

June 21, 2024

To,

**BSE Limited**

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

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor, Plot No C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Scrip Code: 540735**

**Symbol: IRIS**

**Sub: Voting Results and Consolidated Scrutinizer's Report of the Extra-ordinary General Meeting of the Company held on Friday, June 21, 2024, through Video Conferencing / Other Audio-Visual Means.**

**Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

This is to inform you that the Extra-ordinary General Meeting ("EGM") of the Company was held on Friday, June 21, 2024, at 11.00 a.m. (I.S.T.) through Video Conferencing /Other Audio-Visual Means.

Kindly note that EGM proceedings have been submitted separately.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the following:

- a) Details of voting results of the EGM on each of the resolutions set out in the Notice of EGM dated May 30, 2024.
- b) Consolidated Scrutinizer's Report issued by Mr. Rishit Shah, Rishit Shah & Co., Practicing Company Secretaries dated June 21, 2024, on remote e-voting prior to the EGM and e-voting at the EGM.

The above results are uploaded on the website of the Company at [www.irisbusiness.com](http://www.irisbusiness.com).

You are requested to kindly take the same on record.

Thanking You,

For **IRIS Business Services Limited**

**Santoshkumar Sharma**

**Company Secretary & Compliance Officer**

(Membership Number - ACS 35139)

Encl.: As above

**IRIS Business Services Limited**

Tower 2 3<sup>rd</sup> Floor International Infotech Park Vashi Navi Mumbai 400703 Maharashtra India

Tel: 022 6723 1000 | Email: [cs@irisbusiness.com](mailto:cs@irisbusiness.com) | [www.irisbusiness.com](http://www.irisbusiness.com)

CIN L72900MH2000PLC128943 | GSTIN 27AAACI9260R1ZV

### IRIS Business Services Limited

Voting Results	
Date of the AGM	June 21, 2024
Total number of Shareholders on Record Date	7483 (As on the Cut-off date, i.e. June 14, 2024)
<b>Number of Shareholders present in the meeting in person or through proxy:</b>	
Promoters and Promoter Group	-
Public	-
<b>Number of Shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group	4
Public	37
Notes:	
1. The mode of voting for all resolutions was remote e-voting before the Extraordinary General Meeting (“EGM”) and e-voting during the EGM.	
2. All the resolution(s) contained in the notice of the Extraordinary General Meeting of the Company were passed with requisite majority, as per the Report of the Scrutinizer – M/s. Rishit Shah & Co., Practicing Company Secretaries.	



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Resolution Required :Special		1 - Issuance of Equity Shares by way of Preferential Allotment on Private Placement Basis.								
Whether promoter/ promoter group are interested in the agenda/resolution?		NO								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid	
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$	[8]	
Promoter and Promoter Group	E-Voting	7183020	7183020	100.0000	7183020	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>7183020</b>	<b>100.0000</b>	<b>7183020</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	15643	0	0.0000	0	0	0.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	12162499	1564071	12.8598	1551911	12160	99.2225	0.7775	35000	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>1564071</b>	<b>12.8598</b>	<b>1551911</b>	<b>12160</b>	<b>99.2225</b>	<b>0.7775</b>	<b>35000</b>	
<b>Total</b>		<b>19361162</b>	<b>8747091</b>	<b>45.1785</b>	<b>8734931</b>	<b>12160</b>	<b>99.8610</b>	<b>0.1390</b>	<b>35000</b>	



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Resolution Required :Special			2 - Issuance of Warrants Convertible into Equity Shares by way of Preferential Allotment on Private Placement Basis.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	7183020	7183020	100.0000	7183020	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7183020</b>	<b>100.0000</b>	<b>7183020</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	15643	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	12162499	1564071	12.8598	1552011	12060	99.2289	0.7711	35000
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1564071</b>	<b>12.8598</b>	<b>1552011</b>	<b>12060</b>	<b>99.2289</b>	<b>0.7711</b>	<b>35000</b>
<b>Total</b>		<b>19361162</b>	<b>8747091</b>	<b>45.1785</b>	<b>8735031</b>	<b>12060</b>	<b>99.8621</b>	<b>0.1379</b>	<b>35000</b>



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**RISHIT SHAH & CO.**  
PRACTICING COMPANY SECRETARIES

Address: 404, Krishna Vihar CHS, Off. S V  
Road, Andheri West, Mumbai, 400058

Email: rishitshahco@gmail.com

Phone: +91 977-368-2009

Web: www.rishitshahco.com

### Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the  
Companies (Management and Administration) Rules, 2014, as amended]

To,  
The Chairman  
**IRIS Business Services Limited**  
Tower 2, 3<sup>rd</sup> Floor, International Infotech Park,  
Vashi, Navi Mumbai – 400703,  
Maharashtra, India

**Sub: Scrutinizer's Report on remote e-voting and e-voting at Extra Ordinary General meeting ('EGM') of the Members of IRIS Business Services Limited held on Friday, June 21, 2024.**

Dear Sir,

I, Rishit Shah (M. No.: F9522, C.O.P.: 26870), Proprietor of Rishit Shah & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of IRIS Business Services Limited (**'the Company'**) in their meeting held on May 30, 2024 for the purpose of scrutinizing the voting by means of remote e-voting and e-voting at EGM (**'e-voting'**) in a fair and transparent manner on the resolutions contained in the Notice of Extraordinary General Meeting dated May 30, 2024 (**'Notice of EGM'**) sent in accordance with the provisions of Sections 108 of the Companies Act, 2013 (**'the Act'**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, read with the 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. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 General Circular No.19/2021 dated December 08, 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 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), applicable provisions of the SEBI Listing Regulations as amended and Secretarial Standards – 2 on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any.



The Notice of EGM along with Explanatory Statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode only to those Members whose e-mail addresses were registered with the Company/ Depositories.

The Company had provided e-voting facility at the EGM for those Members who did not cast their votes through remote e-voting facility prior to the EGM. The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its Members.

The Members of the Company holding shares as on the "cut-off" date i.e., Friday, June 14, 2024 were entitled to vote on the resolutions as contained in the Notice of EGM.

The remote e-voting period commenced from Tuesday, June 18, 2024 at 09:00 A.M. (IST) and ended on Thursday, June 20, 2024 at 05:00 P.M. (IST) and the NSDL e-voting module was disabled thereafter. The e-voting module was enabled for 15 minutes for the Members who did not vote at the remote e-voting. Thereafter, the voting through remote e-voting prior to EGM and e-voting at the EGM were unlocked and it was witnessed by two witnesses, Ms. Divyata Raval and Mr. Devang Vyas who are not in the employment of the Company and/ or NSDL.

In case of Members who cast votes through remote e-voting as well as e-voting at the EGM, the voting through remote e-voting of such Members was treated as valid. A summary of the votes cast by Members through remote e-voting prior to EGM and e-voting at the EGM with their pattern of voting is as per Annexure attached to this Report.

#### **Management's Responsibility:**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting at the EGM on the resolutions as contained in the aforesaid Notice of EGM.

#### **Scrutinizer's Responsibilities:**

My responsibility as a Scrutinizer is to scrutinize the voting through remote e-voting prior to the EGM and e-voting at EGM and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting and e-voting at the EGM as per the facility provided by NSDL, the agency engaged by the Company to provide remote e-voting facility prior to EGM and e-voting facility at the EGM.

#### **Voting Result:**

The resolutions set out in the Notice of EGM are as under:



1. **Resolution No. 1 as a Special Resolution** for Issuance of Equity Shares by way of Preferential Allotment on Private Placement Basis.
2. **Resolution No. 2 as a Special Resolution** for Issuance of Warrants Convertible into Equity Shares by way of Preferential Allotment on Private Placement Basis.

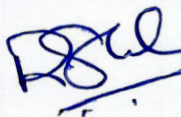

A summary of the remote e-voting and e-voting at the EGM is as per the “**Annexure**” annexed to this Report.

I report that the Special Resolutions as set out in Item Nos. 1 and 2 of the Notice of EGM have been passed with requisite majority.

The electronic data and all other relevant records relating to remote e-voting and e-voting at the EGM will be handed over to Mr. Santoshkumar Sharma, Company Secretary and Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules.

The results of the voting by members through remote e-voting and e-voting at the EGM in respect of the above-mentioned resolutions may accordingly be declared by the Chairman of the Meeting or any one of the Director of a Key Managerial Personnel as authorized in this regard by the Chairman.

Thanking You,  
For Rishit Shah & Co.,  
Practicing Company Secretaries

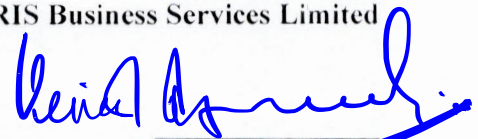
  


Rishit Deepak Shah  
Proprietor  
M. No.: F9522 | C.O.P.: 26870  
P.R. Certificate No.: 5387/2023  
UDIN: F009522F000600145

Date: June 21, 2024  
Place: Mumbai

Countersigned by:  
For IRIS Business Services Limited





Vinod Agarwala  
Chairman  
DIN: 01725158

**1. Resolution No. 1 as a Special Resolution** for Issuance of Equity Shares by way of Preferential Allotment on Private Placement Basis.

Sr. No.	Particulars	No. of members who voted	No. of Shares voted
a.	Votes Cast through Remote e-voting	91	87,47,473
b.	Votes cast through e-voting at the EGM	3	34,618
	<b>Total</b>	<b>94</b>	<b>87,82,091</b>
c.	Less: Invalid e-Voting	1	35,000
d.	<b>Net Valid e- Voting</b>	<b>93</b>	<b>87,47,091</b>
	i) Voting with assent for the Resolution	89	87,34,931
	<b>Percentage (%) of Assent*</b>		<b>99.86%</b>
	ii) Voting with dissent for the Resolution	4	12,160
	<b>Percentage (%) of Dissent*</b>		<b>0.14%</b>

*\*Rounded off to the nearest decimal*



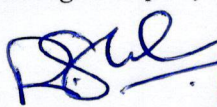



**Resolution No. 2 as a Special Resolution** for Issuance of Warrants Convertible into Equity Shares by way of Preferential Allotment on Private Placement Basis.

Sr. No.	Particulars	No. of members who voted	No. of Shares voted
a.	Votes Cast through Remote e-voting	91	87,47,473
b.	Votes cast through e-voting at the EGM	3	34,618
	<b>Total</b>	<b>94</b>	<b>87,82,091</b>
c.	Less: Invalid e-Voting	1	35,000
d.	<b>Net Valid e- Voting</b>	<b>93</b>	<b>87,47,091</b>
	i) Voting with assent for the Resolution	90	87,35,031
	<b>Percentage (%) of Assent*</b>		<b>99.86%</b>
	ii) Voting with dissent for the Resolution	3	12060
	<b>Percentage (%) of Dissent*</b>		<b>0.14%</b>

*\*Rounded off to the nearest decimal*

For Rishit Shah & Co.,  
Practicing Company Secretaries

Rishit Deepak Shah  
Proprietor  
M. No.: F9522 | C.O.P.: 26870  
P.R. Certificate No.: 5387/2023  
UDIN: F009522F000600145

Date: June 21, 2024  
Place: Mumbai