

# Notice

NOTICE is hereby given that the Twenty-Second (22<sup>nd</sup>) Annual General Meeting (“AGM”) of the members of IRIS Business Services Limited will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on Thursday, August 25, 2022 at 11:00 a.m. (IST) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi Station, Vashi - 400 703, Maharashtra, India.

## ORDINARY BUSINESS:

### Item No. 1 – To consider and adopt the Audited Financial Statements

To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2022 including the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the year ended on that date and the report of the Board of Directors’ and Auditor’s thereon.

### Item No. 2 – To consider the re-appointment of Mr. Balachandran Krishnan, who retires by rotation

To re-appoint Mr. Balachandran Krishnan (DIN: 00080055), who retires by rotation, and being eligible, has offered himself for re-appointment.

## SPECIAL BUSINESS

### Item No. 3 – Re-appointment of Mr. Bhaswar Mukherjee (DIN: 01654539) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Bhaswar Mukherjee (DIN: 01654539), as an Independent Director of the Company for second and final term of five years commencing from October 9, 2022 up to October 8, 2027, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Bhaswar Mukherjee, as an Independent Director of the Company.”

### Item No. 4 – Re-appointment of Mr. Ashok Venkatramani (DIN: 02839145) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Ashok Venkatramani (DIN: 02839145), as an Independent Director of the Company for second and final term of five years commencing from October 9, 2022 up to October 8, 2027, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Ashok Venkatramani, as an Independent Director of the Company.”

### Item No. 5 – Re-appointment of Mr. Vinod Agarwala (DIN: 01725158) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Vinod Agarwala (DIN: 01725158), as an Independent Director of the Company for second and final term of three years commencing from November 27, 2022 up to November 26, 2025, and whose office shall not be liable to retire by rotation.

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “SEBI Listing Regulations”) and the applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company be and

is hereby accorded for continuation of Directorship of second term of three years of Mr. Vinod Agarwala (DIN: 01725158) (Non-Executive Independent Director) who shall attain the age of seventy-five (75) years, on October 30, 2024.”

**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Vinod Agarwala, as an Independent Director of the Company.”

**By order of the Board of Directors**

**Santoshkumar Sharma**

Place: Navi Mumbai      Company Secretary & Compliance Officer  
Date: 27<sup>th</sup> May, 2022      (Membership No. ACS 35139)

### Notes:

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2021 dated January 13, 2021 and Circular No.02/2022 dated May 5, 2022 (collectively referred as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India (SEBI) (collectively referred as 'SEBI Circulars'). MCA circulars and SEBI circulars (collectively referred as 'Circulars') allowed the companies to hold AGM through VC/OAVM, without the physical presence of members at the venue. In compliance with the Circulars, the AGM of the Company will be held through VC/OAVM without the physical presence of the shareholders at a common venue.
- Explanatory Statement pursuant to Section 102 of the Act relating to Items nos. 3, 4 and 5 of the Notice of the 22<sup>nd</sup> AGM, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto. The relevant details as required under Regulation 26(4) and SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking re-appointment / appointment under Item No. 3, 4 and 5 of the Notice, are also annexed.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the Company. However, since this AGM is being held through VC / OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars. The facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form, and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below).
- The shareholders can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 shareholders on 'first come first serve' basis. This will not include large shareholders (i.e. shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
- The attendance of the shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 19, 2022, 5:00 pm (IST), through email on cs@irisbusiness.com. The same will be replied by / on behalf of the Company suitably.
- In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and SEBI, the Annual Report including Notice of the Twenty-second AGM of the Company indicating the process and manner of e-voting is being sent only by Email, to all the shareholders whose Email IDs are registered with the

Company/ Depository Participant(s) for communication purposes to the shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars, the Annual Report including Notice of the Twenty- second AGM of the Company will also be available on the website of the Company at [www.irisbusiness.com](http://www.irisbusiness.com) . The same can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at (agency for providing the remote e-voting facility and e-voting system during the AGM) <https://www.evoting.nsd.com>.

8. The Register of Members and Share Transfer Books of the Company will remain closed from August 19, 2022 to August 25, 2022 (both days inclusive).
9. Shareholders holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (“DP”). Changes intimated to the DP will then be automatically reflected in the Company’s record which will help the Company and the Company’s Registrar and Transfer Agent – M/s. Link Intime India Private Limited (“LI IPL”) to provide efficient and better services. Shareholders holding shares in physical form are requested to intimate such changes to LI IPL. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to LI IPL.
10. Shareholders holding shares in physical form are requested to dematerialize their holdings to eliminate all risks associated with physical shares and for ease of portfolio management. Shareholders can contact the Company or LI IPL for assistance in this regard.
11. SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated July 5, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. Accordingly, shareholders holding securities in physical form were separately communicated by the Registrar and Share Transfer Agent – M/s. Link Intime India Private Limited (“LI IPL”) at their registered address. In view of the above and to avail the benefits of dematerialisation, shareholders are requested to consider dematerialising shares held by them in physical form.
12. In case of joint holders attending the “AGM” the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Relevant documents referred to in the Notice shall be made available for inspection to the members through electronic mode, based on the request received from the member on [cs@irisbusiness.com](mailto:cs@irisbusiness.com).  
  
The aforesaid documents will also be available for inspection by members during the AGM.
14. To support the ‘Green Initiative’, members who have not registered their e-mail addresses are requested to register the same with DPs and/or LI IPL.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
16. The cut-off date for the purpose of remote e-voting and e-voting at the AGM shall be Friday, August 19, 2022. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, August 19, 2022, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
17. The e-voting facility shall also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote-voting prior to the AMG may attend the AGM but shall not be entitled to cast their vote again. Further, once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
18. The Company has appointed Ms Priti Sheth, Partner of M/s. Priti J. Sheth & Associates, Company Secretaries, (Membership No. FCS 6833, C.P. No. 5518) and failing her Ms Rachana Maru, Partner of M/s. Priti J. Sheth & Associates, (Membership No. FCS - 41825, C.P. No. 16210) as the Scrutinizer to scrutinize remote e-voting or e-voting at the

AGM in a fair and transparent manner.

19. The voting rights of members shall be in proportion to their holding in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting.
20. The result of remote e-voting and e-voting at the AGM along with the Scrutinizer's Report shall be placed on the Company's website <http://www.irisbusiness.com> and on the website of NSDL <https://www.evoting.nsdl.com> in due course. The Company shall be simultaneously forwarding the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the

Registered Office of the Company.

21. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, August 22, 2022 at 09:00 A.M. (IST) and ends on Wednesday August 24 2022 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for remote e-voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 19, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their holding in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 19, 2022.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
.	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
.	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member's section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID

for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request

at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to

the Scrutinizer by e-mail to [priti.pjsassociates@gmail.com](mailto:priti.pjsassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@irisbusiness.com](mailto:cs@irisbusiness.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@irisbusiness.com](mailto:cs@irisbusiness.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their

mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection

to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@irisbusiness.com before Friday, 19th August 2022. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
22. Scrutinizer's report and declaration of results
    - a. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. She shall be submitting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty-eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
    - b. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.irisbusiness.com and on the website of NSDL i.e., www.evoting.nsdl.com. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
  23. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or LIPL.
  24. Shareholders are requested to quote their Folio No. or DP ID-Client ID, as the case may be, in all correspondence with the Company or the LIPL.
  25. Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.



## Explanatory statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 3, 4 & 5

In accordance with Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such re-appointment to be made in the Boards' Report.

Mr. Bhaswar Mukherjee, Mr. Ashok Venkatramani and Mr. Vinod Agarwala were appointed as Independent Directors of the Company for their first term with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on August 31, 2018, for a tenure of 5 years.

The tenure of Non-Executive Independent Director(s) of the Company viz. Mr. Bhaswar Mukherjee and Mr. Ashok Venkatramani expires on October 8, 2022 and Mr. Vinod Agarwala's term expires on November 26, 2022.

The Company is requested to consider the re-appointment of the Non- executive Independent Director(s) and on the recommendation made by the Nomination and Remuneration Committee at its meeting held on May 26, 2022 and approved by the Board of Directors at their meeting held on May 27, 2022. The term of re-appointment of Mr. Bhaswar Mukherjee and Mr. Ashok Venkatramani as the Non-Executive Independent Director(s) of the Company proposed by the Nomination and Remuneration Committee and the Board of Directors is for Five (5) years and Mr. Vinod Agarwala as the Non-Executive Independent Director is for Three (3) years.

The Company has received from Mr. Bhaswar Mukherjee, Mr. Ashok Venkatramani and Mr. Vinod Agarwala (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under the applicable provisions of SEBI Listing Regulations. Mr. Bhaswar Mukherjee, Mr. Ashok Venkatramani and Mr. Vinod Agarwala are also enrolled with databank of Independent Directors as per the applicable provisions of the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for appointment of Mr. Bhaswar Mukherjee and Mr. Ashok Venkatramani as the Non-Executive Independent Director(s) of the Company for second and final term of Five (5) years and Mr. Vinod Agarwala as the Non-Executive Independent Director of the Company for second and final term of Three (3)

years. Mr. Bhaswar Mukherjee, Mr. Ashok Venkatramani and Mr. Vinod Agarwala, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Bhaswar Mukherjee, Mr. Ashok Venkatramani and Mr. Vinod Agarwala are the person(s) of integrity, fulfill the conditions specified in the Act and the Rules made thereunder and are independent of the management of the company.

Further, pursuant to the Regulation 17(1A) of SEBI Listing Regulations please take note that Mr. Vinod Agarwala (DIN: 01725158) shall attain the age of seventy-five (75) years on October 30, 2024, which is during his second term as Non-executive Independent director. Mr. Agarwala is an Advocate & Solicitor based in Mumbai. He is also Solicitor, Supreme Court of England & Wales and Advocate of Supreme Court of India. He has been a practicing lawyer in Mumbai for the last 35 years, specialising in Corporate Laws, Securities Laws, Project Finance, Property Laws, FDI and Commercial Laws. Considering the vast experience, expertise and valuable contribution of Mr. Agarwala, on the recommendation made by the Nomination and Remuneration Committee at its meeting held on May 26, 2022 and the Board of Directors at their meeting held on May 27, 2022 have approved the continuation of Mr. Agarwala as "Non-executive Independent Director" on the Board of the Company. Accordingly, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, the Special Resolution for continuation of his directorship with effect from 30<sup>th</sup> October, 2024 upto 26<sup>th</sup> November, 2025 being the date of expiry of his term of office, is proposed to be passed.

A copy of the letter of appointment of Mr. Bhaswar Mukherjee, Mr. Ashok Venkatramani and Mr. Vinod Agarwala as an Independent Director setting out the terms and conditions along with other documents referred to in the Notice shall be made available for inspection to the members through electronic mode, based on the request received from the member on cs@irisbusiness.com. The documents will also be available for inspection by members during the AGM.

The Board recommends the Special Resolution set out at each Item No. 3, 4 and 5 of the Notice for approval by the Members.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Bhaswar Mukherjee, Mr. Ashok Venkatramani, and Mr. Vinod Agarwala, to whom their concerned resolution relates, are in any way concerned or interested financially or otherwise in the respective Resolutions mentioned at item no. 3, 4 & 5 of the Notice.

**By Order of the Board of Directors**

**Santoshkumar Sharma**

Place: Navi Mumbai      Company Secretary & Compliance Officer  
Date: 27<sup>th</sup> May, 2022      (Membership No. ACS 35139)

## DETAILS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, OF THE PERSONS SEEKING RE-APPOINTMENT UNDER ITEM NO. 2, 3, 4 AND 5

**Information to be given to the members in terms of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 is as under:**

Name of Director	Mr. Ashok Venkatramani	Mr. Bhaswar Mukherjee	Mr. Vinod Agarwala	Mr. Balachandran Krishnan
Age	58 years	69 years	72 years	59 years
DIN	02839145	01654539	01725158	00080055
Date of Birth	24.02.1964	03.05.1953	30.10.1949	13.04.1963
Date of first appointment	09.10.2017	09.10.2017	27.11.2017	03.10.2000
Shareholding in the Company	Nil	NIL	NIL	11,04,000
Number of Board meeting(s) attended during the year 2020-21	9	9	9	9
Other Directorships	-	1	3	-
Other membership of committee (Includes only Audit Committee and Stakeholders Relationship Committee)	-	2	5	-
Qualification, brief resume and experience	Mr. Ashok Venkatramani, served as the Managing Director of Zee Media corporation Limited, Executive Director of Diligent media corporation ltd and CEO of ABP News Network Pvt. Ltd. and handled various positions in Hindustan Unilever Limited (HUL) beginning in the year 1989 till 2007. He last served as Vice President & Business Head in HUL. He is a B.Tech in Mechanical Engineering from V.J.T.I., University of Bombay and a P.G.D.M. from IIM Ahmedabad. He has also done an Advanced Management Program from Harvard Business School, Cambridge, MA, US.	Mr. Bhaswar Mukherjee is a fellow member of the Institute of Chartered Accountants of India, he had 34 years' experience in Hindustan Petroleum Corporation Limited in various functional areas of Finance, Audit and Human Resources Management. He rose upto the level of Director (Finance) and CFO of the company before his superannuation in May, 2013. Later, he served in Haldia Petrochemicals Limited as the CFO and Head - HR.	Mr. Vinod Agarwala is an Advocate & Solicitor based in Mumbai. He is also Solicitor, Supreme Court of England & Wales and Advocate of Supreme Court of India. He has been a practicing lawyer in Mumbai for the last 35 years, specialising in Corporate Laws, Securities Laws, Project Finance, Property Laws, FDI and Commercial Laws.	Mr. Balachandran Krishnan holds a graduate degree in chemical engineering from University of Calicut and an MBA from Indian Institute of Management, Bangalore. He has represented IRIS at various forums such as the IFRS Taxonomy Consulting Group of the International Accounting Standards Board (IASB); the XBRL sub-committee of the Ministry of Corporate Affairs, Govt. of India; the steering committee on fraud prediction models, Serious Fraud Investigation Office, Govt. of India and the XBRL International conferences.

Name of Director	Mr. Ashok Venkatramani	Mr. Bhaswar Mukherjee	Mr. Vinod Agarwala	Mr. Balachandran Krishnan
Expertise in specific functional areas	Areas of expertise include, inter-alia, Business Strategy, Risk Management, Marketing, Stakeholder Management and Fund Raising.	Finance, Audit, Human Resource Management.	Law, Finance	Finance, Management, Governance, Audit, Legal
Terms & Conditions of Appointment/ Re-appointment	Re-appointed as an Independent Director not liable to retire by rotation.	Re-appointed as an Independent Director not liable to retire by rotation.	Re-appointed as an Independent Director not liable to retire by rotation.	Re-appointed as an Independent Director liable to retire by rotation.
Remuneration	Except sitting fees for attending meetings of the Board and the Committee(s) no other remuneration is paid	Except sitting fees for attending meetings of the Board and the Committee(s) no other remuneration is paid	Except sitting fees for attending meetings of the Board and the Committee(s) no other remuneration is paid	₹ 37,50,000
Relationship with other Directors /KMP	None	None	None	None
Number of shares held in Company	Nil	Nil	Nil	11,04,000