDR] Regulations)
e	Amount which the company intends to raise by way of such securities	Not exceeding Rs.40,00,00,000 (Rupees Forty Crore) inclusive of Premium, which will be calculated as per the provisions SEBI (ICDR) Regulations
f	I) Material terms of raising such securities	(1) the Equity Shares to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and applicable law; And (2) the Equity Shares that may be issued by the Company, shall rank paripassu with the existing Equity Shares of the Company in all respects as may be provided under the terms of the issue and in the offering documents.
	II) proposed time schedule	The allotment of the Shares to be made by way of QIP, in terms of the SEBI (ICDR) Regulations, shall be completed within twelve months from the date of approval to shareholders' resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time.
	III) purposes or objects of offer	The proceeds of the QIP shall be utilized for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries and affiliates, including investment in subsidiaries and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes.
	IV) contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	No any Directors/Key Management Personnel/Promoters intends to subscribe to the offer or contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

## NOTICE

	V)principle terms of assets charged as securities:	Not Applicable
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All the documents referred in the Notice are available for inspection at the Registered Office of the Company.

The Board believes that the QIP is in the interest of the Company and, therefore, recommends the resolution of the accompanying Notice for your approval.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that might be subscribed by the companies /institutions in which they are Directors or members.

By order of the Board of Directors

Sd/-

(Suraj Kumar Sahu)  
Company Secretary

Place: Bengaluru  
Date: 13th August, 2018

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 Bngaluru 560076

# NOTICE

## INFORMATION PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS:

Mr. Sanjay Soni -Managing Director Item number 2.

### A. Brief Resume and Expertise of Mr. Sanjay Soni:

Mr. Sanjay Soni is reappointed as Managing Director of the Company. He being a promoter Director has been involved in the Management and headed the Company since its incorporation. He 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.

### B. Disclosure of relationship between Directors Inter-se:

Mr. Sanjay Soni is Managing Director of the Company. At present his mother Mrs. Shashi Soni is Chairperson and Whole time director of the Company.

### C. Name/s of listed entities in which the person also hold the directorship and the membership of Committees of the board:

Not applicable

By order of the Board

Place: Bengaluru

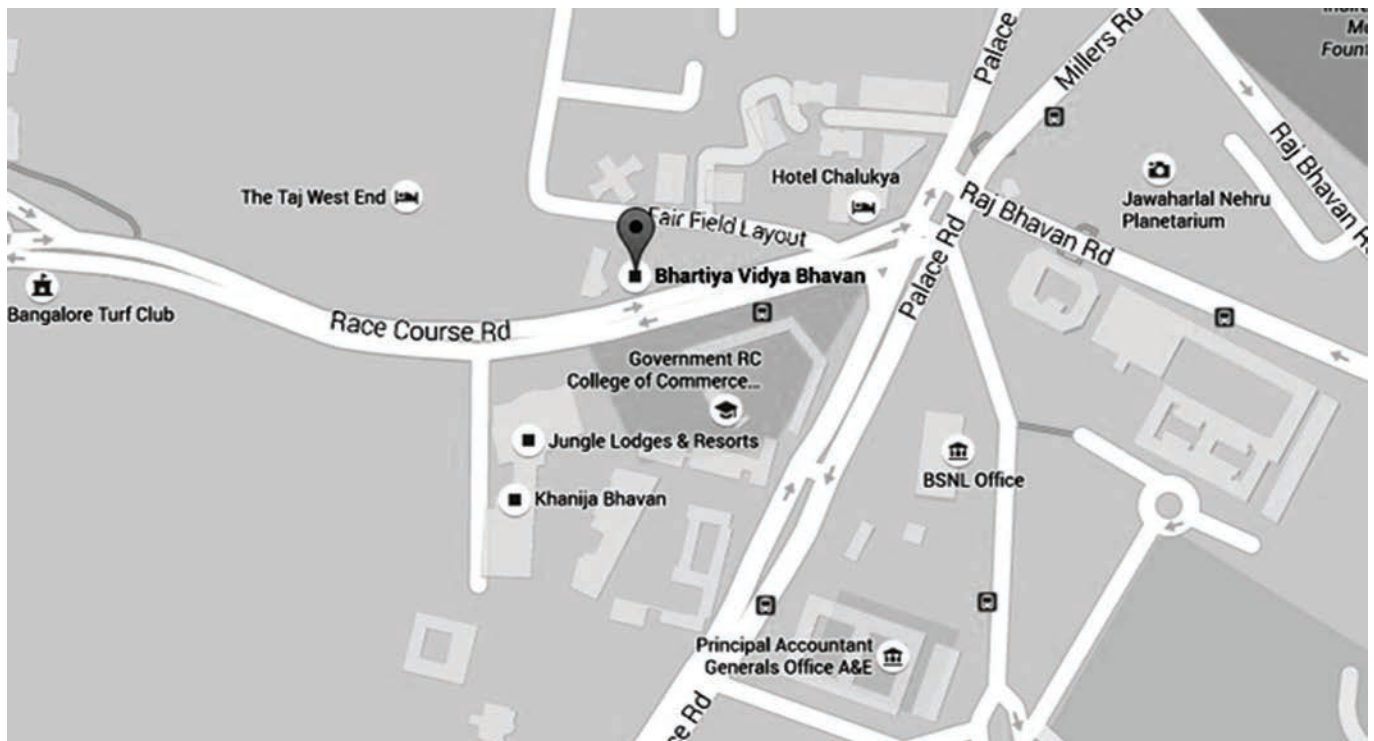
Date: 13.08.2018

Sd/-

Suraj Kumar Sahu

Company Secretary

Membership No.35855



## CERTIFICATE

I, Guru Prakash V, Chartered Accountant, holding Membership Number 228938 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, Bilekahalli Industrial Area, Bannerghatta Road, Bengaluru- 560076, Karnataka, INDIA (hereinafter referred to as 'the Company' or 'the said Company'), hereby certify that the proposed issue of 10,00,000 convertible share warrants on preferential basis to promoters of Rs.10/- (Rupees Ten Only) each and at such an appropriate premium amount, as will be determined as per ICDR 2009 or such other higher price as may be arrived in accordance with the ICDR Regulations (Issue price), 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.

Sd/-

GURU PRAKASH V  
Chartered Accountant  
M. No. 228938

Date : 11.08.2018  
Place : Bengaluru



# IZMO Limited

Registered Office: 177/2C, Bilekahalli Industrial Area, Bannerghatta Road, Bengaluru-50076

Ph.080-67125400 Fax: 080-67125408, www.izmoltd.com

CIN: L72200KA1995PLC018734; Email ID: Info@izmoltd.com

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## ATTENDANCE SLIP

Members or their proxies are requested to present this form for the admission, duly signed in accordance with their specimen signatures registered with the Company.

Name of the Shareholder/Proxy	
Registered folio Number	
Number of shares held	

I/we hereby record my/our presence at the 23rd Annual General Meeting of the members of the Company being held on 24th Day of September, (Monday) 2018, at 09:30 hours at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru – 560 001.

Please (√) in the box

Member  Proxy

Signature of Shareholder/Proxy



# IZMO Limited

Registered Office: 177/2C, Bilekahalli Industrial Area, Bannerghatta Road, Bengaluru-50076

Ph.080-67125400 Fax: 080-67125408, www.izmoltd.com

CIN: L72200KA1995PLC018734; Email ID: Info@izmoltd.com

## Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72200KA1995PLC018734

Name of the Company: IZMO LIMITED

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

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: Address:  E-mail Id:  Signature: _____, or failing him
2. Name: Address:  E-mail Id:  Signature: _____, or failing him
3. Name: Address:  E-mail Id:  Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 24th day of September, (Monday) 2018 at 09:30 Hrs at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Votes	
		For	Against
<b>Ordinary Business:</b>	<b>Ordinary Resolution:</b>		
01.	Adoption of Financial Statements including Auditors' Report and Board's Report		
02.	Re-appointment of Mr. Sanjay Soni who retires by rotation		
<b>Special Business:</b>	<b>Special Resolutions:</b>		
03.	Continuance of directorship of Mr. Vijay Gupta (DIN-00929401), Independent director of the company		
04.	Issue of 10,00,000 convertible share warrants on preferential basis to promoters		
05.	Issue of Equity Shares upto INR 40 Crores to the Qualified Institutional Buyers		

Signed this..... day of ....., 20....

Signature of shareholder

Signature of Proxy holder(s)



**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**

#### **INSTRUCTIONS FOR FILLING, STAMPING, SIGNING AND/OR DEPOSITING THE PROXY FORM.**

If any shareholder is unable to attend the meeting and would like to appoint a proxy to attend and vote on his/her behalf then he/she can appoint a proxy using the proxy form (MGT 11) attached to this Notice.

Following are the instruction for filling the proxy form:

1. Fill in your Name, Address, e-mail id and Address in the space provided;
2. Fill in the number of shares held by you in the space provided;
3. You can appoint more than one proxies, provision for appointing upto 3 proxies is made in the form attached with this notice;
4. Fill in the Name, Address, e-mail id of the proxy;
5. A specimen signature of the person appointed as proxy needs to be appended in the space provided;
6. The instrument of Proxy shall be signed by the Shareholder or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it and proxy holder(s);
7. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof;
8. An instrument of Proxy is valid only if it is properly stamped by affixing 1 Rupee (One Rupee) Revenue Stamp as per the Indian Stamp Act, 1899. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled should be considered as invalid.
9. The Proxy-holder shall prove his identity at the time of attending the Meeting.

Proxies shall be deposited with the company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited and a Proxy shall be accepted even on a holiday if the last date by which it could be accepted is a holiday