

June 15, 2021

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

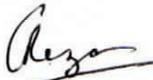
Dear Sir/Ma'am,

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2021 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 (as amended) read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019; we are submitting herewith the Annual Secretarial Compliance Report issued by Mr. Syed Shahabuddin, Practicing Company Secretaries, for the financial year ended March 31, 2021.

Request you to take the same on record.

Yours faithfully,
For IZMO Limited



Danish Reza
Company Secretary and Compliance Officer



Enc: As Above

SYED SHAHABUDDIN

Company Secretary

85/2, Muniswamappa Road, 01st Cross Road,

J C Nagar, Bangalore-560006

Mobile: 9844292045 | e- mail: syed1948@gmail.com

Secretarial Compliance Report of IZMO Limited for the year ended March 31, 2021

I have examined:

- (a) all the documents and records made available to us and explanation provided by IZMO Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable to the Company during the Audit Period);
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

| Sl. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|--|--|--|
| 1 | 17 (1) (c) of the SEBI (LODR) Regulations, 2015 states that the board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors. | As per market capitalization report issued by National Stock Exchange as on 31.03.2020 IZMO Limited stood at 1548 th position, however, the Company had only Five Directors on Board till 19 th August, 2020 | Pursuant to 17 (1) (c) of the SEBI (LODR) Regulations, 2015, the Board of Directors of IZMO Limited should have comprised of six directors based on capitalization with effect from 01.04.2020. However, there were only five directors on Board till 19.08.2020. On 19.08.2020 Ms. Kiran Soni, was appointed as Additional Director of IZMO Limited to comply with the aforesaid said Regulation. |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sl. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|--|---|---|---|
| 1. | National Stock Exchange of India (NSE) | As per market capitalization report issued by National Stock Exchange as on 31.03.2020 IZMO Limited stood at 1548 th position, however the Company had only Five Directors on Board till 19 th August, 2020 | NSE has issued Notice for non-compliance with corporate governance requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 dated 20.08.2020 to IZMO Limited. IZMO Limited has made a representation dated 27.08.2020 for Waiver of Fine | Pursuant to 17 (1) (c) of the SEBI (LODR) Regulations, 2015, the Board of Directors of IZMO Limited should have comprised of six directors based on capitalization with effect from 01.04.2020. However, there were only five directors on Board till 19.08.2020. On 19.08.2020 Ms. Kiran Soni, was |

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| | | | levied. NSE has sent a reminder dated 06.01.2021 in the matter. IZMO Limited has made a representation dated 07.01.2021 as a reply to the aforesaid reminder dated 06.01.2021 | appointed as Additional Director of IZMO Limited to comply with the aforesaid said Regulation. Further, IZMO Limited has made representations dated 27.08.2020 and 07.01.2021 for Waiver of Fine levied. |
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~~(d) The action taken by the listed entity to comply with the observation made in previous reports has been enclosed as Annexure.~~

Place: Bangalore
Date: 12.06.2021

SYED
 SHAHABUDD
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 Digitally signed by
 SYED SHAHABUDDIN
 Date: 2021.06.12
 20:06:46 +05'30'

Syed Shahabuddin
 Company Secretary
 Membership No:4121
 Certificate of Practice No: 11932
 UDIN: A004121C000451062

NOTE: Due to Covid-19 pandemic situation, I have conducted ONLY online verification and examination of records, as facilitated by the Company for the purpose of issuing this report.