

## POSTAL BALLOT NOTICE

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

Dear Member(s),

Pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including any statutory modification(s), substitution(s) or reenactment(s) thereof for the time being in force and General Circular dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs (the "MCA") read along with other connected circulars issued from time to time in this regard (the "MCA Circulars") and any other applicable law, rules and regulations, notice is hereby given to the members seeking their approval through Postal Ballot on the resolution as set out hereinafter.

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the resolutions proposed in this notice setting out the material facts and reasons thereof is annexed hereto for your consideration and approval.

### SPECIAL BUSINESS:

#### **Item No. 1 - Issue of Bonus Equity Shares**

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014, the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), SEBI (Listing Obligations and Disclosure Requirements), 2015, the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time and on the recommendation of the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to such other permissions, sanctions and approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the Free Reserves (Retained Earnings) of the Company, for the purpose of the issue of bonus shares of Rs.2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities

### **Iris Clothings Limited**

103/24/1, Foreshore Road, Howrah 711 102, India  
+91 33 2637 3856 / 2640 4674 | info@irisclothings.in  
CIN: L18109WB2011PLC166895

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Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 1 (One) existing equity share held by the Members.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent that they relate to Non-Resident Indians ("NRIs"), Foreign Institutional Investors ("FIIs") and other Foreign Investors, shall be subject to the approval of RBI or any other regulatory authority, if any.

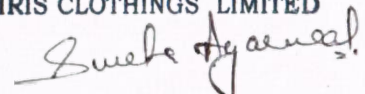
**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new Bonus Equity Shares and the Share Certificate/s in respect of the new Bonus Equity Shares will be issued in the same mode as held on the Record Date and the new Equity Shares will be credited in electronic form to the demat accounts of the Member/s who hold the existing Equity Shares in electronic form, within the period prescribed by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), the Board / Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including but not limited to fixing of 'Record Date', settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the Statutory Authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations."

Date: 15<sup>th</sup> May, 2025  
Place: Howrah

For and on behalf of the Board

Iris Clothings Limited  
**IRIS CLOTHINGS LIMITED**



Company Secretary  
Sweta Agarwal

Company Secretary

#### NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. In accordance with the provisions of the MCA Circulars and other applicable laws, rules and regulations, the Company is sending this Notice in electronic form only, to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agents viz., Cameo Corporate Services Limited ("RTA")/ Depositories and whose names appear in the Register of Members/ Beneficial Owners as on Friday, 16<sup>th</sup> May, 2025 ("Cut-off date"). All the Members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the Cut-off date shall treat this Notice for information purpose only.
3. As per the MCA Circulars, physical copy of this Notice along with Postal Ballot forms and pre-paid business reply envelope are not being sent to the Members. Accordingly, the Members are required to communicate their assent or dissent through e-Voting system only.

The Company hereby requests all its Members to register their email address, if not yet registered, with the Company's RTA, M/s. Cameo Corporate Services Limited or Depository Participant (DP), to enable the Company to provide all communications through email.

4. A copy of this notice has been placed on the website of the Company [www.irisclothings.in](http://www.irisclothings.in), the website of the Stock Exchange i.e., National Stock Exchange of India Limited and also on the website of Central Depository Services Limited (CDSL).
5. In Compliance with Section 108 and 110 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI Listing Regulations, the Company has provided e-voting facility to the Members to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). The instructions for electronic voting forms part of this Notice.
6. In accordance with the MCA Circulars, the relevant documents referred in Postal Ballot Notice will be made accessible for inspection through electronic mode. Members who wish to inspect are requested to send an e-mail to [accounts@irisclothings.in](mailto:accounts@irisclothings.in) mentioning their name, Folio No./Client ID and DP ID, with a self-attested copy of their PAN card attached to the e-mail.
7. The e-voting shall commence on Tuesday, 27<sup>th</sup> May 2025 at 9:00 a.m. (IST) and end on Wednesday, 25<sup>th</sup> June, 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the specified date and time. During this period, the Members of the Company holding shares as on the cut-off date, i.e., Friday, 16<sup>th</sup> May, 2025, may cast their vote by

electronic means. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

8. The Board of Directors of the Company has appointed Ms. Sweta Gupta, Practicing Company Secretary (ACS: 59873) and proprietor of M/s. RSG & Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
9. The Scrutiniser shall, after conclusion of the e-voting period, submit her report, within prescribed timelines, to the Chairman or any person so authorised by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website at [www.irisclothings.in](http://www.irisclothings.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the stock exchanges within two working days from last date of voting, i.e., on or before Friday, 27<sup>th</sup> June, 2025 at or about 5:00 p.m. Subject to receipt of requisite number of votes, the resolution mentioned in the Notice shall be deemed to be passed on Wednesday, 25<sup>th</sup> June 2025 i.e., last day of the e-voting period.
10. Institutional/Corporate Shareholders are encouraged to participate for the e-Voting. Corporate Shareholders intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer by email at [sgswetagupta13@gmail.com](mailto:sgswetagupta13@gmail.com) and the same should also be uploaded on the e-Voting portal of CDSL.
11. Resolution passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the Members.

#### **E-VOTING INSTRUCTIONS:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 27<sup>th</sup> May 2025 at 9:00 a.m. (IST) and end on Wednesday, 25<sup>th</sup> June, 2025 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16<sup>th</sup> May, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its

shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the</li></ol>

	<p>user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is 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>3) 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 or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click</li> </ol>

	on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name</b> or <b>e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL**

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant < IRIS CLOTHINGS LIMITED> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address

viz; [accounts@irisclothings.in](mailto:accounts@irisclothings.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

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 [accounts@irisclothings.in](mailto:accounts@irisclothings.in).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP);
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

The Board of Directors, at their meeting held on 15<sup>th</sup> May, 2025, subject to the approval of the Members of the Company, has approved issue of bonus shares to reward the shareholders for their continued support and loyalty. Acknowledging the unstinted support of shareholders who have steadfastly stood by the Company through this inspiring voyage of growth and transformation and with a view to encourage the participation of investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the shareholder base, the Board of Directors has recommended issue of bonus equity shares of Rs. 2/- (Rupee Two only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e., 1 (one) new fully paid-up equity share of Rs. 2/- (Rupee Two only) each for every 1 (one) existing fully paid-up equity share of Rs. 2/- (Rupee Two only) each by capitalizing its Free Reserves.

Pursuant to Section 63 of the Companies Act, 2013, the Company can issue the fully paid-up Bonus Shares by capitalizing the reserves and surplus and the Articles of Association of the Company permit capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including free reserve and / or retained earnings), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals, the issue of bonus equity shares requires members' approval. The bonus issue shall be implemented within two months from the date of the meeting of its Board of Directors i.e. 15<sup>th</sup> May, 2025, wherein the decision to announce the bonus issue was taken subject to Members' approval. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

Members are requested to note that, in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only.

The Board of Directors recommends the ordinary resolution in Item No. 1 of the Notice for approval by the Members.

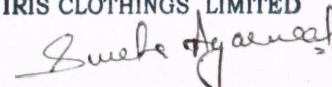
None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution no. 1 of the accompanying notice except to the extent of their shareholding in the Company, if any.

Date: 15<sup>th</sup> May, 2025

Place: Howrah

For and on behalf of the Board

Iris Clothings Limited  
**IRIS CLOTHINGS LIMITED**



Company Secretary  
**Sweta Agarwal**

Company Secretary