

# SYED SHAHABUDDIN

Company Secretary

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

J C Nagar, Bangalore-560006

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## Report of Scrutinizer

[Pursuant to rule Sections 108 and 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To:

The Chairperson

IZMO Limited

#177/2C Billekahalli Industrial Area

Bannerghatta Road

Bangalore - 560076

Madam,

Sub: E-Voting for items included in 31<sup>st</sup> Annual General Meeting (AGM) of the Members of IZMO Limited (the Company) held on September 25, 2026.

I, Syed Shahabuddin, Company Secretary in Practice was appointed as Scrutinizer for the purpose of scrutinizing the e-voting process at the AGM, in a fair and transparent manner and ascertaining the results thereof, in respect of resolutions transacted at the AGM of members of the Company held on Friday the 25<sup>th</sup> September 2026 at 12:30 PM (IST) through Video Conferencing (VC) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Circular No.14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No.20/2020 dated 05.05.2020, Circular No 02/2021 dated 13.01.2021, Circular No 19/2021 dated 08.12.2021, Circular No 21/2021 dated 14.12.2021, Circular No 02/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022, Circular No. 9/2023 dated 25.09.2023, Circular No. 9/2024 dated 19.09.2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter, collectively referred to as the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 No. SEBI/HO/CFD/CMD2/ CIR/P/2022/6 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD/-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and Circular No. SEBI/HO/49/14/49(7)2025-CFD-PoD2/I/3762/2026 dated January 30, 2026 respectively (hereinafter, collectively referred to as the "SEBI Circulars"), issued by the Securities and Exchange Board of India (SEBI).



My responsibility as Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the AGM, are conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast 'in favour' and 'against', on the resolutions transacted at the AGM of the Company held on September 25, 2026, based on the reports generated from e-voting system by the CDSL for remote e-voting as well as e-voting at the AGM.

I submit my report as under:

1. The Company had appointed CDSL as E-voting Service Provider (ESP) to provide and facilitate e-voting services to the members of the Company to cast their votes through a secured electronic voting system on the resolutions to be transacted at the said AGM.
2. In terms of requirements of the MCA & SEBI Circulars, as stated above, the Notice of the AGM of the Company to be held on 25<sup>th</sup> September 2026, was sent through electronic means on 1<sup>st</sup> September 2026 to those members whose e-mails were registered with the Company, the Company's Registrar and Share Transfer Agent (RTA)/ Depositories, as on 28<sup>th</sup> August, 2026.
3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014, the Company has clearly stated in the Notice of the AGM dated 14<sup>th</sup> August 2026 that the Company has engaged the services of CDSL to provide remote e-voting facility and e-voting facility during the AGM to all the eligible members to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM and the members who have cast their votes by remote e-voting may attend the AGM, but shall neither be allowed to change their votes subsequently nor cast votes again during the AGM.
4. The remote e-voting period commenced at 9:00 A.M. (IST) on Tuesday, 22<sup>nd</sup> September 2026 and remained open till 5:00 P.M. (IST) on Thursday 24<sup>th</sup> September 2026. The members holding shares as on the 'cut-off' date i.e. Friday 18<sup>th</sup> September 2026, were entitled to vote, through remote e-voting system as well as voting at the AGM through electronic voting system, on the proposed resolutions under Item Nos. 1, 2, 3 and 4 as set out in the Notice of AGM dated 14<sup>th</sup> August 2026.
5. The votes cast through e-voting at the AGM and through remote e-voting, were unlocked, after conclusion of the AGM at 12:57 P.M. (IST) on 25<sup>th</sup> September 2026, in the presence of two witnesses namely Mr. Krishna Manoj R and Mr. Arjun TV.
6. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and its RTA, with respect to number of shares held on 'cut-off' date i.e. 18<sup>th</sup> September 2026 and authorisation lodged for the purpose.



7. Based on the details containing list of members who have cast their votes on remote e-voting platform and the votes cast at the AGM through e-voting system, as downloaded from the e-voting website of CDSL, the results on the resolutions transacted at the AGM of the members of the Company held on Friday the 25<sup>th</sup> September 2026 are given below:

(a) Item No.1

To receive consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31 2026 together with Reports of the Auditors and the Board of Directors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31 2026 together with Auditors Report thereon:

(i) Voted in favour of the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 102                                                      | 55,61,533                    | 99.99%                                |

(ii) Voted against the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 8                                                        | 142                          | 0.01%                                 |

(iii) Invalid votes:

| Total Number of members voted through e-voting whose votes were declared invalid | Total number of votes cast by them |
|----------------------------------------------------------------------------------|------------------------------------|
| Nil                                                                              | NA                                 |



(b) Item No.2

To re appoint Mr. Sanjay Soni (DIN: 00609097) Managing Director of the Company who retires by rotation and being eligible offers himself for re appointment:

(i) Voted in favour of the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 93                                                       | 3,60,289                     | 99.96%                                |

(ii) Voted against the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 8                                                        | 142                          | 0.04%                                 |

(iii) Invalid votes:

| Total Number of members voted through e-voting whose votes were declared invalid | Total number of votes cast by Them |
|----------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                | 52,01,244                          |

**NOTE: Three Promoters holding 52,01,244 Equity Shares are interested in the aforesaid resolution. Therefore, the votes cast by them are treated as invalid.**



(c) Item No.3

To re appoint Mrs. Kiran Soni (DIN: 08836616) as Whole time Director of the Company with effect from 27<sup>th</sup> September, 2026 to 26<sup>th</sup> September, 2029:

(i) Voted in favour of the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 93                                                       | 3,60,289                     | 99.96%                                |

(ii) Voted against the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 8                                                        | 142                          | 0.04%                                 |

(iii) Invalid votes:

| Total Number of members voted through e-voting whose votes were declared invalid | Total number of votes cast by them |
|----------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                | 52,01,244                          |

**NOTE: Three Promoters holding 52,01,244 Equity Shares are interested in the aforesaid resolution. Therefore, the votes cast by them are treated as invalid.**



Item No.4

Voluntary delisting of Equity Shares of the Company from Calcutta Stock Exchange Limited:

(i) Voted in favour of the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 100                                                      | 55,61,193                    | 99.99%                                |

(ii) Voted against the resolution:

| Number of members voted through e-voting / No. of Folios | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 10                                                       | 482                          | 0.01%                                 |

(iii) Invalid votes:

| Total Number of members voted through e-voting whose votes were declared invalid | Total number of votes cast by them |
|----------------------------------------------------------------------------------|------------------------------------|
| NIL                                                                              | NA                                 |

**RESULT: ALL THE AFORESAID 4 RESOLUTIONS ARE PASSED WITH REQUISITE MAJORITY.**

8. All relevant documents and records relating to e-voting process shall remain in my safe custody until the Chairperson declares the results pertaining to resolutions passed at the aforesaid AGM and thereafter, I shall hand them over to the Company Secretary of the Company.

Thanking you,

Yours faithfully,



Syed Shahabuddin  
Company Secretary in Practice  
Membership Number A4121  
Certificate of Practice Number 11932  
UDIN: A004121H001604269

Place: Bangalore  
Date: 25.09.2026