



## IRIS Business Services Limited

22<sup>nd</sup> July 2021

To,

**BSE Limited**

Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

Scrip Code: 540735

**Sub: Notice of the Twenty-First Annual General Meeting of the Company**

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice and the Explanatory Statement of the Twenty-First Annual General Meeting ("AGM") of the Company to be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Saturday, 14th August 2021 at 11:00 am (IST). The said Notice forms part of the Annual Report for the financial year 2020-21 and is being sent through electronic mode to the shareholders of the Company.

The copy of the Notice is also available on the website of the Company viz. <https://www.irisbusiness.com/investors/notices>

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **IRIS Business Services Limited**

Santoshkumar Sharma  
Company Secretary & Compliance Officer  
Mumbai | 22<sup>nd</sup> July 2021

# NOTICE

**NOTICE** is hereby given that the Twenty-First 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 14th, August, 2021 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 at T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi - 400 703, Maharashtra, India.

## ORDINARY BUSINESS:

### Item No.1 – To consider and adopt 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, 2021 including the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the year ended on that date and the report of the Board of Directors and Auditors thereon.

### Item No. 2 – To re-appoint Ms Deepta Rangarajan, who retires by rotation

To re-appoint Ms Deepta Rangarajan, (DIN: 00404072), Whole Time Director, who retires by rotation at the Annual General Meeting and being eligible has offered herself for re-appointment.

### Item No. 3 – To approve appointment of Haseeb Drabu as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr Haseeb A. Drabu (DIN: 00489888), who was appointed by the Board of Directors as an Additional Director (Independent) of the company effective from 13th November, 2020 and who holds office up to the commencement of the 21st

Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Article 129 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company, and in respect of whom the company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr Haseeb A Drabu, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 13th November, 2020 upto 12th November, 2025;

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**

**Jay Mistry**

Place: Navi Mumbai      Company Secretary & Compliance Officer  
Date: 22nd May, 2021      (ACS 34264)

## Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and 13th January, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Explanatory Statement pursuant to Section 102 of the Act relating to Items nos. 2 and 3 of the Notice of the 21st 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 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 person seeking re-appointment / appointment under Item No. 2 and 3 of the Notice, are also annexed.

3. 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 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("said SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), 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, hereinbelow).

4. 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 hereinbelow 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.
5. 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.
6. 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 8th August, 2021, 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.
7. 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 said SEBI Circular, the Annual Report including Notice of the Twenty-first 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 issued by MCA and said SEBI Circular, the Annual Report including Notice of the Twenty-first 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) and on the website of NSDL (agency for providing the remote e-voting facility and e-voting system during the AGM i.e. <https://www.evoting.nsdl.com/>).
8. The Register of Members and Share Transfer Books of the Company will remain closed from 8th August, 2021 to 14th August, 2021 (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 Registrars 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 consider converting their holdings to dematerialized form 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. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LI IPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such shareholders after making requisite changes.
12. SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April 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.
13. 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.

14. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (i.e. except Saturday, Sunday and Public Holidays) during business hours up to the date of the meeting. The aforesaid documents will also be available for inspection by members during the meeting.
15. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with DPs LIPL.
16. 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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.
17. The cut-off date for the purpose of remote e-voting and e-voting at the AGM shall be Saturday, 7th August, 2021. 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. Saturday, 7th August, 2021, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
18. Only those shareholders, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
19. 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. ACS - 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

20. The voting rights of members shall be in proportion to their shares 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 voting, either through remote e-voting or e-voting at the AGM through electronic voting system.
21. 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, where the shares of the Company are listed. The results shall be displayed on the notice board at the Registered Office of the Company.

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

The remote e-voting period begins on Wednesday, 11th August, 2021 at 09:00 a.m. and ends on Friday, 13th August, 2021 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 7th August, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 7th August, 2021.

### **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:

#### **I. 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> <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> <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</li> </ol>

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.

- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- 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 <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- 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.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) 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.
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**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' 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.

## **II. 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.

## **III. Attending the AGM through VC/OAVM:**

### **a) Instructions for Shareholders for attending the AGM through VC/OAVM:**

- i. Shareholders are being provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-voting system. Shareholders may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under “shareholders/ members” login by using the remote e-voting credentials.
- ii. The link for VC/ OAVM will be available in “shareholders/ members” login where the EVEN of Company will be displayed.
- iii. Shareholders 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 hereinabove in the Notice, to avoid last minute rush.
- iv. As mentioned above, 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 necessary procedure mentioned 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. Further, a facility will be provided to the Shareholders attending the meeting through VC/ OAVM, whereby they can pose questions concurrently, during the proceeding of the meeting.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from 6th August, 2021 (9.00 a.m. IST) to 8th August, 2021 (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at [cs@irisbusiness.com](mailto:cs@irisbusiness.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries by 8th August, 2021 (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at [cs@irisbusiness.com](mailto:cs@irisbusiness.com). These queries will be replied to by the Company suitably by email.  
  
Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting
- vi. Please note that Shareholders 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. Shareholders are also encouraged to join the Meeting through Laptops for better experience.
- vii. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance in the meeting.

- viii. Shareholders who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.
- ix. The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company viz. Link Intime India Private Limited ("LIPL"), by sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The support of the Shareholders for the 'Green initiative' is solicited.

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

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. 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.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- iv. 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.

**23. 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.: 1800-222-990 or contact Ms Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: [cs@irisbusiness.com](mailto:cs@irisbusiness.com) or contact at telephone no. 022-67231000.

**24. 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 where the shares of the Company are listed.
24. 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.
25. 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.
  26. 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.

**27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**



1. For Physical shareholders - please provide necessary details like 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 the Company at [cs@irisbusiness.com](mailto:cs@irisbusiness.com) or the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 the Company at [cs@irisbusiness.com](mailto:cs@irisbusiness.com) or the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Alternatively shareholder/members may send a request to [HYPERLINK "mailto:evoting@nsdl.co.in" evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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.

**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 PERSON SEEKING RE-APPOINTMENT UNDER ITEM NO. 2 OF THE NOTICE, ARE ALSO ANNEXED.**

### **Item No. 2**

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 1st May, 2010. She was re-appointed as WTD by the shareholders in the fifteenth AGM held on 29th September, 2015 for a period of three years from 1st May, 2015 till 30th April, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on 7th February, 2015. She was further re-appointed by the shareholders in the eighteenth AGM held on 31st August, 2018 for a period of 3 (three) years from 1st May, 2018 on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Board at their meetings held on 25th April, 2018. She was further re-appointed by the shareholders of the Company on 3rd April, 2021 on the recommendation of the Board and the Nomination and Remuneration Committee of Board.

The Board of Directors recommends the ordinary resolution for approval of the members. Mr Swaminathan Subramaniam and Ms Deepta Rangarajan are interested in the resolution at Item No. 2, being husband and wife.

Other than Mr Swaminathan Subramaniam and Ms Deepta Rangarajan, none of the Directors and/or Key Managerial Personnel of the Company and their relatives except 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. 2 of the Notice

**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:**

(1)	Name of Director	Ms Deepta Rangarajan
(2)	Age	54 years
(3)	DIN	00404072
(4)	Date of Birth	23.04.1966
(5)	Date of first appointment	03.10.2000
(6)	Shareholding in the company	14,46,052
(7)	Number of Board meeting(s) attended during the year 2020-21	8
(8)	Other Directorships/ membership of committee  (Includes only Audit Committee and Stakeholders Relationship Committee)	Director in Atanou S.r.l.  No Committee membership in Audit / Stakeholders Relationship Committee of other Companies.
(9)	Qualification, brief resume and experience	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.
(10)	Expertise in specific functional areas	Mentioned above
(11)	Terms & Conditions of Appointment/ Re-appointment	Appointed as a Director liable to retire by rotation
(12)	Remuneration to be paid	Upto ₹45,00,000 per annum
(13)	Remuneration last drawn	₹30,00,000 per annum
(14)	Relationship with other Directors /KMP	Ms Deepta Rangarajan is wife of Mr Swaminathan Subramaniam, Whole Time Director and CEO of the Company.

**Item No. 3**

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr Haseeb A. Drabu (DIN: 00489888), as an additional Director (Independent) of the company, not liable to retire by rotation, effective 13th November, 2020 till the commencement of the ensuing 21st Annual General Meeting. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 129 of the Articles of Association of the company, Mr Haseeb A. Drabu will hold office till the commencement of the ensuing 21st Annual General Meeting ("AGM") and is eligible to be appointed an Independent Director of the Company.

The Company has received from Mr Haseeb A. Drabu (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 he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. Mr Drabu is also enrolled with databank of Independent Directors as per the applicable provisions of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

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, for appointment of Mr Haseeb A. Drabu as an Independent Director of the Company for a period of five years commencing from 13th November, 2020 up to 12th November, 2025. Mr Drabu, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr Drabu is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the management of the company. A copy of the letter of appointment of Mr Drabu as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the members at the Registered Office of the company during the normal business hours on working days up to the date of the AGM

**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:**

(1)	Name of Director	Mr Haseeb A Drabu
(2)	Age	60 years
(3)	DIN	00489888
(4)	Date of Birth	10.04.1961
(5)	Date of first appointment	13.11.2020
(6)	Shareholding in the Company	Nil
(7)	Number of Board meeting(s) attended during the year 2020-21	5
(8)	Other Directorships/ membership of committee  (Includes only Audit Committee and Stakeholders Relationship Committee)	Directorship:  <ul style="list-style-type: none"> <li>- Kahnov E-Learning Private Limited</li> <li>- Kahnov Realty Private Limited</li> <li>- Air Works Livery Services Private Limited</li> <li>- Air Works MRO Services Private Limited</li> <li>- Air Works India (Engineering) Pvt Ltd</li> <li>- Aspira Pathlab &amp; diagnostics Limited</li> <li>- IRIS Business Services Limited</li> </ul> No Committee membership in Audit / Stakeholders Relationship Committee of other Companies.
(9)	Qualification, brief resume and experience	Haseeb A Drabu is professional economist with a diverse skill set and wide ranging experience.  Involved with national economic policy making in India for seven years at the highest level, including in the Planning Commission, Finance Commission and the Economic Advisory Council of the Prime Minister Leveraging the national level experience, worked as the Economic Advisor, the principal economic policy maker at the state level for seven years. Chose to put policy into operations and headed a bank as Chairman and Chief executive for five years. In between government policy making and banking operations, headed India's premier financial daily, Business Standard. Even as a regular commentator on economic issues, was associated with various governmental policy making bodies both at the Centre as well as the state level.
(10)	Expertise in specific functional areas	Economist
(11)	Terms & Conditions of Appointment/ Re-appointment	Appointed as an Independent Director not liable to retire by rotation
(12)	Remuneration	Except sitting fees for attending meetings of the Board and the Audit Committee no other remuneration is paid
(13)	Relationship with other Directors /KMP	None
(14)	Number of shares held in Company	Nil

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr Drabu, to whom the resolution relates, are in any way concerned or interested financially or otherwise in the Resolution mentioned at item no. 3 of the Notice.

The Board recommends the resolution at item no. 3 to be passed as ordinary resolution.

**By order of the Board of Directors**

**Jay Mistry**

Place: Navi Mumbai  
Date: 22nd May, 2021

Company Secretary & Compliance Officer  
(ACS 34264)