

General information about company	
Scrip code	540735
NSE Symbol	IRIS
MSEI Symbol	NOTLISTED
ISIN	INE864K01010
Name of the entity	IRIS Business Services Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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 Informa

Company has a Regular Chairperson		Yes		Disqualification of Directors under section 164 of the Companies Act, 2013											
Person is related to MD or CEO		No		Disqualification of Directors under section 164 of the Companies Act, 2013											
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Directors in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)
Executive Director	Not Applicable	CEO	24-03-1962	No				Active	NA		03-10-2000	01-05-2021			1
Executive Director	Not Applicable		13-04-1963	No				Active	NA		03-10-2000	01-05-2021			1
Executive Director	Not Applicable		23-04-1966	No				Active	NA		03-10-2000	01-05-2021			1
Non-Executive - Independent Director	Not Applicable		03-05-1953	No				Active	No		09-10-2017	25-08-2022		65.22	2

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Number of Directors in the listed entity including this director under Regulation 17 of Listing Regulations
8	Non-Executive - Independent Director	Chairperson	30-10-1949	No				Active	Yes	25-08-2022	27-11-2017	25-08-2022		64.04	5
5	Non-Executive - Independent Director	Not Applicable	24-02-1964	No				Active	No		09-10-2017	25-08-2022		65.22	1
8	Non-Executive - Independent Director	Not Applicable	10-04-1961	No				Active	No		13-11-2020	14-08-2021		28.18	2
3	Executive Director	Not Applicable	25-05-1964	No				Active	NA		11-11-2022				1

Text Block	
Textual Information(1)	<p>Mr. Bhaswar Mukherjee (DIN: 01654539) was re-appointed 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 at its Annual General Meeting held on August 25, 2022.</p> <p>Mr. Vinod Balmukand Agarwala (DIN: 01725158) was re-appointed 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 at its Annual General Meeting held on August 25, 2022.</p> <p>Mr. Ashok Venkatramani (DIN: 02839145) was re-appointed 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 at its Annual General Meeting held on August 25, 2022.</p>

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		
5	00489888	Haseeb Ahmad Drabu	Non-Executive - Independent Director	Member	14-02-2022		

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		

Risk Management Committee							
Whether the Risk Management 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	00489888	Haseeb Ahmad Drabu	Non-Executive - Independent Director	Chairperson	22-05-2021		
2	00404072	Deepta Rangarajan	Executive Director	Member	22-05-2021		
3	01654539	Bhaswar Mukherjee	Non-Executive - Independent Director	Member	22-05-2021		
4	09760233	Puthenpurackal Kuncheria Xavier Thomas	Executive Director	Member	13-02-2023		

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
1	01654539	Bhaswar Mukherjee	Rights Issue Committee	Non-Executive - Independent Director	Member	
2	01185930	Swaminathan Subramaniam	Rights Issue Committee	Executive Director	Member	
3	00080055	Balachandran Krishnan	Rights Issue Committee	Executive Director	Chairperson	

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	7	7	4
2		13-02-2023	93		Yes	8	8	4
3		21-03-2023	35		Yes	8	7	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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-11-2022				Yes	5	5	4	0
2	Audit Committee	13-02-2023	93			Yes	5	5	4	0
3	Audit Committee	21-03-2023	35			Yes	5	5	4	0
4	Risk Management Committee	30-03-2023	8			Yes	4	4	2	0

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 1000 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

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Santoshkumar Sharma
2	Designation	Company Secretary and Compliance Officer

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		https://www.irisbusiness.com/about-us/
2	Terms and conditions of appointment of independent directors	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/02/appointment-letter-of-independent-directors.pdf
3	Composition of various committees of board of directors	Yes		https://www.irisbusiness.com/investors/board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/02/Code-of-conduct-for-Directors-Senior-Management-Personnel.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/02/Vigil-Mechanism-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/02/IRIS_AnnualReport_21-22.pdf
7	Policy on dealing with related party transactions	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/02/Material-Subsidiary-Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/02/Material-Subsidiary-Policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/03/Familiarisation-Programme-for-Independent-Directors-1.pdf

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		https://www.irisbusiness.com/investors/investor-contact/
11	email address for grievance redressal and other relevant details	Yes		https://www.irisbusiness.com/investors/investor-contact/
12	Financial results	Yes		https://www.irisbusiness.com/investors/financials/
13	Shareholding pattern	Yes		https://www.irisbusiness.com/investors/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/03/Intimation_Agreement_SloughPR_27Dec2022_Signed_.pdf
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		https://www.irisbusiness.com/investors/earnings-call/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.irisbusiness.com/investors/newspaper-financials-results/
18	Credit rating or revision in credit rating obtained	Yes		https://www.irisbusiness.com/investors/credit-ratings/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.irisbusiness.com/investors/subsidiary-financials/

20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.irisbusiness.com/investors/subsidiary-financials/
21	Materiality Policy as per Regulation 30	Yes		https://www.irisbusiness.com/wp-content/uploads/2023/02/Policy-for-Determination-of-Materiality-of-Events.pdf
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		https://www.irisbusiness.com/investors/

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)	Yes	
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)	Yes	
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)	Yes	
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)	NA	

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)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
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)	Pursuant to the provisions of SEBI (LODR) Regulations, 2015 composition of Risk management committee is applicable to only top 1000 listed entities, but company had voluntarily constituted a Risk Management Committee. The report for the quarter ended 31.12.2022 was placed in the previous board meeting held on 13.02.2023 and this report will be placed in the forthcoming meeting of the Board of Directors of the Company.

Annexure II		
1	Name of signatory	Santoshkumar Sharma
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	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	Santoshkumar Sharma
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block	
Textual Information(1)	There were no such transactions.

Signatory Details	
Name of signatory	Santoshkumar Sharma
Designation of person	Company Secretary and Compliance Officer
Place	Navi Mumbai
Date	20-04-2023

