



Date: 16.08.2016

Ref: IZMO/SEC/2016-17

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
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Scrip Code: 532341/IZMO

Sub: Notice of AGM & Book Closure

Dear sir/Madam,

We wish to inform you that the 21st Annual General Meeting of the Company is scheduled to be held on Saturday the 10th day of September, 2016 at 9.30 AM at Bharatiya Vidya Bhavan, Race Course Road, Bangalore – 560 001, Karnataka.

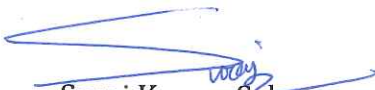
The Company's Register of Members and Share Transfer Books will remain closed from Saturday, September 03, 2016 to Saturday, September 10, 2016 (both days inclusive) in connection with the Annual General Meeting.

The cut-off date for entitled of remote e-voting and voting at the AGM has been fixed as 3rd September, 2016.

Please find attached the Notice of the 21st Annual General Meeting. This is also be placed on our website www.izmoltd.com

This is for your information and records.

Yours sincerely
For Izmo Limited


Suraj Kumar Sahu
Company Secretary & Compliance Officer



Notice

Notice of 21st Annual General Meeting

NOTICE is hereby given that the 21st Annual General Meeting of the members of IZMO Limited will be held on Saturday the 10th day of September, 2016 at 9.30 AM at Bharatiya Vidya Bhavan, Race Course Road, Bangalore – 560 001, Karnataka, to transact the following businesses:

Ordinary Business:

Item No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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, 2016 and the Auditors' Report thereon.

Item No. 2:

To appoint a Director in place of Mr. Sanjay Soni (00609097), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3:

To ratify the appointment of Mr. R Vijayanand, Chartered Accountants (Membership Number 202118) as the Statutory Auditors of the Company

To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and such other applicable provisions of the Companies Act, 2013 and relevant rules thereof (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Audit Committee and that of the Board of Directors and pursuant to the approval of the Members at the 21st AGM, the consent of the Members of the Company be and is hereby accorded to ratify the appointment of Mr. R Vijayanand, Chartered Accountants (Membership Number 202118) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the 22nd Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

Special Business:

Item No.4:

Re-appointment of Mr. Sanjay Soni (DIN: 00609097), as a Managing Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 along with other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, subject to approval of Central Government if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permission and sanctions, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjay Soni (DIN-00609097) as Managing Director of the Company with effect from 1st April, 2016 to 31st March, 2019 for a period of 3 (three) years on such remuneration as set out below:

Notice

1. Mr. Sanjay Soni - Managing Director with effect from 01.04.2016 for a period of 3 years.
2. Salary inclusive of allowances, Commission & perquisites Rs. 5,00,000/- (Rupees Five Lakhs only) per month.
3. Commission not more than 1% of the net profits of the Company.
4. Unless the context otherwise requires, the perquisites are classified into three categories "A", "B" and "C" as follows:

Category "A":

The expenditure incurred by the Company on providing furnished residential accommodation for the Appointee shall be subject to a ceiling of 60% (Sixty percent) of the Appointee's salary over and above 10% payable by the Appointee himself.

Alternatively:

In case, the Company provides the accommodation, the Company shall deduct 10% of the salary of the Appointee.

Alternatively:

In case, no accommodation is provided by the Company, the Appointee shall be entitled to House Rent Allowance, subject to a ceiling of 60% (Sixty percent) of salary payable to the Appointee.

Explanation:

- I. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962, as amended from time to time. However, such expenditure shall be subject to a ceiling of 10% (Ten percent) of the Appointee's annual salary each year.
- II. Medical Reimbursement: Expenses incurred for the Appointee and his family, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- III. Leave Travel Concession: For Appointee and his family once in a year, while on leave, in accordance with the rules and regulations applicable to senior managers of the Company from time to time.
- IV. Personal Accident Insurance: Premium not to exceed Rs. 25,000/- (Rupees Twenty Five Thousand only) per annum.

Explanation:

For the purpose of category "A", Family means: Spouse, dependent children and dependent parents of the Appointee.

Category "B":

- I. Contribution to Provident Fund, Superannuation Fund and Annuity Fund: These will be in accordance with the schemes applicable to senior managers of the Company from time to time and will not be included in the computation of ceiling on perquisites mentioned above to the extent they either singly or put together are not taxable under the Income Tax Act, 1961, as amended from time to time.
- II. Gratuity: In accordance with the rules and regulations applicable to senior managers of the Company from time to time but not exceeding half month's salary for each completed year of service.
- III. Encashment of Leave at the end of the tenure: In accordance with the rules and regulations applicable to the senior manager of the Company from time to time, the monetary equivalent of such encashment leave shall not be included in the computation of the ceiling on perquisites.

Category "C":

Provision of car for the use of Company's business and telephone at residence shall not be considered as perquisites. Personal long distance calls and use of car for personal use shall be billed to the Appointee.

MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, the Managing Director may be paid the substantive remuneration as stated above as the Minimum Remuneration subject to however that unless approved by the Shareholders and the Central Government, as may be necessary, the amount of salary, commission, perquisites and other allowances payable to the Managing Director shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013, as may be in force for the time being.

Notice

Further, in the event of any Statutory Amendments or modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., with such prescribed limit or ceiling and any arrangement between the Company and Mr. Sanjay Soni be suitably amended to give effect to such modification, relaxation or variation with or without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT either party can give three months notice in the event of termination of the said post/arrangement.

FURTHER RESOLVED THAT in the event of Mr. Sanjay Soni ceasing to be the Managing Director due to any causes whatsoever, he shall not be eligible for any compensation for loss of office.

RESOLVED FURTHER THAT the Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committees thereof."

Item No.5:

Re-appointment of Mrs. Shashi Soni (DIN 00609217), as Chairperson and Whole-time Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 along with other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, subject to approval of Central Government if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permission and sanctions, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Shashi Soni as Chairperson and Whole Time Director of the Company for a period of three years with effect from 1st October, 2016 to 30th September, 2019 on such remuneration as set out below:

1. Mrs. Shashi Soni - Chairperson and Whole Time Director with effect from 01.10.2016 for a period of 3 years.
2. Salary of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month.
3. Commission not more than 1% of the net profits of the Company.
4. Unless the context otherwise requires, the perquisites are classified into three categories "A", "B" and "C" as follows:

Category "A":

The expenditure incurred by the Company on providing furnished residential accommodation for the Appointee shall be subject to a ceiling of 50% (Fifty percent) of the Appointee's salary over and above 10% payable by the Appointee salary.

Alternatively:

In case, the Company provides the accommodation, the Company shall deduct 10% of the salary of the Appointee.

Alternatively:

In case, no accommodation is provided by the Company, the Appointee shall be entitled to House Rent Allowance, subject to a ceiling of 50% (Fifty percent) of salary payable to the Appointee.

Explanation:

- I. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962, as amended from time to time. However, such expenditure shall be subject to a ceiling of 10% (Ten percent) of the Appointee's annual salary each year.
- II. Medical Reimbursement: Expenses incurred for the Appointee and her family, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

Notice

III. Leave Travel Concession: For Appointee and her family once in a year, while on leave, in accordance with the rules and regulations applicable to senior managers of the Company from time to time.

IV. Personal Accident Insurance: Premium not to exceed Rs. 4,000/- (Rupees Four Thousand only) per annum.

Explanation:

For the purpose of category "A", Family means: Spouse, dependent children and dependent parents of the Appointee.

Category "B":

I. Contribution to Provident Fund, Superannuation Fund and Annuity Fund: These will be in accordance with the schemes applicable to senior managers of the Company from time to time and will not be included in the computation of ceiling on perquisites mentioned above to the extent they either singly or put together are not taxable under the Income Tax Act, 1961, as amended from time to time.

II. Gratuity: In accordance with the rules and regulations applicable to senior managers of the Company from time to time but not exceeding half month's salary for each completed year of service.

III. Encashment of Leave at the end of the tenure: In accordance with the rules and regulations applicable to the senior manager of the Company from time to time, the monetary equivalent of such encashment leave shall not be included in the computation of the ceiling on perquisites.

Category "C":

Provision of car for the use of Company's business and telephone at residence shall not be considered as perquisites. Personal long distance calls and use of car for personal use shall be billed to the Appointee.

MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits in any Financial Year during the tenure of her appointment, the Whole Time Director may be paid the substantive remuneration as stated above as the Minimum Remuneration subject to however that unless approved by the Shareholders and the Central Government, as may be necessary, the amount of salary, commission, perquisites and other allowances payable to the Whole Time Director shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013, as may be in force for the time being.

Further, in the event of any Statutory Amendments or modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., with such prescribed limit or ceiling and any arrangement between the Company and Mrs. Shashi Soni be suitably amended to give effect to such modification, relaxation or variation with or without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT either party can give three months notice in the event of termination of the said post/arrangement.

FURTHER RESOLVED THAT in the event of Mrs. Shashi Soni ceasing to be the Whole time Director due to any causes whatsoever, she shall not be eligible for any compensation for loss of office.

RESOLVED FURTHER THAT the Chairperson and Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committees thereof."

Notice

Item No.6:

Approval of the Employee Stock Option Plan 2016 (ESOP 2016) and grant of stock to the eligible employees of the Company under ESOP 2016.

To consider and, if thought fit, to pass with or without modification(s), the following as Special Resolution:

“RESOLVED THAT pursuant Section 62 (1) (b) of the Companies Act 2013, Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, and subject to such conditions or modifications as may be prescribed, imposed or suggested while granting such approvals, permissions or sanctions subject to such approvals, consents, permissions and sanctions as may be required from any authority, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized on behalf of the Company to grant from time to time options under the Stock Option Scheme viz. Employee Stock Option Plan 2016 (ESOP 2016) to apply for Equity Shares and / or warrants with an option for conversion into Equity Shares/Equity linked Securities convertible into Equity Shares of the Company to or for the benefit of such person/persons who are in the permanent employment of the Company and consequently create, issue, offer and allot at any time and from time to time, Equity Shares in terms of such options, the options and the consequential issue, offer and allotment of Shares shall be at such price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide.

Provided the total number of options to be granted under ESOP 2016 shall not exceed 4,00,000 Equity Shares of Rs.10/- each or such limits as may be prescribed/ stipulated under any of the Statutes/Regulatory Guidelines of the total Shares issued by the Company on the date(s) of grant of such options and that these resolutions shall have effect on and from this date.

RESOLVED FURTHER THAT all acts and deeds done by the Board till date to further the objective of this resolution be and are hereby ratified and approved.

RESOLVED FURTHER THAT subject to the terms stated herein, the Equity Shares in ESOP 2016 shall, in all respects rank pari passu inter-se as also with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer or grant of options, issue or allotment of Equity Shares pursuant to the options granted, or securities or instruments representing the same, as described above, under any Employee Stock Option Scheme, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s) (including power to amend, vary or modify any of the terms and conditions of the scheme, the grant of options, issue or allotment of Equity Shares pursuant to the options granted), without being required to seek any further consent or approval of the members, in its sole discretion as it may deem fit.”

Item No.7:

Approval of the Employee Stock Option Plan 2016 (ESOP 2016) and grant of stock to the eligible employees of the Company's Subsidiaries under the Plan

To consider and, if thought fit, to pass with or without modification(s), the following as Special Resolution:

Notice

“RESOLVED THAT pursuant Section 62 (1) (b) of the Companies Act 2013, Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, and subject to such conditions or modifications as may be prescribed, imposed or suggested while granting such approvals, permissions or sanctions subject to such approvals, consents, permissions and sanctions, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized on behalf of the Company to grant from time to time options under the Stock Option Scheme viz. Employee Stock Option Plan 2016 (ESOP 2016) to apply for Equity Shares and / or warrants with an option for conversion into Equity Shares/Equity linked Securities convertible into Equity Shares of the Company to or for the benefit of such person/persons who are in the permanent employment of the Subsidiary Companies and consequently create, issue, offer and allot at any time and from time to time, Equity Shares in terms of such options, the options and the consequential issue, offer and allotment of Shares shall be at such price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide.

Provided the total number of options to be granted under ESOP 2016 shall not exceed 4,00,000 Equity Shares of Rs.10/- each or such limits as may be prescribed/stipulated under any of the Statutes/Regulatory Guidelines of the total Shares issued by the Company on the date(s) of grant of such options and that these resolutions shall have effect on and from this date.

RESOLVED FURTHER THAT all acts and deeds done by the Board till date to further the objective of this resolution be and are hereby ratified and approved.

RESOLVED FURTHER THAT subject to the terms stated herein, the Equity Shares in ESOP 2016 shall in all respects rank pari passu inter-se as also with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer or grant of options, issue or allotment of Equity Shares pursuant to the options granted, or securities or instruments representing the same, as described above, under any Employee Stock Option Scheme, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s) (including power to amend, vary or modify any of the terms and conditions of the scheme, the grant of options, issue or allotment of Equity Shares pursuant to the options granted), without being required to seek any further consent or approval of the members, in its sole discretion as it may deem fit.”

Place: Bangalore
Date: 11.08.2016

By order of the Board
For IZMO Limited
Sd/-
Suraj Kumar Sahu
Company Secretary
Mem.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.
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. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/details of Mr. Sanjay Soni & Mrs. Shashi Soni, who are being Re-appointed as Managing Director & Whole Time Director respectively at the Annual General Meeting, are annexed hereto.
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 Saturday, September 03, 2016 to Saturday, September 10, 2016 (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.
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.
12. The Annual Report 2015-16 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 2015-16 are being sent by permitted mode.
13. The voting for the agenda item 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. Manjunatha Reddy M Practicing Company Secretary (Membership No. FCS 8285, CP 7259) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

Notice

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 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 Businesses, are 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 21st 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 7th September, 2016 (9:00 AM) and ends on 9th September, 2016 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 3rd September, 2016 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 meeting venue.
 - III. The Notice convening the Annual General Meeting along with Annual Report for the year 2015-16 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.

Notice

(IX) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Σ 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. Σ 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)	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. Σ 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.

(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

Notice

(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 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: Bangalore
Date: 11.08.2016

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

Notice

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

Item No. 4:

Mr. Sanjay Soni was re-appointed as Managing Director for a term of 3 years with effect from 1st April, 2016 to 31st March, 2019 of the Company with such terms and conditions as mentioned in the aforesaid resolution.

Considering the background, his experience and the need of the Company, based on the recommendations of the Nomination & remuneration committee, your Board at its meeting convened on 13th February, 2016, has re-appointed him as Managing Director for a term of 3 years with effect from 1st April, 2016 to 31st March, 2019.

Pursuant to Sections 196, 197 of the Companies Act, 2013, read with PART II of Schedule V and with such terms and conditions as mentioned in the aforesaid resolution for reappointing Mr. Sanjay Soni as Managing Director, requires the approval of the members by passing a special resolution.

Keeping in view that Mr. Sanjay Soni has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to reappointment of Mr. Sanjay Soni as Managing Director.

Mr. Sanjay Soni is one of the Promoters of your Company and has been actively involved in the affairs of the Company from the beginning. He has been steering the Company from the beginning through tough times and has now worked hard to ensure that the Company has achieved respectable business position.

Mr. Sanjay Soni 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.

This may be deemed as abstract under Section 190 of the Companies Act, 2013 of the terms and conditions of appointment of Mr. Sanjay Soni as Managing Director.

Disclosures under Secretarial Standard-2 is annexed to this Notice.

Your Board recommends passing of resolution specified under Item No. 4 as Special Resolution.

Mr. Sanjay Soni and Mrs. Shashi Soni are deemed to be interested in the transaction mentioned under Item No. 4, Apart from Mr. Sanjay Soni and Mrs. Shashi Soni none of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolutions as set out under Item No. 4:

- I. Every director and manager of the Company;
- ii. Every key managerial person of the Company; and
- iii. Relatives of the persons mentioned in (i) and (ii) above.

Item No. 5:

Mrs. Shashi Soni is one of the initial Directors of your Company, has been Chairperson and has been actively involved with the affairs of the Company from the beginning. She was instrumental in the significant growth of the Company and has good amount of experience in the line of the business.

Pursuant to Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation.

Notice

Pursuant to Section 196(3) of the Companies Act, 2013 read with Part I of Schedule V to the Act. Mrs. Shashi Soni being age above 70 years requires a special resolution at the shareholders meeting for her reappointment and hence reappointment of her employment as Chairperson and Whole Time Director requires the approval of members by way of a special resolution.

Mrs. Shashi Soni was re-appointed as Chairperson and Whole time Director for 3 years with effect from 1st October, 2016 to 30th September 2019 of the Company with such terms and conditions as mentioned in the aforesaid resolution.

Considering the background and her experience, based on the recommendations of the Nomination & remuneration committee, your Board at its meeting convened on 30th May, 2016, has re-appointed her as Chairperson and Whole time Director for 3 years with effect from 1st October, 2016 to 30th September 2019.

This may be deemed as abstract under Section 190 of the Companies Act, 2013 of the terms and conditions of appointment of Mrs. Shashi Soni as Chairperson & Whole time Director.

Disclosures under Secretarial Standard-2 is annexed to this Notice.

Your Board recommends passing of resolution specified under Item No. 5 as Special Resolution.

Mr. Sanjay Soni and Mrs. Shashi Soni are deemed to be interested in the transaction mentioned under Item No. 5, Apart from Mr. Sanjay Soni and Mrs. Shashi Soni none of the following persons are directly or indirectly interested or concerned, financially or otherwise, in the resolutions as set out under Item No. 5:

- i. Every director and manager of the Company;
- ii. Every key managerial person of the Company; and
- iii. Relatives of the persons mentioned in (i) and (ii) above.

Item No. 6 and 7:

Your Company has been uniformly adopting the philosophy of Stock Option to its employees with a view to encourage the employees to become part of the Company. The Company also being in information technology segment strongly believes that it is the manpower with the necessary skill sets and intellectual power which steer the Company. Logically therefore, a mutually strong relationship between the employees and the Company is a necessity. The Stock Option Plan is one of the methodologies of strengthening the binding between the employees and the Company. Identifying, selecting and retaining the right talent in the Industry to which your Company belongs to, is one of the toughest jobs on hand for any Management. Your Company has recognized this as a serious criterion and consequently has conceptualized an Employee Stock Option Scheme with warrants which can be converted into Equity Shares after a specified period.

Approval of the Members is being sought in terms of pursuant to Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013, for the grant of options and the consequential issue of Equity Shares under the ESOP 2016.

The proposed Plan will be an ongoing process and the Company is required to commit and issue ESOPs to different personnel including new recruits.

It is also proposed that all the Stock Options be issued at the price arrived at in line with the prevailing Guidelines on the date of grant. The Directors of the Company may be deemed to be interested or concerned in the resolution to the extent of their shareholding in the Company and to the extent they may be covered by the ESOP.

Gist of the Plan:

(a) Total number of options to be granted:

The number of options to be granted pursuant to ESOP 2016 scheme shall not exceed 20% of the total Shares issued by the Company on the date(s) of grant of options.

Notice

(b) Identification of classes of employees entitled to participate in the ESOP:

Options are offered to permanent employees of the Company, Directors including Whole time Directors but excluding Promoter Directors or Directors holding in excess of 10% of the Equity Shares of the Company and eligible employees (including Directors whether Whole time Directors or not) of the subsidiary and /or holding company of the Company.

(c) Requirements of vesting and period of vesting:

The continuation of the employee in the service of the Company shall be a primary requirement of the vesting. The Nomination & Remuneration Committee shall formulate the other criteria of vesting, which may inter alia include performance related issues. The vesting period shall commence on the expiry of one (1) year from the date of grant of the option and will extend as may be thought fit by the Nomination & Remuneration Committee.

(d) Maximum period within which the options shall be vested:

The maximum period within which the Stock Incentives shall vest will be ten years from the date of grant (or such other period as decided in the sole discretion of the Board or nomination & Remuneration Committee from time to time).

(e) Exercise price or pricing formula:

Options under the ESOP 2016 would be issued at nominal value of Rs. 10/- per share.

(f) Exercise Period and Procedure for Exercise:

The exercise period shall commence from the date of vesting and expire not later than twelve months from the date of such vesting and can be further extended to a period of twelve months from the vesting date upon a specific request from the associate concerned, however such an extension may be granted by the Nomination & Remuneration Committee only under special circumstances. The mode or process of exercise of the option will be framed by the Nomination & Remuneration Committee.

(g) The appraisal process for determining the eligibility of employees to the ESOP:

The eligibility criteria for the employees under ESOP will be determined by the Nomination & Remuneration Committee based on qualification, past and present performance, experience, technical knowledge, professionalism, designation, responsibility, other qualities or such other basis as the Committee may deem fit.

(h) Maximum number of options to be issued per employee and in aggregate:

The maximum number of options granted to any one employee in a year will not exceed 1% of the issued Equity Share Capital of the Company at the time of granting of option.

(i) Power to amend, vary or modify the Scheme:

The Board shall have powers to amend, vary, or modify any of the terms and conditions of the ESOP 2016 pertaining to the grant of options, pricing of options, issue or allotment of equity shares or warrants pursuant to the options, without being required to seek any further consent or approval of the Members. The powers granted by the Members pursuant to this resolution will include powers to withdraw, recall, accept surrender or cancel options issued/to be issued pursuant to this resolution or any other earlier approval accorded by the Members in this behalf, and to issue fresh options in lieu thereof at such price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide.

(j) Accounting policies:

The Company shall comply with the disclosure and accounting policies prescribed by SEBI and any other appropriate authority in this regard.

Notice

DISCLOSURES REQUIRED TO BE GIVEN UNDER SECRETARIAL STANDARD-2

Name of the Directors and age	Mr. Sanjay Soni (DIN:00609097) Age -48 years	Mrs. Shashi Soni (DIN: 00609217) Age -75 years
Qualification and experience of Directors	Mr. Sanjay Soni 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. Mr. Sanjay Soni has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to reappointment of Mr. Sanjay Soni as Managing Director. He has wide exposure to International Finance and Banking and has authored books on related fields.	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.
Terms and conditions of Re-appointment. And Details of remuneration sought to be paid	Mr. Sanjay Soni (DIN -00609097) as Managing Director of the Company with effect from 1st April, 2016 to 31st March, 2019 for a period of 3 (three) years on such remuneration as set out below: Mr. Sanjay Soni - Managing Director with effect from 01.04.2016 for a period of 3 years. Salary inclusive of allowances, commission and perquisites Rs. 5,00,000/(Rupees Five Lakhs only) per month. Commission not more than 1% of the net profits of the Company. Unless the context otherwise requires, the perquisites are classified into three categories "A", "B" and "C" as mentioned in resolution no.4	Mrs. Shashi Soni as Chairperson and Whole Time Director of the Company for a period of three years with effect from 1st October, 2016 to 30th September, 2019 on such remuneration as set out below: Mrs. Shashi Soni - Chairperson and Whole Time Director with effect from 01.10.2016 for a period of 3 years. Salary of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month. Commission not more than 1% of the net profits of the Company. Unless the context otherwise requires, the perquisites are classified into three categories "A", "B" and "C" as mentioned in resolution no.5
Remuneration last drawn	Rs. 5,00,000/ Per Month.	Rs. 16,337/- Per Month.
Date of first appointment on the Board	01.04.1999	01.06.2001
Shareholding in the company	2721582 as on 30.06.2016	611187 as on 30.06.2016
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mr. Sanjay Soni is son of Mrs. Shashi Soni (Whole Time Director) and Spouse of Mrs. Kiran Soni(CFO)	Mrs. Shashi Soni is mother of Mr. Sanjay Soni (Managing Director) and Mother in law of Mrs. Kiran Soni(CFO)
Number of Meetings of the Board attended during the year	No. of Board Meeting: 5. Attended:5	No. of Board Meeting: 5. Attended:2
Directorships in other Companies, entity	1. D'Gipro Systems Pvt.Ltd 2. D'Gipro Design Automation And Marketing Pvt. Ltd. 3. Carazoo Online Solution Pvt.Ltd. 4. Si2 Microsystems Pvt. Ltd	Deep Oxygen Private Ltd
Membership/ Chairmanship of Committees of other Boards	NA	NA

Place: Bangalore
Date: 11.08.2016

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

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 4.

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

Mrs. Shashi Soni –Chairperson & Whole Time Director – Item number 5.

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: Bangalore
Date: 11.08.2016

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

Route Map for the Venue of Annual General Meeting



Note : Refer end of Annual Report for Attendance slip and Proxy Form.

IZMO Limited

(Formerly known as LOGIX MICROSYSTEMS LIMITED)

Registered Office: 177/2C, Billekahalli 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 21st Annual General Meeting of the members of the Company being held on 10th Day of September, 2016, 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

(Formerly known as LOGIX MICROSYSTEMS LIMITED)

Registered Office: 177/2C, Billekahalli 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 Billekahalli 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

2.Name:

Address:

E-mail Id:

Signature: , or failing him

3.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 10th day of September, 2016 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:		
1.	Adoption of Financial Statements including Auditors' Report and Board's Report		
2.	Re-appointment of Mr. Sanjay Soni on retire by rotation		
3.	Ratification of appointment of Statutory Auditors		
Special Business:	Special Resolutions:		
4.	Re-appointment of Mr. Sanjay Soni (DIN: 00609097), as a Managing Director of the Company		
5.	Re-appointment of Mrs. Shashi Soni (DIN 00609217), as Chairperson and Whole-time Director of the Company.		
6.	Approval of the Employee Stock Option Plan 2016 and grant of stock to the eligible employees of the Company under the Plan		
7.	Approval of the Employee Stock Option Plan 2016 and grant of stock to the eligible employees of the Company's Subsidiaries under the Plan		

Signed this..... day of September 2016

Signature of shareholder

Signature of Proxy holder(s)

**Affix
Revenue
Stamp**

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:

- Fill in your Name, Address, e-mail id and Address in the space provided;
- Fill in the number of shares held by you in the space provided;
- You can appoint more than one proxies, provision for appointing upto 3 proxies is made in the form attached with this notice;
- Fill in the Name, Address, e-mail id of the proxy;
- A specimen signature of the person appointed as proxy needs to be appended in the space provided;
- 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);
- An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof;
- 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.
- 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