

**June 30th, 2020**

The Manager Corporate Relationship Department <b>Bombay Stock Exchange Limited</b> Floor 25, Phiroze Jeejeebhoy Tower Dalal Street, Mumbai-400001	The Manager – Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051
BSE Scrip Code : <b>532341</b>	NSE Symbol: <b>IZMO</b>

Dear Sir/Ma'am,

**Subject: Annual Secretarial Compliance Report for the year ended March 31, 2020 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).**

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 (as amended) read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019; we are submitting herewith the Annual Secretarial Compliance Report issued by Mr. Syed Shahabuddin, Practicing Company Secretaries, for the financial year ended March 31, 2020.

Request you to take the same on record.

Yours faithfully,  
For **IZMO Limited**



**Danish Reza**  
**Company Secretary and Compliance Officer**  
**Enc: As Above**



## **SYED SHAHABUDDIN**

Company Secretary

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

J C Nagar, Bangalore-560006

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

### **Secretarial Compliance Report of IZMO Limited for the year ended March 31, 2020**

I 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, 2020 ("Review Period") in respect of compliance with the provisions of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) 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) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period); and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015




Based on the above examination, I hereby report that, during the Audit 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.

Place: Bangalore

Date: 29.06.2020

  
Syed Shahabuddin  
Company Secretary  
Membership No:4121  
Certificate of Practice No: 11932  
UDIN: A004121B000394335



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

Annexure to Secretarial Compliance Report of IZMO Limited for the year ended March 31, 2020

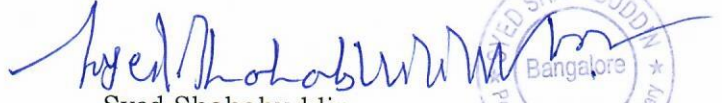
The following are the actions taken by the listed entity to comply with the observation made in previous reports:

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	Ms Kiran Soni, who was appointed as corporate analyst from September 30, 2008 was re-designated 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.	31.03.2015	Ms. Kiran Soni, a Chartered Accountant has been appointed as Chief Financial Officer w.e.f 10 <sup>th</sup> November 2014.	CFO has since been appointed and non compliance has been complied with.
2	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.	31.03.2015	Ms. Chitra M. A. a Company Secretary has been appointed as Whole time Company Secretary w.e.f 10 <sup>th</sup> November 2014.	Company Secretary has since been appointed and non compliance has been complied with.
3	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.	31.03.2016	The remittance to the fund was made and E-Form 1 INV and E-Form 5 INV were filed subsequently.	The Company has since remitted the unclaimed dividend to IEPF Authority and thus the non compliance has been rectified.
4	Statement showing the names of the top ten employees in terms of remuneration drawn was not included in the Board's Report for the year ended March 31, 2018 pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as no employee of the Company was in	31.03.2019	Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has disclosed the	Thus, there was no non compliance during the Financial Year 2018-2019



receipt of remuneration of one crore and two lakh rupees or more per annum or eight lakh and fifty thousand rupees or more per month during the year 2017-18. The Company is of the view that only such employees' details should have been included in the Board's Report, who had drawn the remuneration more than the limits as mentioned above.		statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee during the year 2018-2019	
---	--	--	--

Place: Bangalore  
Date: 29.06.2020

  
Syed Shahabuddin  
Company Secretary

Membership No:4121

Certificate of Practice No: 11932

UDIN: A004121B000394335

**SYED SHAHABUDDIN**

B.Com., A.C.S.,

Company Secretary

C.P. No. 11932

