

February 16, 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: Outcome of the Extraordinary General Meeting of the Company held on February 16, 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 Extraordinary General Meeting (EGM) of the company was held on Friday, February 16, 2024, at 11.00 a.m. 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 submit herewith the following:

- a) Details of voting results through remote e-voting at the EGM on each of the resolutions set out in the notice.
- b) Consolidated Scrutinizer's Report dated February 16, 2024, on remote 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	February 16 , 2024
Total number of Shareholders on Record Date	5736 (As on the Cut-off date, i.e. February 09, 2024)
Number of Shareholders present in the meeting in person or through proxy:	--
Promoters and Promoter Group	-
Public	-
Number of Shareholders attended the meeting through Video Conferencing:	38
Promoters and Promoter Group	2
Public	36

## 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. Priti J. Sheth & Associates, Company Secretaries.

Resolution Required :Special			1 - To approve implementation of the 'IRIS Business Services Limited Employee Stock Option Scheme 2023'.					
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7207720	7207720	100.0000	7207720	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7207720</b>	<b>100.0000</b>	<b>7207720</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	63794	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12089648	1338940	11.0751	1338652	288	99.9785	0.0215
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338940</b>	<b>11.0751</b>	<b>1338652</b>	<b>288</b>	<b>99.9785</b>	<b>0.0215</b>
<b>Total</b>		<b>19361162</b>	<b>8546660</b>	<b>44.1433</b>	<b>8546372</b>	<b>288</b>	<b>99.9966</b>	<b>0.0034</b>

Resolution Required :Special			2 - To approve the extension of benefits of the IRIS Business Services Limited Employee Stock Option Scheme 2023 to the employees of Subsidiary Company(ies) of the Company.					
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7207720	7207720	100.0000	7207720	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7207720</b>	<b>100.0000</b>	<b>7207720</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	63794	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12089648	1338940	11.0751	1338652	288	99.9785	0.0215
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338940</b>	<b>11.0751</b>	<b>1338652</b>	<b>288</b>	<b>99.9785</b>	<b>0.0215</b>
<b>Total</b>		<b>19361162</b>	<b>8546660</b>	<b>44.1433</b>	<b>8546372</b>	<b>288</b>	<b>99.9966</b>	<b>0.0034</b>

Resolution Required :Special			3 - Increase in Authorised Share Capital of the Company.					
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7207720	7207720	100.0000	7207720	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7207720</b>	<b>100.0000</b>	<b>7207720</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	63794	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12089648	1338940	11.0751	1338652	288	99.9785	0.0215
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338940</b>	<b>11.0751</b>	<b>1338652</b>	<b>288</b>	<b>99.9785</b>	<b>0.0215</b>
<b>Total</b>		<b>19361162</b>	<b>8546660</b>	<b>44.1433</b>	<b>8546372</b>	<b>288</b>	<b>99.9966</b>	<b>0.0034</b>

**Consolidated Scrutinizer Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies  
(Management and Administration) Rules, 2014 as amended]

To,

**Mr. Vinod Agarwala,**

The Chairman of Extra Ordinary General Meeting (EGM) of the members of IRIS Business Services Limited held on Friday, February 16, 2024 at 11.00 a.m (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM")

**Subject: Consolidated Scrutinizer Report of remote e-voting and E-voting conducted at the EGM**

Dear Sir,

I, Priti J Sheth of M/s. Priti J. Sheth & Associates, Practicing Company Secretary, appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process i.e. remote e-voting and e-voting conducted at the Extra Ordinary General Meeting of the Shareholders of IRIS Business Services Limited 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I submit report as under:

1. The EGM is held in compliance with the MCA Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 , SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (SEBI) (collectively referred as 'SEBI Circulars') regarding holding of the EGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the EGM was sent on 18<sup>th</sup> January, 2024 through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL/NSDL ( "Depositories")
2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the electronic voting) provided at the EGM to the Members on the resolutions proposed in the Notice calling the EGM of the Company was the responsibility of the Management.

# Priti J Sheth & Associates

## Company Secretaries

My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions.

3. The e-voting facility both for e-voting prior to the EGM and e-voting at the EGM was provided by National Securities Depository Limited (“NSDL”)
4. The members of the Company as on the “cut-off” date i.e. 09<sup>th</sup> February, 2024 were entitled to vote on the resolution no 1 to 3 as set out in the notice of EGM.
5. The remote e-voting commenced on Tuesday, 13<sup>th</sup> February, 2024 at 9.00 a.m. (IST) and ended on Thursday, 15<sup>th</sup> February, 2024 at 5.00 p.m. (IST)
6. At the EGM held on Friday, February 16, 2024, the facility to vote through electronic voting system was provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the remote e-Voting to record their votes on the resolutions to be passed.
7. After the closure of the e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked on Friday, February 16, 2024 around 01.29 p.m. in the presence of two witnesses who are not in the employment of the Company.
8. I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the EGM based on the scrutiny of remote e-voting and the e-voting at the EGM and votes cast therein based on the data downloaded from the electronic voting system of the National Securities Depository Limited (“NSDL”).
9. The results of the Remote e-Voting together with that of the e-voting conducted at the EGM through VC/OAVM are as under:

Particulars of Voting	Number of votes casted	Number of Valid votes casted	Number of Votes Casted in Favour	Number of Votes casted against
<b>Special Resolution. No: 1</b>				
To approve implementation of the ‘IRIS Business Services Limited Employee Stock Option Scheme 2023’.				
Remote e-voting	8534660	8534660	8534372	288
E-voting at the EGM	12000	12000	12000	0
<b>Total</b>	<b>8546660</b>	<b>8546660</b>	<b>8546372</b>	<b>288</b>

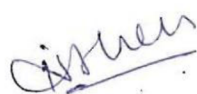
Particulars of Voting	Number of votes casted	Number of Valid votes casted	Number of Votes Casted in Favour	Number of Votes casted against
<b>Special Resolution No. 2</b> To approve the extension of benefits of the IRIS Business Services Limited Employee Stock Option Scheme 2023 to the employee of Subsidiary Company(ies) of the Company.				
Remote e-voting	8534660	8534660	8534372	288
E-voting at the EGM	12000	12000	12000	0
<b>Total</b>	<b>8546660</b>	<b>8546660</b>	<b>8546372</b>	<b>288</b>
<b>Ordinary Resolution No. 3</b> Increase in Authorized Share Capital of the Company				
Remote e-voting	8534660	8534660	8534372	288
E-voting at the EGM	12000	12000	12000	0
<b>Total</b>	<b>8546660</b>	<b>8546660</b>	<b>8546372</b>	<b>288</b>

Based on the foregoing, the Resolution No. (s) 1 to 3 shall be deemed to have been passed with the requisite majority.

All the relevant records of Voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the Extra Ordinary General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully,

For **Priti J. Sheth & Associates**  
Company Secretaries



**Priti J Sheth**  
Membership No. 6833  
CP. No. 5518  
UDIN: F006833E003443156  
Peer Review No: 1888/2022

Countersigned by



**Vinod Agarwala**  
Chairman of the EGM of  
**IRIS Business Services Limited**

Date: 16<sup>th</sup> February, 2024  
Place: Kiel

Date: 16<sup>th</sup> February, 2024  
Place: Mumbai