

Date: 28.08.2017

Ref: IZMO/SEC/2017-18

To,

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
---	--

Scrip Code: 532341/IZMO

Sub: Notice of 22nd AGM

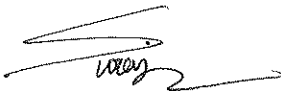
Dear sir/Madam,

It is informed that, 22nd Annual General Meeting of the Company is scheduled to be held on Wednesday, 20th September 2017 at Bharatiya Vidya Bhavan, Race Course Road, Bangalore – 560 001, Karnataka at 9.30 AM. The Register of Members and Share Transfer Books will remain close from Thursday, 14th September, 2017 to Wednesday, 20th September, 2017 (Both days inclusive) for the purpose of 22nd Annual General Meeting of the Company.

The Cut-off date for entitlement of remote e-voting and voting at the AGM has been fixed as 13th September, 2017.

The 22nd Annual General Meeting Notice & Annual Report for the year 2016-2017 is also available in our website. i.e. www.izmoltd.com.

Thanking you
Yours faithfully
For IZMO Limited



Mr. Suraj Kumar Sahu
Company Secretary



Notice

Notice of 22nd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF IZMO LIMITED WILL BE HELD AT BHARATIYA VIDYA BHAVAN, RACE COURSE ROAD, BENGALURU – 560 001, KARNATAKA ON WEDNESDAY, 20TH DAY OF SEPTEMBER, 2017 AT 9.30 AM TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1: Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 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, 2017 and the Auditors' Report thereon.

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

To re-appoint of Mrs. Shashi Soni (DIN 00609217), who retires by rotation, and being eligible, offers herself 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 Mrs. Shashi Soni as director liable to retire by rotation.”

Item No. 3: Appointment of Auditor

To appoint Mr. Guru Prakash V, Chartered Accountant (Membership Number 228938), as the Statutory Auditor of the Company, in place of retiring Statutory Auditor Mr. Ramaswamy Vijayanand (Mem.No.202118) to hold office from the conclusion of 22nd Annual General Meeting until o the conclusion of the 27th Annual General Meeting and fix the remuneration.

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

“RESOLVED THAT, pursuant to the provisions of Sections 139, 142 read with such other applicable provisions of the Companies Act, 2013 as amended from time to time, and pursuant to recommendation of audit committee and Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Guru Prakash V, Chartered Accountant (Membership Number 228938) to hold office of Statutory Auditor of the Company, from the conclusion of 22nd Annual General Meeting until the conclusion of the 27th Annual General Meeting to be held in the year 2022 for conducting audit of financial statements of the Company for a period of five years from FY 2017-18 to FY 2021-2022 and Board is authorised to fix the remuneration.”

Notice

SPECIAL BUSINESS:

Item No.4: Increase in Authorised Capital

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

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the Rules framed thereunder, approval of the members be and is hereby accorded to increase the Authorised Share capital of the company from existing Rs.13,20,00,000/- (Rupees Thirteen Crores Twenty Lakhs) divided into 1,32,00,000 (One Crore Thirty Two Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.18,00,00,000 /- (Rupees Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs. 10 /- (Rupees Ten) each by creation of additional 48,00,000 (Forty Eight Lakhs) Equity shares of Rs.10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing equity shares.”

Item No.5: Amendment to Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

‘V. The Authorized Share Capital of the company is Rs.18,00,00,000 /- (Rupees Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of Rs.10/- each.’”

Place: Bengaluru
Date: 10.08.2017

By order of the Board

Sd/-
Suraj Kumar Sahu
Company Secretary
Membership No.35855

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 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 before 24 hours from the commencement of the Meeting and ending with the conclusion of the meeting provided that an advance notice of not less than 3 days is given to the Company.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send certified true copy of the Board resolution to the Company authorizing their representative to attend and vote on their behalf at the Meeting.
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 Article of Association of the Company, Mrs. Shashi Soni retire by rotation and being eligible offer herself for re-appointment. A brief resume of Mrs. Shashi Soni along with nature of her 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 of the post office, to the Company's Registrar and Share Transfer Agents Cameo Corporate Limited. Cameo Corporate Services Limited, "Subramanian Building", V Floor, # 1, Club House Road, Chennai – 600 002.
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 Books will remain closed from September 14, 2017 to September 20, 2017 (both days inclusive).
9. Pursuant to the provisions of the Section 205A of the Companies Act, 1956, Company has transferred unpaid Dividend, all its remaining unpaid for Seven years to Investors Education and Protection Fund (IEPF).
10. Investors may address their queries/communications to company.secretary@izmoltd.com.
11. To support the Green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their Email Address with Depository Participant/Company so that all communications / documents can be sent in electronic mode.

Notice

12. The Annual Report 2016-17 is being sent through electronic mode only to the Members whose email addresses are registered 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 2016-17 are being sent by permitted 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) Practicing Company Secretary has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process 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 Chairperson of the Company and/or authorised 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 and on the CDSL's website www.cdslindia.com and communicated to the Stock Exchanges immediately after declaration.
17. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business, is annexed hereto.
18. Any person who is not a member of the cut-off date should treat the notice for information purposes only.
19. Members are requested to affix their signature at the space provided and fill up all the particulars i.e., DP details, Client ID No. /Folio Numbers and hand over the attendance slip at the place of the meeting.
- 20. The information and instructions relating to e-voting are as below:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by way of e-voting at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
 - II. The e-voting period commences on 17th September, 2017 (9:00 AM) and ends on 19th September, 2017 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 13th September, 2017 that is the cut-off date, 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the

Notice

meeting venue.

- III. The Notice convening the Annual General Meeting along with Annual Report for the year 2016-17 is hosted on the Company's website www.izmoltd.com. The Notice convening the Annual General Meeting has also been hosted on CDSL's website www.cdslindia.com.
- IV. The shareholders should log on to the e-voting website www.evotingindia.com.
- V. Click on Shareholders.
- VI. 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 complete Folio Number registered with the Company.
- VII. Next enter the Image Verification as displayed and Click on Login.
- VIII. 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.

	For Members holding shares in Demat Form and Physical Form
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"> • 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. • 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.
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"> • 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).

- X. After entering these details appropriately, click on "SUBMIT" tab.
- XI. 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 can also be used by the Members 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.
- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Notice

- IX. If you are a first time user follow the steps given below:
- XIII. Click on the EVSN for <Izmo Limited> on which you choose to vote.
- XIV. 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.
- XV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XVI. 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.
- XVII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XIX. If Demat account holder has forgotten his/her 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.
- XX. 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.**
- XXI. 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 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 or 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.
- XXII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQS”) e-voting Manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Place: Bengaluru
Date: 10.08.2017

By order of the Board
For IZMO Limited
Sd/-
Suraj Kumar Sahu
Company Secretary
Membership No.35855

Notice

THE EXPLANATORY STATEMENT FOR ITEM NO.5 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company, in order to meeting its growth objective and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the authorised Share Capital of the Company from existing Rs. Rs.13,20,00,000/- (Rupees Thirteen Crores Twenty Lakhs) divided into 1,32,00,000 (One Crore Thirty Two Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.18,00,00,000 /- (Rupees Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakhs) shares of Rs. 10 /- (Rupees Ten) each by creation of additional 48,00,000 (Forty Eight Lakhs) Equity shares of Rs.10/- each and for purpose. The Memorandum of Association of the Company is proposed to be suitably altered by passing Special resolution as set out at item no 5. The provisions of the Companies act, 2013 required the Company to seek the approval of the Members for increase in the authorized share capital and for the alteration of capital clause of the Memorandum of association of the company

The Board of Directors accordingly recommends the resolutions set out at item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Notice

ADDITIONAL INFORMATION

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

[PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS]

Mrs. Shashi Soni –Chairperson & Whole Time Director

A. Brief Resume and Expertise of Mrs. Shashi Soni:

She has about 45 years of business experience in diverse industries such as entertainment, industrial gases and transportation. She has vast knowledge of business and expertise in dealing with HR and Administrative matters.

B. Disclosure of relationship between Directors Inter-se:

Mrs. Shashi Soni is Chairperson & Whole Time Director of the Company. At present her son Mr. Sanjay Soni is Managing 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:

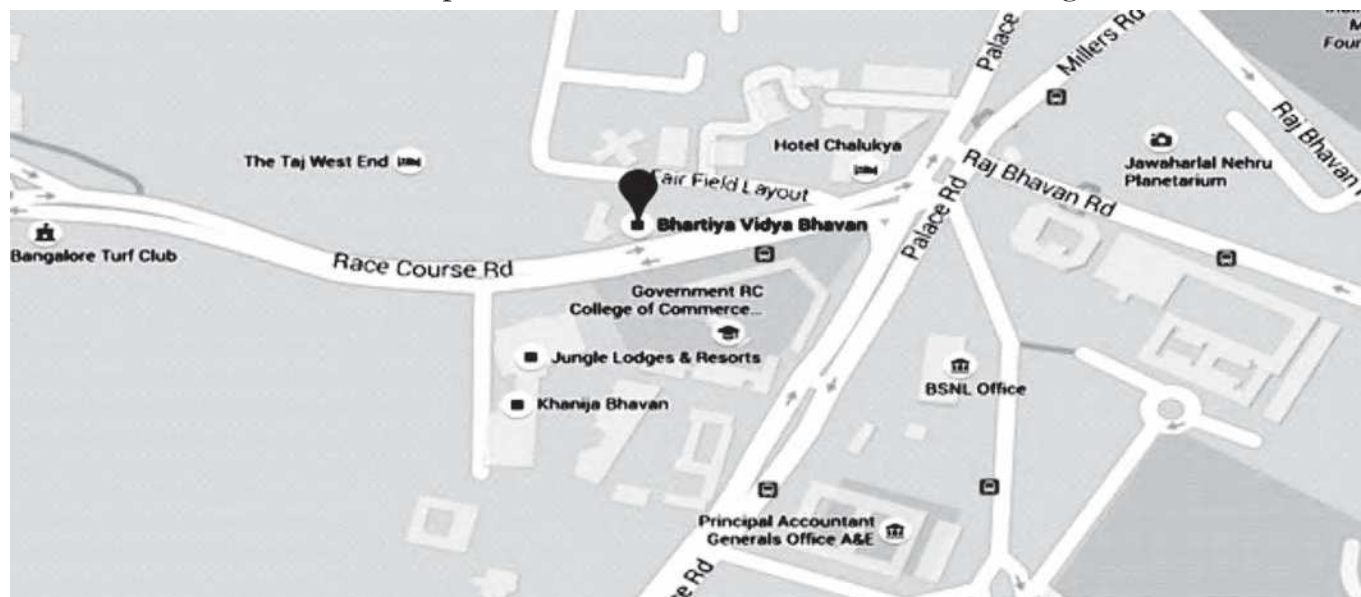
Not applicable.

Place: Bengaluru

Date: 10.08.2017

By order of the Board
For IZMO Limited
Sd/-
Suraj Kumar Sahu
Company Secretary
Membership No.35855

Route Map for the Venue of Annual General Meeting



IZMO Limited

Registered Office: 177/2C, Bilekahalli Industrial Area, Bannerghatta Road, Bangalore-560076

Ph. 080-67125400 Fax: 080-67125408 www.izmold.com

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

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 22nd Annual General Meeting of the members of the Company being held on 20th Day of September, 2017, 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, Bangalore-560076

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, Bangalore – 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

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

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

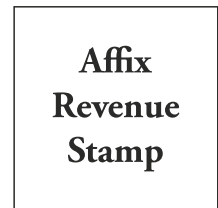
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 20th day of September, 2017 at 09:30 Hrs at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru – 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Votes	
		For	Against
Ordinary Business:	Ordinary Resolution:		
01.	Adoption of Account		
02.	Re-appointment of director retires by rotation		
03.	Appointment of Auditor		
Special Business:	Ordinary / Special Resolutions:		
04.	Increase in Authorised Capital		
05.	Amendment to Memorandum of Association		

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