

General information about company

Scrip code	540735
NSE Symbol	
MSEI Symbol	
ISIN	INE864K01010
Name of the entity	IRIS Business Services Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Quarterly
Date of Report	30-06-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)				
Whether the listed entity has a Regular Chairperson												Yes				
Whether Chairperson is related to MD or CEO												No				
the r	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
ian	AOSPS2149L	01185930	Executive Director	Not Applicable	CEO	24-03-1962	NA		03-10-2000	01-05-2018		1	0	0	0	
ran	ACQPN4620B	00080055	Executive Director	Not Applicable		13-04-1963	NA		03-10-2000	01-05-2018		1	0	2	0	
n	AAAPR0471J	00404072	Executive Director	Not Applicable		23-04-1966	NA		03-10-2000	01-05-2018		1	0	1	0	
:	AAAPM3502B	01654539	Non-Executive - Independent Director	Not Applicable		03-05-1953	NA		09-10-2017	31-08-2018		33	2	2	4	4

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	Vinod Balmukand Agarwala	AABPA7952N	01725158	Non-Executive - Independent Director	Chairperson		30-10-1949	NA		27-11-2017	31-08-2018		31	4	4
6	Mr	Ashok Venkatramani	ADXPA6170D	02839145	Non-Executive - Independent Director	Not Applicable		24-02-1964	NA		09-10-2017	31-08-2018		33	1	1

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Textual Information(1)	<p>Notes:</p> <p>(1) Mr. Balachandran Krishnan (DIN: 00080055) was originally appointed as a Director of the Company on October 03, 2000. He was originally appointed as a Whole Time Director ("WTD") of the Company for the period of three years with effect from May 01, 2010 and re-appointed thereafter, from time to time. Further, he was re-appointed as WTD of the Company for a period of three years with effect from May 01, 2018.</p> <p>(2) Mr. Swaminathan Subramaniam (DIN: 01185930) was originally appointed as a Director of the Company on October 03, 2000. He was originally appointed as a Whole Time Director ("WTD") of the Company for the period of three years with effect from May 01, 2010 and re-appointed thereafter, from time to time. Further, he was re-appointed as WTD of the Company for a period of three years with effect from May 01, 2018.</p> <p>(3) Ms. Deepta Rangarajan (DIN: 00404072) was originally appointed as a Director of the Company on October 03, 2000. She was originally appointed as a Whole Time Director (WTD) of the Company for the period of three years with effect from May 01, 2010 and re-appointed thereafter, from time to time. Further, she was re-appointed as WTD of the Company for a period of three years with effect from May 01, 2018.</p> <p>(4) Mr. Bhaswar Mukherjee (DIN: 01654539) was originally appointed as a Director of the Company on October 09, 2017. His appointment as an Independent Director for a term of five years commencing from 9th October, 2017 upto 8th October, 2022 was approved by the shareholders at the AGM held on August 31, 2018.</p> <p>(5) Mr. Vinod Balmukand Agarwala (DIN: 01725158) was originally appointed as a Director of the Company on November 27, 2017. His appointment as an Independent Director for a term of five years commencing from 27th November, 2017 upto 26th November, 2022 was approved by the shareholders at the AGM held on August 31, 2018.</p> <p>(6) Mr. Ashok Venkatramani (DIN: 02839145) was originally appointed as a Director of the Company on October 09, 2017. His appointment as an Independent Director for a term of five years commencing from 9th October, 2017 upto 8th October, 2022 was approved by the shareholders at the AGM held on August 31, 2018.</p> <p>(7) Chairmanship of Director in Audit / Stakeholders Relationship Committee is included in the number of membership of the Director in Audit / Stakeholders Relationship Committee respectively.</p>
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01654539	Bhaswar Mukherjee	Non-Executive - Independent Director	Chairperson	27-11-2017		
2	01725158	Vinod Balmukand Agarwala	Non-Executive - Independent Director	Member	27-11-2017		
3	02839145	Ashok Venkatramani	Non-Executive - Independent Director	Member	27-11-2017		
4	00080055	Balachandran Krishnan	Executive Director	Member	13-09-2017		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02839145	Ashok Venkatramani	Non-Executive - Independent Director	Chairperson	27-11-2017		
2	01725158	Vinod Balmukand Agarwala	Non-Executive - Independent Director	Member	27-11-2017		
3	01654539	Bhaswar Mukherjee	Non-Executive - Independent Director	Member	19-03-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01654539	Bhaswar Mukherjee	Non-Executive - Independent Director	Chairperson	27-11-2017		
2	00404072	Deepa Rangarajan	Executive Director	Member	08-03-2013		
3	00080055	Balachandran Krishnan	Executive Director	Member	08-03-2013		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02839145	Ashok Venkatramani	Non-Executive - Independent Director	Chairperson	27-11-2017		
2	00404072	Deepta Rangarajan	Executive Director	Member	26-06-2014		
3	01185930	Swaminathan Subramaniam	Executive Director	Member	10-09-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	13-02-2020				Yes	6	3
2		29-06-2020	136		Yes	6	3

Text Block

Textual Information(1)

Ministry of Corporate Affairs as per its General Circular No. 11 /2020 Dated 24th March, 2020 permitted a maximum time gap between two meetings of board of 180 days till 30th September, 2020 in view of COVID-19 Pandemic.

Further, SEBI, vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the board and Audit Committees of listed entities, as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). This relaxation was provided for the meetings held / proposed to be held between the period December 1, 2019 and June 30, 2020.

The relaxation of maximum time gap between two board/Audit Committee meetings as provided by circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 was further extended by SEBI till July 31, 2020 (SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110, dated June 26, 2020)

In view of the above relaxations by MCA and SEBI, the permitted maximum time gap between Audit / Board meetings is to be construed accordingly.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Audit Committee	13-02-2020				Yes	4	3
2	Audit Committee	29-06-2020	136			Yes	4	3
3	Stakeholders Relationship Committee	13-02-2020				Yes	3	1
4	Stakeholders Relationship Committee	29-06-2020	136			Yes	3	1

Text Block

Textual Information(1)

Ministry of Corporate Affairs as per its General Circular No. 11 /2020 Dated 24th March, 2020 permitted a maximum time gap between two meetings of board of 180 days till 30th September, 2020 in view of COVID-19 Pandemic.

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In view of the above relaxations by MCA and SEBI, the permitted maximum time gap between Audit / Board meetings to be construed accordingly.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Jay Mistry
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

As the Company is listed on SME Platform of BSE Limited, the provisions relating to Corporate Governance report is not applicable to the Company as per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Report is being filed on a voluntary and consistent basis. The report for the quarter ended March 31, 2020 was placed in the previous board meeting and this report will be placed in the forthcoming meeting of the Board of Directors of the Company.

Signatory Details

Name of signatory	Jay Mistry
Designation of person	Company Secretary
Place	Thane
Date	15-07-2020

