

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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
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				
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)
AOSPS2149L	01185930	Executive Director	Not Applicable	CEO	24-03-1962	NA		03-10-2000	01-05-2018		1	0	0	0	
ACQPN4620B	00080055	Executive Director	Not Applicable		13-04-1963	NA		03-10-2000	01-05-2018		1	0	2	0	
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		30	2	2	4	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether 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		28	4	4
6	Mr	Ashok Venkatramani	ADXPA6170D	02839145	Non-Executive - Independent Director	Not Applicable		24-02-1964	NA		09-10-2017	31-08-2018		30	1	1

Text Block

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. 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. 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. 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.</p> <p>(5) Mr. Vinod Balmukand Agarwala (DIN: 01725158) was originally appointed as a Director of the Company on November 27, 2017.</p> <p>(6) Mr. Ashok Venkatramani (DIN: 02839145) was originally appointed as a Director of the Company on October 09, 2017.</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	Deepta 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							
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	11-10-2019				Yes	4	1
2	13-11-2019		32		Yes	6	3
3		13-02-2020	91		Yes	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
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*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2019				Yes	4	3
2	Audit Committee	13-02-2020	91			Yes	4	3
3	Stakeholders Relationship Committee	13-11-2019				Yes	3	1
4	Stakeholders Relationship Committee	13-02-2020	91			Yes	3	1

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 December 31, 2019 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.

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.irisbusiness.com/content/company-overview
2	Terms and conditions of appointment of independent directors	Yes		http://www.irisbusiness.com/investors/appointment-letter
3	Composition of various committees of board of directors	Yes		http://www.irisbusiness.com/investors/board-committee-composition
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.irisbusiness.com/investors/policies
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.irisbusiness.com/investors/policies
6	Criteria of making payments to non-executive directors	Yes		http://www.irisbusiness.com/investors/policies
7	Policy on dealing with related party transactions	Yes		http://www.irisbusiness.com/investors/policies
8	Policy for determining 'material' subsidiaries	Yes		http://www.irisbusiness.com/investors/policies
9	Details of familiarization programmes imparted to independent directors	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.irisbusiness.com/investors/annual-report
11	email address for grievance redressal and other relevant details	Yes		http://www.irisbusiness.com/investors/annual-report
12	Financial results	Yes		http://www.irisbusiness.com/investors/financials
13	Shareholding pattern	Yes		http://www.irisbusiness.com/investors/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://www.irisbusiness.com/investors/corporate-announcements
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.irisbusiness.com/investors/notices
18	Credit rating or revision in credit rating obtained	Yes		http://www.irisbusiness.com/investors/credit-rating
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.irisbusiness.com/investors/subsidiary-financials
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.irisbusiness.com/investors/annual-report
21	Materiality Policy as per Regulation 30	Yes		http://www.irisbusiness.com/investors/policies
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.irisbusiness.com/investors/annual-report

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	NA	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	NA	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided			Textual Information(1)

Text Block

Textual Information(1)

Regulation 25(3) & (4) - Due to the lock down imposed by the Government of India in view of COVID-19 pandemic, the Company could not conduct a mandatory meeting of the Independent Directors of the Company during the financial year 2019-20. The Ministry of Corporate Affairs has vide its General Circular No. 11 /2020 dated 24th March, 2020, inter-alia, relaxed the requirement of holding the one mandatory meeting of Independent Directors for FY 2019-20.

Annexure II

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

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	Jay Mistry
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Jay Mistry
Designation of person	Company Secretary and Compliance Officer
Place	Thane
Date	14-05-2020

