

# NOTICE

**NOTICE** is hereby given that the Twenty-fourth (24<sup>th</sup>) Annual General Meeting ('AGM') of the members of IRIS Business Services Limited will be on Wednesday, August 14, 2024, at 11:00 a.m. (IST) at Auditorium, First Floor, Bharatiya Vidya Bhavan Kendra, Plot No 3-A, Sector 30, Near Vashi Railway Station, Near Assam Bhavan, Vashi (East), Navi Mumbai – 400 703, through the hybrid mode i.e. both Physical and Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') 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, 2024 including the Balance Sheet as at March 31, 2024, 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.

### Notes:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') is entitled to appoint one or more proxies to attend and vote instead of himself/ herself. Such proxy need not be a Member of the Company. The Instrument of Proxy, in order to be effective, must be lodged with the Company not less than 48 hours before the Meeting. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 per cent of the total Share Capital of the Company. Proxies submitted on behalf of Companies/ Association of Persons ('AoP') must be supported by an appropriate Resolution/ Authority, as applicable.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Brief details of the Director, liable to retire by rotation at the AGM and seeking re-appointment, are annexed hereto as per the applicable provisions of regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015'), the Act and the Secretarial Standard on General Meetings ('SS-2').
4. The Company's Register of Members shall remain closed from Thursday, August 08, 2024 to Wednesday, August 14, 2024 (both days inclusive).
5. Members can join the AGM through the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of

### Item No. 2 – To consider the re-appointment of Mr. Puthenpurackal Kuncheria Xavier Thomas (DIN – 09760233) as a Director, liable to retire by rotation.

To re-appoint Mr. Puthenpurackal Kuncheria Xavier Thomas (DIN – 09760233), who retires by rotation, and being eligible, has offered himself for re- appointment.

By order of the Board of Directors

**Santoshkumar Sharma**

Place: Navi Mumbai      Company Secretary & Compliance Officer  
Date: May 18, 2024      (Membership No. ACS 35139)

Registered Office: T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703.

the commencement of Meeting by following the procedure mentioned in this Notice. Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/ OAVM will be made available to at least 1,000 Members on a first come first served ('FIFO') basis as per the extant Ministry of Corporate Affairs ('MCA') Circulars. Detailed instructions for joining the Meeting through VC/ OAVM forms part of the Notes to this Notice.

6. No restrictions on account of FIFO entry into AGM, will apply in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc.
7. Corporate Members intending to appoint their authorised representatives pursuant to Section 112 and 113 of the Act, as the case may be, to attend the AGM through VC/ OAVM or to vote through remote e-Voting are required to send a scanned copy of a certified copy of the Board Resolution/ Power of Attorney/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote by e-mail to the Scrutinizer at [priji.pjsassociates@gmail.com](mailto:priji.pjsassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Alternatively, they can also upload their Board Resolution /Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Power of Attorney/ Authority Letter" displayed under "e-Voting" tab in their login.
8. The physical attendance of Members at the AGM in person or through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. In case of Joint-holders, a 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 for the purposes of the AGM.
10. In accordance with sections 101 and 136 of the Act, along with the rules made thereunder and relevant provisions of the Listing Regulations, 2015, listed companies may send the notice of the AGM and the annual report, including financial statements, board's report, etc., by electronic mode. Accordingly, the Notice of the AGM along with the Annual Report 2023-24 is being sent exclusively through electronic mode to members whose email addresses are registered with the Company/Depositories/RTA. Members should note that the Annual Report for FY2023-24, along with the Notice, proxy form, and attendance slip, will also be available on the Company's website at [www.irisbusiness.com](http://www.irisbusiness.com), the websites of the Stock Exchanges (BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com)), as well as the RTA's website at [www.linkintime.co.in](http://www.linkintime.co.in) and on NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Interested members may download the Notice and Annual Report from these websites. Physical copies of the Notice and the Annual Report will be provided to members upon written request to the Company.
11. **Instructions for attending the AGM through VC/ OAVM are given below:**
- Members will be able to attend the AGM in person or through VC/ OAVM or view the live webcast of AGM provided by NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their remote e-Voting login credentials and selecting the e-Voting Event Number ('**EVEN**') for the AGM. The necessary details for joining the Meeting are given below:
- Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system and they may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under the Shareholders/ Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, Members will be able to attend and participate in the proceedings of the AGM. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid a last-minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.
  - Members may join the Meeting through Laptops, Smartphones, Tablets, and iPads for a better experience. Further, Members will be required to use the Internet with good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge, or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such glitches.
- iii. Members who face any technical difficulty in accessing and participating in the Meeting may contact toll free no. 1800-222-990. After login, the Members who face any technical difficulty in accessing the VC link may contact said toll free no.
12. **Procedure to Raise Questions/ Seek Clarifications:**
- Members are encouraged to submit their queries with regard to the Financial Statements and / or any other matter being placed at the AGM from their registered e-mail ID, mentioning their name, DP ID and Client ID number/Folio number and mobile number, sufficiently in advance to reach the Company's e-mail ID at [cs@irisbusiness.com](mailto:cs@irisbusiness.com) on or before 5.00 p.m. (IST) on Friday, August 09, 2024.
  - Only those Members who have registered themselves as speakers will be permitted to express their views / queries at the AGM.
13. As per Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI LODR, the Company will provide the facility of casting votes through the electronic system from a place other than the venue of the Meeting ('**remote e-Voting**') under an arrangement with National Securities Depository Limited ('**NSDL**') as specified more fully in the instructions below:
- The items of business set out in the attached Notice may, however, be transacted also through the electronic voting system as an alternative mode of voting provided that once a vote on a Resolution is cast, a Member shall not be allowed to change it subsequently or cast the vote again.
  - The facility for e-Voting shall also be made available at the Meeting venue and Members attending the Meeting who have not already cast their vote by remote e-Voting, shall be permitted to exercise their rights at the Meeting.
  - Members who have cast their vote by remote e-Voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again. 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. **Thursday, August 08, 2024**, shall be entitled to avail the facility of remote e-Voting at the Annual General Meeting ('**AGM**'). The procedure for remote e-Voting and e-Voting during the AGM is the same. A person who is not a Member on the cut-off date should treat this Notice for information purposes only.

#### 14. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING (BEFORE AND DURING THE AGM) AND JOINING GENERAL MEETING ARE AS UNDER:

The process and manner of remote e-Voting will be as follows:

The voting period begins from 9.00 A.M. (IST) on Sunday, August 11, 2024 and ends at 5.00 P.M. (IST) on Tuesday, August 13, 2024. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ('record date') i.e. Thursday, August 08, 2024, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. The facility for voting electronically during the meeting is also available as the Meeting is being held physically. Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants ('DP'). Members are advised to update their mobile number

and e-mail ID in their demat accounts in order to access e-Voting facility.

#### 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 / members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders / members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. shareholders / members 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 / members holding securities in demat mode is given below:

Type of shareholders / members	Login Method
Individual shareholders / members 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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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> <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>
	<p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>

Type of shareholders / members	Login Method
	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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></li> <li>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 &amp; 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.</li> </ol>
Individual shareholders / members (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:** shareholders / 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 / members 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 / members 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.com">evoting@nsdl.com</a> or call at no.: 022 - 4886 7000 and 022 - 2499 7000
Individual shareholders / members 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 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?

- 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.
- 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, 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 / members other than Individual shareholders / members 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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the One Time Password (‘OTP’) 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.

**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”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- 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 / members**

1. Institutional shareholders / members (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.com.
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/members and e-Voting user manual for shareholders / members available under the download section of NSDL's e-Voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, "A" Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 48867000/ 022 – 24997000 or at e-mail ID: evoting@nsdl.com

#### **Process for those shareholders / members whose e-mail 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 / member, 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 e-mail 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 shareholders / members 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 / members holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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 e-mail 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 are present at the AGM either physically or through the VC/OAVM facility, and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the 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.
15. The facility for voting through e-Voting at the AGM shall also be made available to the Members attending the Meeting, who have not already cast their vote by remote e-Voting, shall be permitted to exercise their rights at the Meeting through e-Voting. The procedure for remote e-Voting and e-Voting during the AGM is the same.
14. Members who have cast their vote by remote e-Voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
16. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655

dated November 3, 2021. The aforesaid communication is also available on the website of the Company.

17. 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 demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Private Limited - Registrar & Share Transfer Agent having address at C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083, Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), in case the shares are held by them in physical form.
19. **Procedure for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**
  - a. Members who have not yet registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, to Link Intime India Private Limited - Registrar & Share Transfer Agent having address at C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083, Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - b. E-mail addresses of Members as advised to Registrar and Share Transfer Agent where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered e-mail address for serving Company documents/ notices. Members intending to refresh/ update their e-mail addresses should do so as soon as possible.
  - c. Alternatively, Members may also send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) along with the following documents for procuring User Id and Password and registration of e-mail addresses for e-Voting for the Resolutions set out in this Notice:
    - i. In case shares are held in physical form, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
    - ii. In case shares are held in Demat form, please provide DP ID-Client ID (8 digit DP ID + 8-digit Client ID or 16-digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
20. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Registrar and Share Transfer Agent enclosing the relevant Share Certificates requesting consolidation of such Folios into one Folio for their own convenience.
21. As per the provisions of the Act, the facility for making/ varying/ cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/ cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent or from the website of the Company at [www.irisbusiness.com](http://www.irisbusiness.com).
22. Persons, who have acquired Shares and become Members of the Company after dispatch of the Notice of the AGM, but before the cut-off date, may obtain the Login ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [cs@irisbusiness.com](mailto:cs@irisbusiness.com). However, Members already registered with NSDL for remote e-Voting can use their existing User ID and Passwords for casting their votes. If a Member has forgotten her/ his password, s/ he can reset her/his password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No.: 1800-222-990.
23. Voting rights of Members shall be in proportion to their share in the Company's Paid-up Equity Share Capital as on the cut-off date.
24. The Company has appointed Ms. Priti Sheth, of M/s. Priti J. Sheth & Associates, Company Secretaries, (Membership No. CS 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.
25. The Chairman shall, at the end of discussion on the Resolutions on which voting are to be held, allow e-Voting for those

- Members present at the AGM but have not cast their votes through the remote e-Voting facility.
26. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him/her in writing, who shall countersign the same and declare the results of the voting forthwith.
27. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.irisbusiness.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman of the Meeting or the person authorised by in writing. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the
- Notice Board of the Company at the Registered Office at T-231, 3<sup>rd</sup> Floor, Tower 2, International Infotech Park, Vashi, Navi Mumbai – 400 703.
28. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM.
29. The Landmark and Route Map of the venue of the AGM are given on the reverse of the Attendance Slip cum Proxy Form annexed with the Annual Report 2023-24.
30. Attendance slip shall also be available for the Members at the venue of the Meeting.
31. Relevant documents referred to in the Notice, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers are available for inspection by the members at the Registered Office of the Company during normal business hours from 10.00 a.m to 2.30 p.m on working days up to the date of the Annual General Meeting.

**DETAILS AS REQUIRED UNDER 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.**

Name of the Director	Mr. Puthenpurackal Kuncheria Xavier Thomas (P K X Thomas)
Age	59 years
DIN	9760233
Date of Birth	25.05.1964
Date of first appointment	November 11, 2022
Shareholding in the Company	-
Number of Board meeting(s) attended during the year 2023-24	7
Other Directorships/ membership of committee (Includes only Audit Committee and Stakeholders Relationship Committee)	Directorship – NIL Membership of Committee - NIL
Qualification, brief resume and experience	Mr. Thomas achieved first rank in the Master of Computer Applications (MCA) program from Kerala University at the College of Engineering, Trivandrum. An accomplished technocrat with about 30 years of deep understanding in eBusiness, he specializes in product, technology, and operations. He also brings in substantial experience in key areas of business and strategy.
Expertise in specific functional areas	Having expertise in e-Commerce, web-technologies & automation.
Listed entities from which person has resigned in last 3 years	NIL
Terms & Conditions of Appointment/ Re-appointment	Appointed as a Whole-time Director, liable to retire by rotation, for a period of 5 years effective from November 11, 2022. He shall be reappointed on the same terms and conditions, including a remuneration of ₹1,20,00,000 per annum as previously approved by shareholders. .
Relationship with other Directors /KMP	None

By order of the Board of Directors

**Santoshkumar Sharma**

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

Place: Navi Mumbai

Date: May 18, 2024

Registered Office: T-231, Tower 2, 3<sup>rd</sup> Floor, International Infotech Park, Vashi, Navi Mumbai - 400 703.