

**Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis**

1. Name of Listed Entity: **Iris Clothings Limited**
2. Quarter ending: **as on 31<sup>st</sup> March, 2021**

<b>I. Composition of Board of Directors</b>												
Title (Mr./ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairpers on /Executive / Non- Executive/ independent / Nominee) &	Initial Date of Appointme nt	Date of Re- appoint ment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity  <i>[in reference to Regulation 17A(1)]</i>	No of Independent Directorship in listed entities including this listed entity  <i>[in reference to proviso to regulation 17A(1)]</i>	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  <i>(Refer Regulation 26(1) of Listing Regulations)</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  <i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Santosh Ladha	AAZPL4005H 03585561	Executive Director (Managing Director)	27/07/2018	Not Applicabl e	Not Applicabl e	Not Applicabl e	13/12/1977	1	0	0	0
Mrs.	Geeta Ladha	ACEPR2371P 03585488	Executive Director (Whole-time Director)	27/08/2011	Not Applicabl e	Not Applicabl e	Not Applicabl e	07/06/1979	1	0	0	0
Mr.	Baldev Das Ladha	AEQPL6204F 03585566	Non- Executive Director	27/08/2011	Not Applicabl e	Not Applicabl e	Not Applicabl e	08/03/1943	1	0	0	0
Mr.	Nikhil Saraf	AKLPS7248H 00611163	Non- Executive	22/04/2019	Not Applicabl e	Not Applicabl e	24	11/09/1977	1	1	0	2

			Independent Director		e	e						
Mr.	Manoj Tulsyan	ABLPT0181F08919887	Non-Executive Independent Director	15/10/2020	Not Applicable	Not Applicable	6	02/05/1976	1	1	2	0
Mrs.	Savli Prabhakar Mangle	AJXPM5598D07414487	Non-Executive Independent Director	21/11/2020	Not Applicable	Not Applicable	5	21/12/1973	1	1	2	0
		Whether Regular chairperson appointed: <b>No</b>										
		Whether Chairperson is related to managing director or CEO: <b>No</b>										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>										

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Nikhil Saraf (Independent Director): <b>Chairman</b> Mr. Manoj Tulsyan (Independent Director): <b>Member</b> Mrs. Savli Prabhakar Mangle (Independent Director): <b>Member</b>	Non-Executive Independent Director	21/11/2020	Not Applicable
2. Nomination & Remuneration Committee	Yes	Nikhil Saraf (Independent Director): <b>Chairman</b> Mr. Manoj Tulsyan (Independent Director): <b>Member</b> Mrs. Savli Prabhakar Mangle (Independent Director): <b>Member</b>	Non-Executive Independent Director	21/11/2020	Not Applicable
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Yes	Nikhil Saraf (Independent Director): <b>Chairman</b> Mr. Manoj Tulsyan (Independent Director): <b>Member</b> Mrs. Savli Prabhakar Mangle (Independent Director): <b>Member</b>	Non-Executive Independent Director	21/11/2020	Not Applicable
<i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					
<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
07/10/2020 17/10/2020 06/11/2020 21/11/2020	15/03/2021	Yes	5	2	113

\* to be filled in only for the current quarter meetings

**IV. Meetings of Committees**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
-	-	-	-	06/11/2020	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\*to be filled in only for the current quarter meetings

**V. Related Party Transactions**

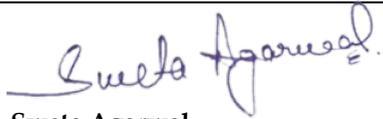
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
	<i>refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

**Note:**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations,2015: **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee: **Yes**
  - b. Nomination & Remuneration Committee: **Yes**
  - c. Stakeholders Relationship Committee: **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations,2015: **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015: **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here: **Yes**



**Sweta Agarwal**  
**(Company Secretary)**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No/ NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
c) Composition of various committees of board of directors	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
g) Policy on dealing with related party transactions	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
l) Financial results	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
m) Shareholding pattern	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47 (1)	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://www.irisclothings.in/">http://www.irisclothings.in/</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-

It is certified that these contents on the website of the listed entity are correct.

<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2),(3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated Basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes

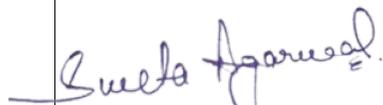
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	NA
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: **Not Applicable**

  
**Sweta Agarwal**  
**(Company Secretary)**

