



# IRIS Business Services Limited

**Regd. Office:** T-231, Tower 2, 3<sup>rd</sup>Floor, International Infotech Park, Vashi Station, Vashi – 400703, Maharashtra,  
CIN: L72900MH2000PLC128943 | Tel No. +91 22 6723 1000| Fax: +91 22 2781 4434  
Website: [www.irisbusiness.com](http://www.irisbusiness.com) | E-mail: [cs@irisindia.net](mailto:cs@irisindia.net)

## NOTICE OF POSTAL BALLOT

To,

The Members,

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, IRIS Business Services Limited (the "Company") hereby seeks your approval by way of Special Resolution through Postal Ballot including voting by electronic means ("e-voting") in respect of the following special business.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the resolution, instructions for e-voting and Postal Ballot Form are annexed to the Notice of Postal Ballot for your consideration.

### SPECIAL BUSINESS:

#### 1. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED TO THE MAINBOARD OF BSE LIMITED

To consider and, if thought fit to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 277 and other relevant provisions, laid down in Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("ICDR Regulations"), and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act 2013, ICDR Regulations and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company's equity shares of Rs. 10/- each which are presently listed on the SME Platform of BSE Limited to the Main Board of BSE Limited and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all the Directors and/or Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited;

**RESOLVED FURTHER THAT** all the Directors and/or Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by the board to give effect to the said resolution;

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and is hereby authorized to file the prescribed e-form with the Registrar of Companies and to issue a certified true copy of this resolution."

By Order of the Board  
For **IRIS Business Services Limited**

**Jay Mistry**  
Company Secretary & Compliance Officer

**Place:** Vashi, Navi Mumbai

**Date:** July 27, 2019

**Notes:**

1. An explanatory statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 is annexed hereto. The said resolution and explanatory statement along with Postal Ballot Form and postage pre-paid self-addressed envelope is being sent for your consideration.
2. The members are informed that approval to resolution as set out in the notice shall be sought by postal ballot and e-voting.
3. This Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited ("NSDL") as on Friday, 2<sup>nd</sup> August, 2019 ("Cut-off Date") and voting rights of shareholders shall be reckoned in proportion to their share of the paid up equity share capital of the Company as on the cut-off date.
4. Notice is being sent in electronic form to the members who have registered their e-mail addresses with the Company/ Depositories and others are being sent the Notice through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Notice along with Postal Ballot Form from the link [www.evotingindia.com](http://www.evotingindia.com) or from the 'Investors' section on the Company's website: viz. [www.irisbusiness.com](http://www.irisbusiness.com).
5. The Company has appointed Ms. Priti Sheth of M/s. Priti J. Sheth & Associates, Company Secretaries, (Membership No. FCS 6833, C.P. No. 5518) and failing her Ms. Rachana Maru of M/s. Priti J. Sheth & Associates, (Membership No. ACS - 41825, C.P. No. 16210) as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
6. The members can opt for only one mode of voting i.e. through physical Postal Ballot or e-voting. In case, members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
7. Members are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, and if member is not voting electronically, can record the assent or dissent in the Postal Ballot Form and return the duly completed and signed form (no other form is permitted) in the enclosed postage pre-paid self-addressed envelope so as to reach the Scrutinizer, Priti J. Sheth at Link Intime India Private Limited, Unit: IRIS Business Services Limited, C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli (West), Mumbai - 400083, Maharashtra on or before 5.00 p.m. (IST) on Friday, September 13, 2019. Envelope containing Postal Ballot Form, if sent by courier or by registered post at the expense of the member will also be accepted. However, the Postal Ballot Forms received after the stipulated day and time will be strictly treated as if no reply has been received from the member.
8. The Company is pleased to offer remote e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of casting the vote through Postal Ballot Form. The e-voting facility is provided through Central Depository Services (India) Ltd ("CDSL").
9. The e-voting period shall start at 9.00 a.m. (IST) on Wednesday, August 14, 2019 and end at 5.00 p.m. (IST) on Friday, September 13, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.
10. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit her report. The Chairman or in his absence, any Director of the Company or the Company Secretary, duly authorized, will announce the results of the Postal Ballot by Sunday, September 15, 2019 at the registered office of the Company. The said result would also be intimated to the stock exchange where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and website of the Company viz. [www.irisbusiness.com](http://www.irisbusiness.com).
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, September 13, 2019 i.e. last date specified for receipt of the duly completed postal ballot form or e-voting. All the material documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of Company during normal business hours on all working days from the date of dispatch of the Notice up to the last date of voting i.e. Friday, September 13, 2019.

**12. Voting through electronic means**

- a) In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 read with rules prescribed thereunder, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to its members, holding shares in physical or dematerialized form, as on the cut-off date, being Friday, 2<sup>nd</sup> August, 2019 to exercise their right to vote by electronic means on the business specified in the accompanying Notice through the electronic voting service facility arranged by CDSL. Members have option to vote either through e-voting or through the Ballot Form. If member casts votes by both modes, then the voting done through e-voting shall prevail and physical Form shall be treated as invalid.
- b) The e-voting period commences at 9.00 a.m. (IST) on Wednesday, August 14, 2019 and ends at 5.00 p.m. (IST) on Friday, September 13, 2019. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 2, 2019, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL beyond the prescribed date and time for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

c) The process and manner for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on Shareholders / Members
- (iii) 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. Shareholders/ Members holding shares in Physical Form: Enter Folio Number registered with the Company
  - d. Next enter the Image Verification as displayed and Click on "Login"
  - e. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for any Company/entity, then your existing password is to be used. If you are a first time user, follow the steps given below.
- (iv) Fill up the following details in the appropriate boxes:

	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) <ul style="list-style-type: none"> <li>• Shareholders/ Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent separately to you in the PAN field.</li> </ul>
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 <ul style="list-style-type: none"> <li>• 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 (iii).</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders/ Members holding shares in physical form will then reach directly the EVSN selection screen. However, member(s) 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 is also to be used by the demat holders 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.
- (vii) For member(s) holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN - 190809007 (IRIS Business Services Limited) on which you choose to vote.
- (ix) On the voting page, you will see Resolutions Description and against the same 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.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- (xv) Members 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 Window phone users can download the app from App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI's etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- (xvii) They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
  - (xviii) After receiving the login details they have to create a Compliance user who would be able to link the account(s) which they wish to vote on.
  - (xix) 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.
  - (xx) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- d. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to Mr. Rakesh Dalvi, Manager, CDSL, at helpdesk.evoting@cdslindia.com or call on toll free no. 1800225533 or contact Mr. Dalvi at Central Depository Services (India) Limited ("CDSL"), Regd. Office: Marathon Futurex, A-Wing, 25th Floor, N. M. Joshi Marg, Lower Parel, Mumbai – 400013.
  - e. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within permitted period of time, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - f. The results of the Postal Ballot (including remote e-voting) would be announced by the Chairman or any other person authorized by him in writing by Sunday, September 15, 2019 at the Registered Office of the Company. The said results would be displayed at the Registered Office of the Company, intimated to CDSL and the Stock Exchange where the Company's shares are listed.
  - g. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.irisbusiness.com](http://www.irisbusiness.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**Item No. 1**

Pursuant to Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Company having the paid up share capital of more than Rs. 10 Crore but up to Rs. 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

Since the paid up share capital of the Company as on date is Rs. 18,87,91,620/- and Company would complete two years of listing on the SME Platform of BSE Limited in the month of October, 2019 (i.e. listed on 11th October, 2017), in compliance of BSE circular dated 26<sup>th</sup> November, 2012 (mandatory listing period of two years on SME Platform for migration to Main Board) read with the applicable notice(s), circular(s), guideline(s) issued by BSE Limited, the Company would be eligible to be listed on the Main Board of BSE Limited. The proposed migration to Main Board will not only act as a catalyst in the growth and expansion of the Company apart from enhancing the reputation of the Company but will also result in participation of a larger pool of potential investors thereby help increase the liquidity of the shares of the Company.

The migration of the equity shares of the Company from the SME Platform of BSE Limited to the Main Board of BSE Limited would need to be approved by the shareholders of the Company by passing a special resolution through Postal Ballot. Further as per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the resolution shall be passed by requisite majority i.e. shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

In View of the above, your Directors recommend the proposed resolution with or without modification as a Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board  
For **IRIS Business Services Limited**

**Place:** Vashi, Navi Mumbai  
**Date:** July 27, 2019

**Jay Mistry**  
Company Secretary & Compliance Officer



## IRIS Business Services Limited

**Regd. Office:** T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park,  
Vashi Station, Vashi – 400703, Maharashtra,  
**CIN:** L72900MH2000PLC128943  
**Tel No.** +91 22 6723 1000; **Fax:** +91 22 2781 4434  
**Website:** [www.irisbusiness.com](http://www.irisbusiness.com); **E-mail:** [cs@irisindia.net](mailto:cs@irisindia.net)

### Notice of Postal Ballot

Sr. No.:

1.	Name and address of the sole/first named shareholder as registered with the Company	:	
2.	Name(s) of the joint shareholder(s), if any, registered with the Company	:	
3.	Registered Folio No./ DP ID No./Client ID No. (Applicable to investor holding shares in dematerialized form)	:	
4.	Number of Share(s) held	:	

I/We hereby exercise my/our vote in respect of the Resolutions as proposed to be passed through Postal Ballot for the businesses as stated in the Notice dated July 27, 2019 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Description	No. of share(s) for which vote cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Migration of equity shares of the Company from SME Platform of BSE Limited to the Main Board of BSE Limited			

Place:

Date:

(Signature of Member)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

#### ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USER ID	Default PAN / Sequence Number
190809007		

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

## **INSTRUCTIONS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

1. A Member desirous of exercising vote by Postal Ballot should complete this Postal Ballot Form (no other form will be permitted) in all respects and send it to the Scrutinizer in the attached postage pre-paid self addressed envelope. However, envelope containing Postal Ballot Form, if sent by registered post / courier at the expense of the Member or if deposited with the Company in person will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company / furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("PoA") on behalf of a Member may vote on the Postal Ballot mentioning the Registration No. of the PoA with the Company or enclosing a copy of the PoA authenticated by a Notary.
3. In case of shares held by corporate or institutional shareholder (i.e. companies, societies etc.,) the duly completed Postal Ballot Form should be accompanied by a Certified Copy of the Board Resolution/ appropriate letter of authorization giving the requisite authority to the person voting on the Postal Ballot Form.
4. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
5. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
6. The Members holding Equity Shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Bankers / Depository Participants (DP). The signature should be verified by the Banker/DP by affixing a rubber stamp / seal mentioning name and address of the Banker / DP and name, stamp and signature of the Authorized Signatory.
7. The Members are requested not to send any document (other than the Resolution/Authority Letter as mentioned above) along with the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous matter be found in such envelope, this will not be considered and would be destroyed by the Scrutinizer.
8. The duly completed and signed form (no other form or photocopy thereof is permitted) should reach the Scrutinizer on or before 5.00 p.m. (IST) on Friday, September 13, 2019. The Postal Ballot Form(s) received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
9. The Postal Ballot shall not be exercised by a Proxy.
10. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

**IRIS Business Services Limited**