

# NOTICE

NOTICE is hereby given that the Twenty-third (23<sup>rd</sup>) Annual General Meeting (“AGM”) of the members of IRIS Business Services Limited will be on Monday, August 14, 2023, at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (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 ) to transact the following business:

## 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, 2023 including the Balance Sheet as at March 31, 2023, 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. Swaminathan Subramaniam (DIN: 01185930), liable to retire by rotation.

To re-appoint Mr. Swaminathan Subramaniam (DIN: 01185930), who retires by rotation, and being eligible, has offered himself for re- appointment.

## SPECIAL BUSINESS

### Item No. 3 – Re-appointment of Mr. Swaminathan Subramaniam (DIN: 01185930) as a Whole Time Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V and Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and the approval of the Board of Directors and subject to any regulatory/government approval, if applicable, Mr. Swaminathan Subramaniam (DIN: 01185930) be and is hereby re-appointed as “Whole Time Director” of the Company, liable to retire by rotation, with effect from May 1, 2024 for a period of 3 (three) years on the following terms and conditions:

- Salary shall be payable upto ₹45.00 lakhs per annum;
- Bonus per annum shall be equivalent to such sum as may be fixed by the Board of Directors subject to an overall ceiling as

per the Companies Act, 2013. The net profits shall be computed as set out under Section 198 of the Companies Act, 2013 and the rules framed thereunder;

- Perquisites per annum shall not exceed his annual salary. Perquisites include medical expenses, payment of premium on personal accident and health insurance and such other perquisites as may be approved by the Board from time to time, subject to aforesaid overall ceiling;
- Other benefits includes use of car with driver, telephone for Company’s business (the expenses whereof would be borne and paid by the Company), leave travel allowance, contribution to provident fund, superannuation fund and all other benefits are as applicable to Directors and/or Senior employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the schemes of the Company and as approved by the Board from time to time.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as the Minimum Remuneration subject to the overall limits as per provisions contained in the Schedule V to the Companies Act, 2013 or any amendments hereinafter made, as may be agreed to between the Board of Directors and the appointee.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary and/or revise the terms of re-appointment including the remuneration of the said Whole Time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification(s) thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the above may be treated as a written memorandum setting out the terms of the re-appointment of Mr. Swaminathan Subramaniam under Section 190 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** certified true copy of the above resolutions, duly certified by any one of the Director or the Company Secretary of the Company be issued, if required.”

### Item No. 4 – Re-appointment of Mr. Balachandran Krishnan (DIN: 00080055) as a Whole Time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and Rules framed thereunder and the

applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the the Board of Directors of the Company and subject to any regulatory/government approval, if applicable, Mr. Balachandran Krishnan (DIN:00080055) be and is hereby re-appointed as “Whole Time Director” of the Company, liable to retire by rotation, with effect from May 1, 2024 for a period of 3 (three) years on the following terms and conditions:

- a) Salary shall be payable upto ₹45.00 lakhs per annum;
- b) Bonus per annum shall be equivalent to such sum as may be fixed by the Board of Directors subject to an overall ceiling as per the Companies Act, 2013. The net profits shall be computed as set out under Section 198 of the Companies Act, 2013 and the rules framed thereunder;
- c) Perquisites per annum shall not exceed his annual salary. Perquisites include medical expenses, payment of premium on personal accident and health insurance and such other perquisites as may be approved by the Board from time to time, subject to aforesaid overall ceiling;
- d) Other benefits includes use of car with driver, telephone for Company’s business (the expenses whereof would be borne and paid by the Company), leave travel allowance, contribution to provident fund, superannuation fund and all other benefits are as applicable to Directors and/or Senior employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the schemes of the Company and as approved by the Board from time to time.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as the Minimum Remuneration subject to the overall limits as per provisions contained in the Schedule V to the Companies Act, 2013 or any amendments hereinafter made, as may be agreed to between the Board of Directors and the appointee.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary and/or revise the terms of re-appointment including remuneration of the said Whole Time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification(s) thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the above may be treated as a written memorandum setting out the terms of the re-appointment of Mr. Balachandran Krishnan under Section 190 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** certified true copy of the above resolutions, duly certified by any one of the Director or the Company Secretary of the Company be issued, if required.”

#### **Item no. 5 – Re-Appointment of Ms. Deepta Rangarajan (DIN: 00404072) Whole Time Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company and pursuant to approval of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to any regulatory/government approval, if applicable, Ms. Deepta Rangarajan (DIN: 00404072) be and is hereby re-appointed as “Whole Time Director” of the Company, liable to retire by rotation, with effect from May 1, 2024 for a period of 3 (three) years on the following terms and conditions:

- a) Salary shall be payable upto ₹45.00 lakhs per annum;
- b) Bonus per annum shall be equivalent to such sum as may be fixed by the Board of Directors subject to an overall ceiling as per the Companies Act, 2013. The net profits shall be computed as set out under Section 198 of the Companies Act, 2013 and the rules framed thereunder;
- c) Perquisites per annum shall not exceed her annual salary. Perquisites include medical expenses, payment of premium on personal accident and health insurance and such other perquisites as may be approved by the Board from time to time, subject to aforesaid overall ceiling;
- d) Other benefits includes use of car with driver, telephone for Company’s business (the expenses whereof would be borne and paid by the Company), leave travel allowance, contribution to provident fund, superannuation fund and all other benefits are as applicable to Directors and/or Senior employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the schemes of the Company and as approved by the Board from time to time.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as the Minimum Remuneration subject to the overall limits as per provisions contained in the Schedule V to the Companies Act, 2013 or any amendments hereinafter made, as may be agreed to between the Board of Directors and the appointee.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary and/or revise the terms of re-appointment

including the remuneration of the said Whole Time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification(s) thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the above may be treated as a written memorandum setting out the terms of the re-appointment of Ms. Deepta Rangarajan under Section 190 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** certified true copy of the above resolutions, duly certified by any one of the Director or the Company Secretary of the Company be issued, if required.”

**By order of the Board of Directors**

**Santosh kumar Sharma**

Place: Navi Mumbai

Company Secretary & Compliance Officer

Date: May 26, 2023

(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, Circular No.02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 respectively, (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 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 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 23<sup>rd</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 36(4) and SEBI Listing Regulations and Secretarial Standard-2 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 to this Notice.
- 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 Monday, August 07, 2023, 5:00 pm (IST), through Email on [cs@irisbusiness.com](mailto:cs@irisbusiness.com). The same will be replied by / on behalf of the Company suitably.
- In line with the said Circulars issued by the MCA and SEBI, the Annual Report including Notice of the 23<sup>rd</sup> 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 23<sup>rd</sup> 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.nsdl.com>.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 08, 2023 to Monday, August 14, 2023 (both days inclusive).
  9. SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [www.irisbusiness.com.in](http://www.irisbusiness.com.in) in case of holdings in physical form.
  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 Link Intime India Private Limited ("LIIPL") for assistance in this regard.
  11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website at [www.irisbusiness.com](http://www.irisbusiness.com).
  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 Email addresses are requested to register the same with DPs and/or LIIPL.
  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 04, 2023. 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 04, 2023, 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, of M/s. Priti J. Sheth & Associates, Company Secretaries, (Membership No. FCS 6833, C.P. No. 5518) and failing her Ms. Rachana Maru, of M/s. Priti J. Sheth & Associates, (Membership No. 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 Thursday, August 10, 2023 at 09:00 A.M. (IST) and ends on Sunday, August 13, 2023 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 04, 2023, 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 04, 2023.

### 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.	<ol style="list-style-type: none"> <li>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 &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>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></li> </ol>
	<ol style="list-style-type: none"> <li>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 &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>       </div>



Type of shareholders	Login Method
	1. 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.
	2. 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.
	3. 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>
	4. 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 & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

**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 no.: 022 - 4886 7000 and 022 - 2499 7000
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">HYPERLINK "mailto:helpdesk.evoting@cdslindia.com"</a> <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**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'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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - 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.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - 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?**

- 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.
- 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 with a copy marked to 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 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 or call on no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at 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.

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. If you are an Individual shareholder 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 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 AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the 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](mailto:cs@irisbusiness.com) before Monday, August 07, 2023. 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](http://www.irisbusiness.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://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. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company’s website at [www.irisbusiness.com](http://www.irisbusiness.com).
  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

Mr. Swaminathan Subramaniam, (DIN: 01185930), Whole Time Director & CEO of the Company is one of the founders of the Company. He was the Whole Time Director (“WTD”) of the Company for a period of five years from May 1, 2010. He was additionally appointed and designated as the ‘Chief Executive Officer’ of the Company by the Board of Directors of the Company on February 7, 2015 based on the recommendation of the Nomination and Remuneration Committee. He was further re-appointed as WTD by the shareholders in the fifteenth AGM held on September 29, 2015 for a period of 3 (three) years from May 1, 2015 till April 30, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on February 7, 2015. He was further re-appointed by the shareholders in the eighteenth AGM held on August 31, 2018 for a period of 3 (three) years from May 1, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on April 25, 2018. He was further re-appointed by the shareholders through Postal Ballot dated April 3 2021 for a period of 3 (three) years from May 1, 2021. His present tenure expires on April 30, 2024 and at the meeting of the Board of Directors held on May 26, 2023, he was re-appointed as a WTD by the Board with effect from May 1, 2024 for a period of 3 years pursuant to recommendation of the Nomination and Remuneration Committee of Board and subject to the approval of the members of the Company.

In terms of Section 196 and Section 197 read with Schedule V of the Act read with applicable provisions of the Listing Regulations a special resolution is proposed to be passed for the re-appointment and payment of remuneration to Mr. Swaminathan Subramaniam for a period of 3 years with effect from May 1, 2024.

In accordance with the resolution and within the aforesaid limits, the amount of salary, bonus and perquisites payable to Mr. Swaminathan Subramaniam (including the types and amount of each type of perquisites) will be decided by the Board, at such time or times, as it may deem fit in its absolute discretion. Mr. Swaminathan Subramaniam shall be entitled to all other benefits as are provided to the Directors and/or senior employees of the Company, in accordance with schemes made/ to be made by the Company, from time to time.

The valuation of perquisites will be as per the Income Tax Rules in cases where the same is otherwise not possible to be valued.

The Board of Directors recommends the special resolution for approval of the members.

Mr. Swaminathan Subramaniam and Ms. Deepta Rangarajan are interested in the resolution at Item No. 3, being husband and wife.

None of the other Directors and/or Key Managerial Personnel of the Company and their relatives except as mentioned above and to the extent of their shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

### Item No. 4

Mr. Balachandran Krishnan, (DIN: 00080055), Whole Time Director & CFO of the Company is one of the founders of the Company. He was the Whole Time Director (“WTD”) of the Company for a period of five years from May 1, 2010. He was re-appointed as WTD by the shareholders in the fifteenth AGM held on September 29, 2015 for a period of three years from May 1, 2015 till April 30, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on February 1, 2015. He was further re-appointed by the shareholders in the eighteenth AGM held on August 31, 2018 for a period of 3 (three) years from May 1, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on April, 2018. He was further re-appointed by the shareholders through Postal Ballot dated April 3, 2021 for a period of 3 (three) years from May 1, 2021. His present tenure expires on April 30, 2024 and at the meeting of the Board of Directors held on May 26, 2023, he was re-appointed as a WTD by the Board with effect from May 1, 2024 for a period of 3 years pursuant to recommendation of the Nomination and Remuneration Committee of Board and subject to the approval of the members of the Company.

In terms of Section 196 and Section 197 read with Schedule V of the Act read with applicable provisions of the Listing Regulations a Special resolution is proposed to be passed for the re-appointment and payment of remuneration to Mr. Balachandran Krishnan for a period of 3 years with effect from May 1, 2024.

In accordance with the resolutions and within the aforesaid limits, the amount of salary, bonus and perquisites payable to Mr. Balachandran Krishnan (including the types and amount of each type of perquisites) will be decided by the Board, at such time or times, as it may deem fit in its absolute discretion. Mr. Balachandran Krishnan shall be entitled to all other benefits as are provided to the Directors and/or senior employees of the Company, in accordance with schemes made/ to be made by the Company, from time to time.

The valuation of perquisites will be as per the Income-Tax Rules, in cases where the same is otherwise not possible to be valued.

The Board of Directors recommends the special resolution for approval of the members.

Mr. Balachandran Krishnan is interested in the resolution at Item No.4.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except as mentioned above and to the extent of his shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

#### **Item No. 5**

Ms. Deepta Rangarajan, (DIN: 00404072), Whole Time Director (“WTD”) of the Company is one of the founders of the Company. She was the WTD of the Company for a period of five years from May 1, 2010. She was reappointed as WTD by the shareholders in the fifteenth AGM held on September 29, 2015 for a period of three years from May 1, 2015 till April 30, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on February 7, 2015. She was further re-appointed by the shareholders in the eighteenth AGM held on August 31, 2018 for a period of 3 (three) years from May 1, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on April 25, 2018. She was further re-appointed by the shareholders through Postal Ballot dated April 3 2021 for a period of 3 (three) years from May 1, 2021. Her present tenure expires on April 30, 2024 and at the meeting of the Board of Directors held on May 26, 2023, she was re-appointed as a WTD by the Board with effect from May 1, 2024 for a period of 3 years

pursuant to recommendation of the Nomination and Remuneration Committee of Board and subject to the approval of the members of the Company.

In terms of Section 196 and Section 197 read with Schedule V of the Act read with applicable provisions of the Listing Regulations a special resolution is proposed to be passed for the re-appointment and payment of remuneration to Ms. Deepta Rangarajan for a period of 3 (three) years with effect from May 1, 2024.

In accordance with the resolutions and within the aforesaid limits, the amount of salary, bonus and perquisites payable to Ms. Deepta Rangarajan (including the types and amount of each type of perquisites) will be decided by the Board, at such time or times, as it may deem fit in its absolute discretion. Ms. Deepta Rangarajan shall be entitled to all other benefits as are provided to the directors and/ or senior employees of the Company, in accordance with schemes made/ to be made by the Company, from time to time.

The valuation of perquisites will be as per the Income-Tax Rules, in cases where the same is otherwise not possible to be valued.

The Board of Directors recommends the special resolution for approval of the members.

Mr. Swaminathan Subramaniam and Ms. Deepta Rangarajan are interested in the resolution at Item No. 5 being husband and wife.

None of the other Directors and/or Key Managerial Personnel of the Company and their relatives except as mentioned above and to the extent of their shareholding in the Company is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

**By order of the Board of Directors**

**Santosh kumar Sharma**

Place: Navi Mumbai  
Date: May 26, 2023

Company Secretary & Compliance Officer  
(Membership No. ACS 35139)

**DETAILS AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013, REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) AND SECRETARIAL STANDARD-2 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**

**Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards as under:**

<b>I. General Information</b>			
1	Nature of Industry Software Products and Solutions		
2	Date or expected date of commencement of commercial production Company is already in operation		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not Applicable		
4	Financial performance based on given indicators The Company has made a profit after tax of ₹36,773 thousands for the financial year ended March 31, 2023 on a standalone basis.		
5	Foreign Investments or collaborations, if any The Company has the following subsidiaries outside India: 1. IRIS Business Services, LLC (USA) 2. IRIS Business Services (Asia) Pte. Ltd. (Singapore) 3. Atanou S.r.l. (Italy)		
<b>II Other Information</b>			
1	Reasons of loss or inadequate profits The Company had undertaken a significant transition from a service-oriented business to an IP driven software product business. This business revamp entailed initial expenses and also led to drop in revenues in the initial years. We are happy to report that our efforts have succeeded with IRIS pivoting into a product business with a large number of clients. Despite a setback due to Covid, in FY 2022-23, the company reported modest profit after tax of ₹36,773 thousands on a standalone basis. We are optimistic about the future, having built a compelling suite of products along with a marquee client base.		
2	Steps taken or proposed to be taken for improvement With the shift in business focus, we have diversified our revenue base across multiple customers, business lines and geographies. Our offerings are truly global catering to customers in as many as 52 countries. The 'Create' business segment of the Company which caters to enterprise regulatory reporting needs, has grown well with new markets opening up in US and Europe for XBRL reporting mandates. The Saas based GST suite of offerings in the Indian market has a good presence in the large enterprise segment. Finally, with Covid receding away, the Collect business segment is witnessing increased interest from regulators.		
3	Expected increase in productivity and profits in measurable terms With the product suite pretty much in place, the Company is focussing on expanding the sales footprint, especially in the enterprise market. Increased customer acquisition within the existing mandates should substantially improve the margins as operating leverage kicks in. In addition, new reporting mandates in areas such as state government agencies in the US, look promising. The 'Collect' segment business that caters to regulators is picking up as well.		
<b>III Information about the appointee</b>			
<b>Name of Director</b>	<b>Mr.Swaminathan Subramaniam</b>	<b>Mr.Balachandran Krishnan</b>	<b>Ms. Deepta Rangarajan</b>
1	Background details Mr. Swaminathan Subramaniam, Founder and CEO, has 20+ years of experience in information technology, financial information and media. An Economics Graduate with a Master's degree from Yale University, he was a Consultant to The World Bank in Washington, DC. Previously, he served in senior editorial positions with The Economic Times and Business India. He is Past Chairman, IT sub-committee, CII, Western Region, Past member, Regional Council, CII (Western Region) and Patron Member, Indian Merchants Chamber and Past Vice-Chairman, Indian Merchants Chamber, Navi Mumbai.	Mr. Balachandran Krishna, Co-founder, WTD & CFO, has 20+ years of experience in financial research and information business. He was previously a research analyst at Tata Economic Consultancy Services, and CRISIL (India's premier rating agency, now a subsidiary of Standard and Poor's). He holds a B. Tech degree from Calicut University and MBA from IIM-Bangalore.	Ms. Deepta Rangarajan, Whole Time Director, Co-founder & Head, International Business, has 20+ years of experience in operations and business development, previously worked at American Express Bank and headed CRISIL's operations in North India. She holds a B. Tech degree from IIT-Delhi and MBA from IIM-Ahmedabad. She is identified as one of the top 25 entrepreneurs from IIMA and 1 of 2 women entrepreneurs in the list.
2	Past remuneration ₹4,500 thousands	₹4,500 thousands	₹4,500 thousands
3	Recognition or awards Several	Several	Several
4	Job profile and his suitability Job requires strong knowledge of and experience in sales and marketing and exposure to the IT industry. Mr. Swaminathan Subramaniam is eminently suitable given his background.	Job requires expert knowledge of financial reporting and accounting. Mr. Balachandran Krishnan is an MBA in finance and therefore possesses the necessary skills required.	Job requires strong knowledge of and experience in sales and marketing and exposure to the IT industry, which Ms. Rangarajan possesses.

5	Proposed Remuneration	As per resolution given above	As per resolution given above	As per resolution given above
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Well within industry norms	Well within industry norms	Well within industry norms
7	Pecuniary Relationship directly or indirectly with the Company, or relationship with the Managerial personnel, if any.	Mr. Swaminathan Subramaniam is husband of Ms. Deepta Rangarajan, Whole Time Director on the Board of the Company.	Not Applicable	Ms. Deepta Rangarajan is wife of Mr. Swaminathan Subramaniam, Whole Time Director & CEO on the Board of the Company.
<b>IV</b>	<b>Additional information to be given to the members in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is as under</b>			
1	Age	61 years	60 years	57 Years
2	DIN	01185930	00080055	00404072
3	Date of Birth	24.03.1962	13.04.1963	23.04.1966
4	Date of first appointment	03.10.2000	03.10.2000	03.10.2000
5	Shareholding in the Company	45,72,168	11,04,000	14,46,052
6	Number of Board meeting(s) attended	5 out of 5	5 out of 5	5 out of 5
7	Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice.	a) IRIS Knowledge Foundation b) Investment Research and Information Services Limited	a) IRIS Knowledge Foundation b) Investment Research and Information Services Limited	-
	Name of listed entities from which the person has resigned in the past three years	-	-	-
8	Other membership of committee (Includes only Audit Committee and Stakeholders Relationship Committee)	-	-	-
9	Qualifications, brief resume and experience	Mr. Swaminathan Subramaniam is Promoter, CEO and Whole Time Director of our Company. He has been the CEO of the Company since February 07, 2015. He is an economist trained at Yale University, USA. He is one of the founders of the Company and looks after overall management and marketing department of our Company. He was in committee of various Consultative Committee on XBRL, MCA, Govt. of India. He was also a Chairman of IT subcommittee, CII, Western Region and Vice-Chairman, Indian Merchants Chamber, Navi Mumbai.	Mr Balachandran Krishnan is Promoter, CFO and Whole Time Director of our Company. He 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.	Ms. Deepta Rangarajan is the Promoter and Whole Time Director of our Company. She is a Chemical Engineer from the Indian Institute of Technology, Delhi, and an MBA from the Indian Institute of Management, Ahmedabad. Her key responsibilities in the Company include international sales and marketing and strategically building out the team and employee recruitment. She also heads the Human Resources Department of our Company.
10	Expertise in specific functional areas	Marketing, Strategy, Governance, Management, Business Development	Finance, Management, Governance, Audit, Legal	Marketing, Governance, Management, Business Development
11	Terms & Conditions of Appointment/ Re-appointment	Re-appointed as a Whole Time Director and liable to retire by rotation.	Re-appointed as a Whole Time Director and liable to retire by rotation.	Re-appointed as a Whole Time Director and liable to retire by rotation.
12	Remuneration last drawn	₹3,750 thousands	₹4,500 thousands	₹4,500 thousands
13	Relationship with other Directors /KMP	Mentioned above	None	Mentioned above

**By order of the Board of Directors**

Place: Navi Mumbai  
Date: May 26, 2023

**Santosh kumar Sharma**  
Company Secretary & Compliance Officer  
(Membership No. ACS 35139)