



29<sup>th</sup> March, 2019

To,  
**BSE Limited**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

Scrip Code: 540735

**Sub: Voting Results of Postal Ballot (including voting by electronic means) as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and submission of Scrutinizer's Report**

Dear Sirs,

In continuation to our letters dated 23<sup>rd</sup> February, 2019 and 28<sup>th</sup> February, 2019 intimating the details of Postal Ballot seeking approval of the members of the Company for the item of business as set out in the notice of Postal Ballot dated 23<sup>rd</sup> February, 2019 the Company had issued the notice of Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the members of the Company by way of Special Resolution for ratification of IRIS Business Services Limited Employee Stock Option Scheme, 2017 ("IRIS ESOS 2017") and for approval of IRIS ESOS 2017 for the eligible employees of subsidiary companies of the Company.

In this regard, Ms. Priti J. Sheth, Practicing Company Secretary (Membership No. FCS 6833) who was appointed as the Scrutinizer by the Board of Directors for the aforesaid Postal Ballot process has submitted her report dated 29<sup>th</sup> March, 2019.

In accordance with the said report, the result of Postal Ballot (which includes voting through electronic means i.e. E-Voting) was declared by the Whole Time Director & CFO today i.e. 29<sup>th</sup> March, 2019.

Accordingly, the Special Resolution(s) as set out in the notice of Postal Ballot has been passed on Friday, 29<sup>th</sup> March, 2019 i.e. the last date of receipt of Postal Ballot forms and e-voting, by the members of the Company with requisite majority.

Further, in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of Voting Results is enclosed herewith as Annexure-I in the prescribed format. The report submitted by the Scrutinizer is also attached herewith as Annexure-II.

You are requested to take the above information on your records and disseminate the same on your website.





## IRIS Business Services Limited

The said Postal Ballot result is being displayed at the Registered Office of the Company and has also been uploaded on the website of the Company viz. [www.irisbusiness.com](http://www.irisbusiness.com).

Thanking You,  
Yours faithfully,  
For **IRIS Business Services Limited**

A handwritten signature in blue ink, appearing to read "Jay Mistry".

**Jay Mistry**  
Company Secretary & Compliance Officer  
Encl: As above





IRIS Business Services Limited

<b>Date of Postal Ballot Notice</b>	23 <sup>rd</sup> February, 2019
<b>Voting Period</b>	
Start Date	28 <sup>th</sup> February, 2019
End Date	29 <sup>th</sup> March, 2019
<b>Total number of Shareholders on Record Date</b>	450 (As on the Cut-off date, i.e. 22 <sup>nd</sup> February, 2019)
<b>Number of Shareholders present in the meeting in person or through proxy:</b>	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
<b>Number of Shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

**Note:**

All the resolution(s) contained in the Notice of Postal Ballot of the Company dated 23<sup>rd</sup> February, 2019 were passed with requisite majority, as per the Report of the Scrutinizer - Ms. Priti J. Sheth, Practicing Company Secretary





# IRIS Business Services Limited

IRIS Business Services Limited								
Resolution No:		1 : Ratification of IRIS Business Services Limited Employee Stock Option Scheme 2017 ("IRIS ESOS 2017")						
Resolution required: (Ordinary/Special)		Special Resolution						
Whether Promoter / Promoter Group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7422220	7418220	99.9461	7418220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>7418220</b>	<b>99.9461</b>	<b>7418220</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	4000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-Voting	11452942	860274	7.5114	856274	4000	99.5350	0.4650
	Poll					0		0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>860274</b>	<b>7.5114</b>	<b>856274</b>	<b>4000</b>	<b>99.5350</b>	<b>0.4650</b>
<b>Total</b>		<b>18879162</b>	<b>8278494</b>	<b>43.8499</b>	<b>8274494</b>	<b>4000</b>	<b>99.9517</b>	<b>0.0483</b>





# IRIS Business Services Limited

IRIS Business Services Limited								
Resolution No:		2: Approval of IRIS Business Services Limited Employee Stock Option Scheme 2017 for the employee(s) of Subsidiary Company(ies) of the Company:						
Resolution required: (Ordinary/Special)		Special Resolution						
Whether Promoter / Promoter Group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	7422220	7418220	99.9461	7418220	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>7418220</b>	<b>99.9461</b>	<b>7418220</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	4000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – Non Institutions	E-Voting	11452942	860274	7.5114	856274	4000	99.5350	0.4650
	Poll					0		0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>860274</b>	<b>7.5114</b>	<b>856274</b>	<b>4000</b>	<b>99.5350</b>	<b>0.4650</b>
<b>Total</b>		<b>18879162</b>	<b>8278494</b>	<b>43.8499</b>	<b>8274494</b>	<b>4000</b>	<b>99.9517</b>	<b>0.0483</b>



**Priti J Sheth & Associates**  
Company Secretaries

**Scrutinizer's Report**

[Pursuant to Section 108 of the companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended from time to time]

To,  
Mr. Balachandran Krishnan,  
Whole Time Director & CFO.  
IRIS Business Services Limited  
T-231, Tower 2, 3rd Floor,  
International Infotech Park,  
Vashi Station, Vashi, Thane 400703.

**Subject: Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing of resolutions contained in the Notice dated 23<sup>rd</sup> February 2019 through postal Ballot**

Dear Sir,

I, Priti J. Sheth of M/s. Priti J. Sheth & Associates, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of IRIS Business Services Limited (the Company) for scrutinizing Postal Ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice of the Company dated 23<sup>rd</sup> February 2019 through Postal ballot (Postal Ballot Notice).

**Management's Responsibility**

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, (LODR), relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.

**Scrutinizer's Responsibility**

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on verification of data provided by Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, data obtained from CDSL-e-voting system till the time fixed for closing of the voting process i.e. till 5.00 p.m. on Friday, March 29, 2019.

I submit my report as under:

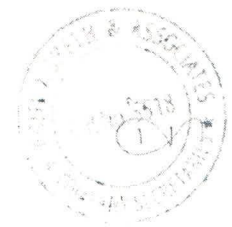
1. After the time fixed for closing of the e-voting, i.e. 5 p.m. on Friday, March 29, 2019, an electronic report of the e-voting was generated by me in presence of two witness by accessing the data available from the website [www.evotingindia.com](http://www.evotingindia.com) of Central Depository Services (India) Limited ("CDSL").
2. There were no postal ballots received by post by the Company till the time fixed for closing of Postal Ballot i.e. 5.00 p.m. on Friday, 29<sup>th</sup> March 2019.

The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

- I. **The results of the e-voting is given below:**



*Handwritten signature/initials*



Sr. No.	Particulars of Resolution	Type of Resolution	Votes Casted in Favour (in numbers)	Votes casted in favour (in %)	Votes Casted Against (in numbers)	Votes casted Against (in %)
1.	Ratification of IRIS Business Services Limited Employee Stock Option Scheme 2017 ("IRIS ESOS 2017")	Special	8274494	99.9517	4000	0.4650
2.	Approval of IRIS Business Services Limited Employee Stock Option Scheme 2017 For the employee(s) of subsidiary Company(ies) of the Company:	Special	8274494	99.9517	4000	0.4650

II. The results of the Physical Postal Ballot process is given below:

There were no physical Postal Ballot Forms received by the Company till the time fixed for closing of Postal Ballot i.e. 5.p.m. on 29<sup>th</sup> March 2019

Notes:

- i) Based on the data furnished to me and verified by me as above, all the aforesaid resolutions contained in Postal Ballot Notice are passed with requisite majority of the shareholders as specified under the Companies Act, 2013.
  - ii) The figures in percentage have been rounded off to 4 decimal points.
3. The electronic data alongwith all other relevant records relating to the e-voting received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Minutes are signed.

Thanking you,

Yours faithfully,

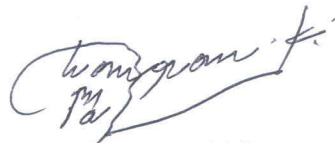
  


Priti J. Sheth  
On behalf of M/s. Priti J. Sheth &  
Associates, Company Secretaries,  
Membership No: FCS-6833

CP. No.5518  
Date: 29<sup>th</sup> March, 2019

Place: Mumbai

Countersigned by



Balachandran Krishnan  
Whole Time Director & CFO  
(DIN: 00080055)



Jay Mistry  
Company Secretary &  
Compliance Officer  
IRIS Business Services Limited  
(ACS-34264)

