

NOTICE

Notice is hereby given that the 9th Annual General Meeting of the members of M/s. Iris Clothings Limited will be held on Tuesday, 29th September, 2020 at 03.00 p.m. at the registered office of the Company at 103/24/1, Foreshore Road, Shibpur, Howrah-711102 to transact following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year 2019-20 together with Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. Geeta Ladha (DIN: 03585488), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

For Iris Clothings Limited

Date: 26th August, 2020
Place: Howrah

Sweta Agarwal
(Company Secretary)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
4. The Register of Directors and Key Management Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, during business hours up to the date of the meeting.
8. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 23rd day of September, 2020 to Tuesday, the 29th day of September, 2020 (both days inclusive).

9. The Company has appointed M/s. **CAMEO CORPORATE SERVICES LTD (SEBI Registration No. INR000003753)**, Chennai as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as IRIS CLOTHINGS LIMITED.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Cameo Corporate Services Ltd.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Cameo Corporate Services Ltd.
12. SEBI has issued a circular dated 8th June, 2018 that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.
13. Notice of the AGM along with attendance slip, proxy form and annual report is being sent to all the members whose name appears in the Register of Members as on 21st August, 2020 at the e-mail IDs registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
14. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively. Copies of Annual Report will not be distributed to the members at the venue of the AGM. Members are requested to bring their copies of Annual Report at the time of Annual General Meeting.
15. Additional information, pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, in respect of the directors seeking appointment/reappointment at the AGM is furnished as annexure to the Notice. The directors have furnished consent/ declaration for

their appointment/ reappointment as required under the Companies Act, 2013 and the Rules thereunder.

16. As per Notification issued by Ministry of Corporate Affairs dated 19th March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions.
Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE of India Limited. Therefore, Company is not providing e-voting facility to its shareholders.
17. The facility for voting, through polling paper shall be made available to the members at the AGM. Poll is conducted under the supervision of the Scrutinizer appointed for poll. Scrutinizer decision on validity of vote will be final.
18. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.
19. The Board of Directors of the Company has appointed Mr. Rajesh Ghorawat, Practicing Company Secretary as a Scrutinizer, for conducting poll during the Annual General Meeting and to oversee voting process.
20. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

ANNEXURE TO THE NOTICE

Name of Director	Geeta Ladha
Date of birth	07/06/1979
Nationality	Indian
Date of first appointment on the board	27/08/2011
Qualification	Commerce Graduate
Experience in functional area	She Has an experience of 16 years, with an unmatched exuberance in providing creative and innovative ideas to update the products and has been with the company since its inception.
Relationship with other Directors	Wife of Mr. Santosh Ladha & Daughter-in-law of Mr. Baldev Das Ladha
Shareholding in the Company	22,07,547
List of directorships held in other listed Companies	Nil
Committee membership in other listed Companies	Nil

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 Annual General Meeting of the Company being held on **Tuesday, 29th day of September, 2020 at 03:00 P.M.** at the registered office 103/24/1, Foreshore Road, Shibpur, Howrah-711102 and at any adjournment thereof.

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

* 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 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 Annual General Meeting of the Company to be held on **Tuesday, 29th day of September, 2020 at 03:00 P.M.** at the registered office 103/24/1, Foreshore Road, Shibpur, Howrah-711102 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolution
1.	Adoption of Audited Financial Statement of the Company for the Financial Year 2019-20.
2.	To appoint a director in place of Mrs. Geeta Ladha (DIN: 03585488), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

Signature of Shareholder

Revenue Stamp of Re. 1/-

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy

Holder Date: _____, 2020

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 corporate, 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

