



## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of the members of M/s. Iris Clothings Limited will be held on Tuesday, 3<sup>rd</sup> February, 2026 at 11.00 a.m. (IST) at the Registered Office of the Company at 103/24/1, Foreshore Road, Shibpur, Howrah - 711102 to transact the following businesses:

### SPECIAL BUSINESS:

**Item No. 1: Approval of appointment of Mr. Sanjay Jain (DIN: 00167765) as the Non-Executive Independent Director of the Company:**

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sanjay Jain (DIN: 00167765) who was appointed as an Additional Independent Director effective from 6<sup>th</sup> November, 2025, pursuant to the provisions of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice of candidature under Section 160, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 6<sup>th</sup> November, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No. 2: Approval of re-appointment of Mr. Santosh Ladha (DIN: 03585561) as the Managing Director of the Company:**

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and as amended from time

### **Iris Clothings Limited**

103/24/1, Foreshore Road, Howrah 711102, India  
+91 33 2637 3856 / 2640 4674 | [info@irisclothings.in](mailto:info@irisclothings.in)  
[irisclothings.in](http://irisclothings.in)  
CIN: L18109WB2011PLC166895

to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any and based on the performance evaluation, the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Santosh Ladha (DIN: 03585561), who is eligible for re-appointment, be and is hereby re-appointed as the Managing Director, for a term of 3 (three) consecutive years commencing from 30<sup>th</sup> July, 2026, on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Managing Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No. 3: Approval of re-appointment of Mrs. Geeta Ladha (DIN: 03585488) as the Whole-time Director of the Company:**

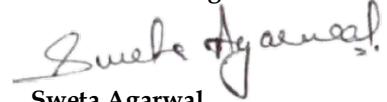
To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if any and based on the performance evaluation, the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Geeta Ladha (DIN: 03585488), who is eligible for re-appointment, be and is hereby re-appointed as the Whole-time Director, for a term of 3 (three) consecutive years commencing from 30<sup>th</sup> July, 2026 on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Whole-time Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

For Iris Clothings Limited



Sweta Agarwal  
Company Secretary

Date: 5<sup>th</sup> January, 2026

Place: Howrah

**Notes:**

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting ("the Meeting" / "EGM") is entitled to appoint a proxy to attend the meeting and vote on a poll, if any, instead of himself/herself and the proxy need not be a member of the Company. Proxy Form duly filled must reach the registered office of the Company not less than forty-eight hours before the meeting. A blank Proxy Form is annexed to this Notice. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to Scrutiniser at [rgadvisory18@gmail.com](mailto:rgadvisory18@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. M/s. Cameo Corporate Services Limited, having its registered office at Subramanian Building No. 1, Club House Road, Chennai - 600 002 is appointed as Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
4. For convenience of Members, an Attendance Slip is annexed to the Notice. Members/ Proxies are requested to affix their signatures at the space provided therein and thereafter handover the Attendance Slip at the venue of the meeting. The Proxy of a Member should mark on the Attendance Slip as "Proxy".
5. In case of joint holders, the 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 at the EGM.
6. The copy of EGM Notice is being sent to the members who have registered their email-ids with their depository participant/ Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company / Depository Participants / RTA which will be used for the purpose of sending the communications in future. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The members may note that the Notice of EGM will also be available on the Company's website [www.irisclothings.in](http://www.irisclothings.in), website of the National Stock

Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Central Depository Services Limited at [www.evotingindia.com](http://www.evotingindia.com).

7. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.
8. An Explanatory Statement pursuant to Section 102 of the Act in respect of the special businesses set out above and additional information of Director proposed to be re-appointed at the forthcoming EGM as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
9. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.
10. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 5.00 P.M. except holidays up to the date of the Meeting.
11. A Route Map locating the place of the EGM is annexed to this Notice.

**Voting Through Electronic Means:**

12. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an arrangement with **Central Depository Services (India) Limited** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.
13. Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM but shall not be entitled to cast their vote again.
14. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members. The shareholders can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will be considered invalid.

15. The remote e-voting period commences on **Saturday, 31<sup>st</sup> January, 2026 (9:00 am)** and ends on **Monday, 2<sup>nd</sup> February, 2026 (5:00 pm)**. During this period, members of the Company holding shares as on the cut-off date i.e., Tuesday, 27<sup>th</sup> January, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
16. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date, being Tuesday, 27<sup>th</sup> January, 2026. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
17. Any person who becomes member of the Company subsequent to the dispatch of the Notice of EGM and holds the shares as on the cut-off date i.e., Tuesday, 27<sup>th</sup> January, 2026 may obtain the Login ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Company/RTA. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
18. The Board of Directors has appointed Mrs. Pooja Bachhawat, Practising Company Secretary (ACS: 52835) as the Scrutinizer to scrutinize the remote e-voting and voting at the EGM in a fair and transparent manner.
19. The Voting Results declared along with the Scrutinizer's Report shall be placed on the website of Company's at [www.irisclothings.in](http://www.irisclothings.in), website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Central Depository Services Limited at [www.evotingindia.com](http://www.evotingindia.com).

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**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 Saturday, 31<sup>st</sup> January, 2026 at 9.00 a.m. and ends on Monday, 2<sup>nd</sup> February, 2026 at 5.00 p.m. 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 Tuesday, 27<sup>th</sup> January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 <b>CDSL Depository</b> | <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 cdsl 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</li> </ol> |

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|   | <p>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 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.cdsindia.com">www.cdsindia.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.cdsindia.com">www.cdsindia.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>   |
| <p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p> | <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</li> </ol> |

|   |   |
|---|---|
|   | <p>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.</p> <p>4) For OTP based login you can click 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 or 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 &amp; voting during the meeting.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p> | <p>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.</p>  |

**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 <b>CDSL</b> | 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 <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at  |

|  |   |
|--|---|
|  | evoting@nsdl.co.in or call at: 022 - 4886 7000 and<br>022 - 2499 7000 |
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**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) 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:

| <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b> |  |
|--|--|
| PAN  | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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<br><b>OR</b> Date of Birth (DOB)   | <p>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.</p> <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>                 |

(vi) After entering these details appropriately, click on "SUBMIT" tab.

- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <IRIS CLOTHINGS LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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; [rgadvisory18@gmail.com](mailto:rgadvisory18@gmail.com) and [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, 25th 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 OF THE COMPANIES ACT, 2013**

**Item No. 1**

Pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Jain (DIN: 00167765) was appointed as an Additional Non-Executive Independent Directors, not liable to retire by rotation, for a consecutive period of 5 years w.e.f. 6<sup>th</sup> November, 2025, subject to the approval and ratification by Shareholders at the General Meeting. The Company has received declaration that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Listing Regulations. He has not been debarred from holding the office of Director pursuant to any SEBI order.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") approval of Shareholders for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

He possesses appropriate skills, experience and knowledge and in the opinion of the Board, fulfill the conditions for appointment as a Non-Executive Independent Director as specified in the Act and the Listing Regulations as amended. The brief profile is annexed to this notice. The Company will benefit from his valuable experience, knowledge and counsel. Mr. Sanjay Jain will be entitled to receive remuneration by way of sitting fees as approved by the Board.

The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature as Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommend the Special Resolution set forth in Item No. 1 for approval of the Members.

#### **Item No. 2**

Pursuant to the provisions of Section 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mr. Santosh Ladha (DIN: 03585561) was re-appointed as the Managing Director for a period of 3 (three) years w.e.f 30<sup>th</sup> July, 2023. The tenure of Mr. Santosh Ladha is expiring on 29<sup>th</sup> July, 2026.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Santosh Ladha is eligible for re-appointment as a Managing Director of the Company.

The Company has received declaration from Mr. Santosh Ladha that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Santosh Ladha holds a Bachelor's degree in Commerce and has 28 years of experience in the textile industry. He is the founder promoter of the Company and has conceptualised and

externalised the brand DoReMe. He has in-depth understanding of the domestic readymade apparels market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 6<sup>th</sup> November, 2025 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mr. Santosh Ladha as detailed here under:

- a) Salary: The Managing Director shall receive a remuneration upto maximum of Rs. 2,00,00,000/- p.a. (Rupees Two Crore Only) which shall be as per provisions of Schedule V of the Companies Act, 2013.
- b) Perquisite: For such amount as may be decided by the Board of Directors.

**Duties and Powers:**

- a) The Managing Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**Other Terms and conditions:**

- a) The Managing Director shall not be liable to retire by rotation.
- b) The terms of appointment shall be subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Santosh Ladha if he becomes bankrupt or makes any composition or arrangement with his creditors or if he cease to be Director or commit a breach of any of the terms, conditions and stipulations herein contained on his part to be observed and performed.
- d) Mr. Santosh Ladha shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders

as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Santosh Ladha (the appointee), Mrs. Geeta Ladha and Mr. Baldev Das Ladha, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Santosh Ladha as Managing Director for a further period of 3 (three) consecutive years w.e.f. 30<sup>th</sup> July, 2026, for approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution set out at Item No. 2 of the accompanying Notice for your approval as Special Resolution.

### **Item No. 3**

Pursuant to the provisions of Section 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mrs. Geeta Ladha (DIN: 03585488) was appointed as the Whole-time Director for a period of 3 (three) years w.e.f 30<sup>th</sup> July, 2023. The tenure of Mrs. Geeta Ladha is expiring on 29<sup>th</sup> July, 2026.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs. Geeta Ladha is eligible for re-appointment as a Whole-time Director of the Company.

The Company has received declaration from Mrs. Geeta Ladha that she is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and she is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mrs. Geeta Ladha holds a Bachelor's degree in Commerce. She has 21 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products. She has been with the Company since its inception.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee at their meeting held on 6<sup>th</sup> November, 2025 & subsequently by the Board of Directors in their Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Mrs. Geeta Ladha as detailed here under:

- a) Salary: The Whole-time Director shall receive a remuneration upto maximum of Rs.

2,00,00,000/- p.a. (Rupees Two Crore Only) which shall be as per provisions of Schedule V of the Companies Act, 2013.

- b) Perquisite: For such amount as may be decided by the Board of Directors.

**Duties and Powers:**

- a) The Whole-time Director shall devote her full time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Whole-time Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Whole-time Director undertakes to employ the best of her skill and ability and to make her utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

**Other Terms and conditions:**

- a) The Whole-time Director shall be liable to retire by rotation.
- b) The terms of appointment shall be subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mrs. Geeta Ladha if she becomes bankrupt or makes any composition or arrangement with her creditors or if she cease to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on her part, to be observed and performed.
- d) Mrs. Geeta Ladha shall during her term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

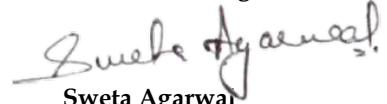
Except Mrs. Geeta Ladha (the appointee), Mr. Santosh Ladha and Mr. Baldev Das Ladha, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that her continued association would be of immense benefit to the Company.

Accordingly, the Board recommends the re-appointment of Mrs. Geeta Ladha as Whole-time Director for a further period of 3 (three) consecutive years w.e.f. 30<sup>th</sup> July, 2026, for approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice for your approval as Special Resolution.

For Iris Clothings Limited



Sweta Agarwal  
Company Secretary

Date: 5<sup>th</sup> January, 2026

Place: Howrah

## **Annexure A**

### **Brief Profile of Directors to be appointed / re-appointed at the Extra-Ordinary General Meeting:**

#### **a) Mr. Sanjay Jain**

Mr. Sanjay Jain is an MBA from IISWBM – Calcutta University and also holds Bachelors in Commerce degree. Mr. Sanjay Jain, Managing Director and CEO of the Inter State Oil Carrier Limited, a logistic company having office at Kolkata. He is a goal-oriented enthusiast, with an experience of more than 35 years in the Transportation Industry.

He is learner who thrive to gain knowledge, having association with The Indian Institute of Social Welfare & Business Management (IISWBM), under Calcutta University, as guest faculty, delivering lectures on courses of the MBA program on Supply Chain & Logistics Management. He is also a Governing Body member of Birla High School, the Treasurer of West Bengal Tanker's Association & Committee member of Calcutta Goods Transport Association. He has been on Panel discussion on several forms on commercial vehicles. He attended a Management Development Programme on Advanced Logistics Management at the IIM Ahmedabad.

He is not related to any Director and his office shall not be eligible for retirement by rotation. Further, he is not holding any shares in the Company.

He is not debarred from holding office of director by virtue of SEBI order or any such authority.

#### **b) Mr. Santosh Ladha**

Mr. Santosh Ladha holds a Bachelor's degree in Commerce and has 28 years of experience in the textile industry. He is the founder promoter of the Company and has conceptualised and externalised the brand DoReMe. He has in-depth understanding of the domestic readymade apparels market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.

He is husband of Mrs. Geeta Ladha (Whole-time Director) and son of Mr. Baldev Das Ladha (Non-Executive Director). He is not debarred from holding office of director by virtue of SEBI order or any such authority.

He is not holding Directorship/Committee Membership in any other listed company. He is holding 1,31,64,590 shares in the Company.

#### **c) Mrs. Geeta Ladha:**

Mrs. Geeta Ladha holds a Bachelor's degree in Commerce. She has 21 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products. She has been with the Company since its inception.

She is wife of Mr. Santosh Ladha (Managing Director) and daughter in law of Mr. Baldev Das Ladha (Non-Executive Director). She is not debarred from holding office of director by virtue of SEBI order or any such authority.

She is not holding Directorship/Committee Membership in any other listed company. She is holding 7,82,29,140 shares in the Company.

#### **Annexure B**

**Additional information as required pursuant to the provisions of Part II Section II(b)(iv) of schedule V of the Companies Act, 2013 in respect of item No. 2 and 3 of the notice is as follows:**

**A. GENERAL INFORMATION**

**1. Nature of Industry:**

The Company was incorporated on 27<sup>th</sup> August, 2011, in accordance with the provisions of Companies Act, 1956. The Company is engaged in manufacturing of Readymade Garments.

**2. Date or expected date of commencement of commercial production:**

Not applicable as the Company is already in operations.

**3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**4. Financial performance based on given indicators:**

| Particulars   | Year ended 31 <sup>st</sup> March, 2025 | Year ended 31 <sup>st</sup> March, 2024 | Year ended 31 <sup>st</sup> March, 2023 | Amount in lacs |
|---|---|---|---|----------------|
| Total Revenue   | 14,657.93                               | 12,201.81                               | 11,310.82                               |                |
| Total Expenses  | 12,876.38                               | 10,552.43                               | 10,190.35                               |                |
| Profit before Exceptional & Extraordinary Items and Tax | 1,781.55                                | 1,649.38                                | 1,120.47                                |                |
| Exceptional Items                                       | -                                       | -                                       | -                                       |                |
| Profit before Tax                                       | 1,781.55                                | 1,649.38                                | 1,120.47                                |                |
| <b>Profit after Tax</b>                                 | <b>1,312.23</b>                         | <b>1,221.19</b>                         | <b>825.89</b>                           |                |
| EPS   | 1.61                                    | 1.50                                    | 1.01                                    |                |

**5. Foreign Investments or collaborations, if any:**

Not Applicable, since the Company has not entered into any foreign investments or collaborations.

**B. INFORMATION ABOUT APPOINTEE / MANEGERIAL PERSONNEL**

|   |  |
|---|--|
| <b>Background Details</b>   | <p><b>Mr. Santosh Ladha:</b></p> <p>Mr. Santosh Ladha holds a Bachelor's degree in Commerce and has 28 years of experience in the textile industry. He is the founder promoter of the Company and has conceptualised and externalised the brand DoReMe. He has in-depth understanding of the domestic readymade apparels market. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team. He has been Managing Director in the Company for five years and was solely responsible for framing strategies of the business and implementation therein.</p> <p><b>Mrs. Geeta Ladha:</b></p> <p>Mrs. Geeta Ladha holds a Bachelor's degree in Commerce. She has 21 years of experience along with an unmatched exuberance in providing creative and innovative ideas to update the products. She has been with the Company since its inception.</p> |
| <b>Past Remuneration</b>  | Mr. Santosh Ladha: Rs. Upto Rs. 1.50 Crore<br>Mrs. Geeta Ladha: Rs. Upto Rs. 1.50 Crore  |
| <b>Recognition or awards</b>  | None   |
| <b>Job Profile</b>  | Mr. Santosh Ladha and Mrs. Geeta Ladha are responsible for handling the day to day operations of the Company which includes Management, Administration, Trading and Finance.   |
| <b>Remuneration Proposed</b>  | The remuneration upto maximum of Rs. 2,00,00,000/- per annum as proposed for further period of three years.  |
| <b>Comparative remuneration profile with respect to industry, size of the Company, profile of position and person</b> | The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the Managerial position and the credentials of Executive Director.   |
| <b>Pecuniary relationship directly or indirectly of the Company or relationship with Managerial Personnel, if any</b> | Not Applicable   |

## **C. OTHER INFORMATION**

### **1. Reasons of Inadequate Profit:**

During FY 2024-25, profitability was impacted by sector-specific challenges in the ready-made garments industry. Volatility in cotton and yarn prices increased production costs, while crude-linked input costs such as dyes, chemicals, packaging materials, and logistics remained elevated. Domestic apparel demand was uneven, competition intensified in both organised and unorganised markets and realisations were under pressure. Despite being a largely backward-integrated company (with in-house design, manufacturing and quality control) higher marketing and distribution expenditure to defend market share further affected margins. These factors collectively resulted in inadequate profits for the financial year.

To drive growth, Company has been aggressively expanding its distribution reach – through over 140+ distributors across 26 states and investing in Exclusive Brand Outlets (EBOs) as well as its D2C channel and e-commerce. These channel-development and brand-building investments depress near-term profitability.

In view of these challenges, the profitability headwinds in FY 24-25 were structural and driven by both cost pressures and the investments needed to scale. Nonetheless, the proposed remuneration of ₹ 2 cr per annum to the Managing Director is considered essential by the Board, given his pivotal role in navigating these challenges – steering design innovation (especially with licensed lines), optimizing operations across in-house manufacturing, expanding the D2C and EBO (Exclusive Brand Outlet) footprint and executing the long-term growth strategy for the DOREME brand.

### **2. Steps taken or proposed to be taken for improvement:**

The Company has taken adequate steps for enhancing sale volumes and expansion of distribution network domestically and globally. We have successfully launched our B2B platform for wholesalers giving them real time access to our inventory and improving the overall turnaround time. Additionally, we also launched the accessories line under our infants vertical. We have also successfully launched our D2C (Direct-to-Consumer) ecommerce platform [www.doreme.in](http://www.doreme.in) which would help our DOREME brand grow immensely and also enabling us to tap a much larger market opportunity by catering to the online customer base as well. We also have successfully signed two licensing agreements with UTV Software Communication Pvt. Ltd. (Disney) to use Disney and Marvel characters. This will provide us to design kids apparels around intellectual properties from Disney and Marvel movies and launch apparels in premium category for age groups between 0 to 16 years.

### **3. Expected increase in productivity and profits in measurable terms:**

We are optimistic with all the aforesaid developments IRIS Clothings is set to witness much improved performance both in Revenues and Profitability.

## **Attendance Slip**

*(Please fill in attendance slip and hand it over at the entrance of the meeting Hall.)*

I hereby record my presence at the Extra-Ordinary General Meeting of the Iris Clothings Limited to be held on Tuesday, 3<sup>rd</sup> February, 2026 at 11.00 a.m. (IST) at the Registered Office of the Company at 103/24/1, Foreshore Road, Shibpur, Howrah - 711102 and at any adjournment thereof.

| <b>DP-ID*</b>  |                                 |
|--|---------------------------------|
| <b>No. of shares held</b>  | <b>Client ID*</b>               |
| <b>Member / Proxy Name</b><br><i>(Please mention in block letters)</i> | <b>Member / Proxy Signature</b> |

\* Applicable for Members holding Shares in electronic form.

**THIS SECTION IS INTENTIONALLY LEFT BLANK**

### **FORM NO MGT-11 - PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                       |           |  |
|-----------------------|-----------|--|
| Name of the member(s) |           |  |
| Registered Address    |           |  |
| E-mail id             |           |  |
| Registered Folio No.  |           |  |
| DP-ID                 | Client ID |  |

I/We, being the member(s) holding \_\_\_\_\_ equity shares of M/s. Iris Clothings Limited hereby appoint:

Mr. \_\_\_\_\_ residing at \_\_\_\_\_ having email-id \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Iris Clothings Limited to be held on Tuesday, 3<sup>rd</sup> February, 2026 at 11.00 a.m. (IST) at the Registered Office of the Company at 103/24/1, Foreshore Road, Shibpur, Howrah - 711 102 and any adjournment thereof, in respect of such resolutions as are indicated below:

| Item No. | Resolutions  |
|----------|--|
| 1.       | Approval of appointment of Mr. Sanjay Jain (DIN: 00167765) as the Non-Executive Independent Director of the Company. |
| 2.       | Approval of re-appointment of Mr. Santosh Ladha (DIN: 03585561) as the Managing Director of the Company.             |
| 3.       | Approval of re-appointment of Mrs. Geeta Ladha (DIN: 03585488) as the Whole-time Director of the Company.            |

Signature of proxy holder(s)  
Date: \_\_\_\_\_, 2026

Revenue  
Stamp Re. 1/-

#### **Notes:**

- The Proxy form duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.

## ROAD MAP TO VENUE

