

**SECRETARIAL COMPLIANCE REPORT OF IRIS CLOTHINGS LIMITED FOR THE
YEAR ENDED 31ST MARCH, 2022**

I, Rajesh Ghorawat, Practising Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **Iris Clothings Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined *to the extent of Acts / provisions of the Acts applicable to Company*, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable for the period under review);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable for the period under review);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable for the period under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable for the period under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable for the period under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

RAJESH GHORAWAT
PRACTISING COMPANY SECRETARY

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(j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993
and circulars/ guidelines issued thereunder;
and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
NIL			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of Violation	Details of action taken e.g., fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	SEBI (ICDR) Regulations, 2018: The Exchange vide	2021	The Company, as and when asked, provided and submitted	NIL

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	letters dated 5 th October, 2020 and 13 th October, 2020 required further documents / details from the Company for granting In-principle approval for issue of bonus shares.		all the requisite documents / details to the Exchange for obtaining in-principle approval for bonus issue of shares.	
2.	Regulation 33 of SEBI (LODR) Regulations, 2015: The Exchange vide an email asked the Company to submit Full Result (XBRL Submission) for period ended 30 th September, 2020.	2021	The Company duly replied to Exchange that it is unable to upload the Full Results on NSE Portal due to technical error being popped up while submission. The error is still not resolved by NSE.	NIL
3.	The Exchange vide letter dated 8 th January, 2021 required further documents / details from the Company for granting In-Principle approval for migration of the Company from SME to Main Board.	2021	The Company, as and when asked, provided and submitted all the requisite documents / details to the Exchange for obtaining in-principle approval for migration to Main Board.	NIL
4.	The Exchange vide letter dated 4 th February, 2021 required further documents / details from the	2021	The Company, as and when asked, provided and submitted all the requisite documents / details to the	NIL

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	Company for granting Final approval for migration of the Company from SME to Main Board.		Exchange for obtaining final approval for migration to Main Board.	
5.	Movement in Price: The Exchange vide letter dated 25 th February, 2021 asked for explanation regarding significant price movement of the Company.	2021	The Company had duly given the clarification / explanation to the Exchange.	NIL
6.	Regulation 27 (Corporate Governance Report) of SEBI (LODR) Regulations, 2015: The Exchange vide email dated 6 th May, 2021 asked for relevant clarifications / details regarding Committee Meetings held during the quarter ended 31 st March, 2021.	2021	The Company had duly given the clarification / explanation to the Exchange.	NIL
7.	Regulation 31 (Shareholding Pattern) of SEBI (LODR) Regulations, 2015: The Exchange vide letter dated 26 th May, 2021 asked for relevant clarifications / details regarding change in	2021	The Company had duly given the clarification / explanation to the Exchange.	NIL

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	shareholdings of the promoters for the quarter ended 31 st March, 2021.			
8.	Regulation 25 (6) of SEBI (LODR) Regulations, 2015: The vacancy caused in the office of Independent Director due to resignation of Mr. Rajesh Kumar Rathi was filled by the Company after the time line mentioned in the SEBI (LODR) Regulations, 2015.		This Regulation was not applicable to the Company as it was listed on SME Platform until 22 nd February, 2021. However, during the quarter ended 31 st March, 2021, the Company had complied with the said regulation.	NIL




Rajesh Ghorawat
Practising Company Secretary
M.No. F7226
CP No. 20897

Date: 30th May, 2022
Place: Kolkata

ICSI Peer Review No.: 1992/2022
UDIN: F007226D000434950