

# IRIS CLOTHINGS LTD.

103/24/1, Foreshore Road, Binani Metal Compound, Howrah – 711102

Office: +91 33-2640 4674, 33-2637 3856.

email: [accounts@irisclothings.in](mailto:accounts@irisclothings.in)

website : [www.irisclothings.in](http://www.irisclothings.in)

CIN : L18109WB2011PLC166895

GSTIN : 19AACCI6963K1Z0

## 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 Wednesday, 16<sup>th</sup> December, 2020 at 05.00 p.m. at the registered office of the Company at 103/24/1, Foreshore Road, Shibpur, Howrah-711102 to transact following business:

### SPECIAL BUSINESS:

**Item No. 1: Continuation of directorship of Mr. Baldev Das Ladha, Non-Executive Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Baldev Das Ladha (DIN: 03585566), aged 77 years, as a ‘Non-Executive, Non-Independent Director’ of the Company, liable to retire by rotation.”

**Item No. 2: Regularization of Mr. Manoj Tulsyan (DIN: 08919887), Additional Director as Non-Executive Independent Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary 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 Qualification of Directors) Rules, 2014, as amended from time to time, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Manoj Tulsyan (DIN: 08919887), who holds office of Additional Non-Executive Independent Director up to the Annual General Meeting be held in the year 2021 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 Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice of candidature under Section 160, be and is

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hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years.

**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: Regularization of Mrs. Savli Prabhakar Mangle (DIN: 07414487), Additional Director as Non-Executive Independent Director of the Company:**

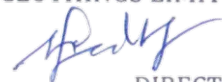
To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"**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 Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Savli Prabhakar Mangle (DIN: 07414487), who holds office of Additional Non-Executive Independent Director up to the Annual General Meeting which shall be held in the year 2021 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation 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 an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years.

**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**

IRIS CLOTHINGS LIMITED



DIRECTOR

**Santosh Ladha**

**Managing Director**

**(DIN: 03585561)**

Date: 21<sup>st</sup> November, 2020

Place: Howrah

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## NOTES:

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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 submitted 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.

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (‘the Act’) relating to the Special Business to be transacted at the EGM is annexed hereto.
- 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.
- 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.
- 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, during business hours up to the date of the meeting.
- 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 form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as IRIS CLOTHINGS LIMITED.
- Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository participants with whom they are maintaining their demat accounts.

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- 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.
- Notice of the EGM along with attendance slip and proxy form is being sent to all the members whose name appears in the Register of Members as on 20<sup>th</sup> November, 2020 at the e-mail IDs registered with the Company/ Depository Participant(s).
- 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 electronic mode, respectively.
- As per notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per erstwhile SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 are exempted from e-voting provisions. Our Company is listed on the Small & Medium Enterprise platform i.e., SME EMERGE Platform of National Stock Exchange of India Limited (NSE) and is exempted from providing e-voting facility.
- The facility for voting, through polling paper shall be made available to the members at the EGM. Poll will be conducted under the supervision of the Scrutinizer appointed for poll. Scrutinizer decision on validity of vote will be final.
- 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 Board of Directors of the Company has appointed Mr. Rajesh Ghorawat, Practicing Company Secretary as a Scrutinizer, for conducting poll during the Extra-Ordinary General Meeting and to oversee voting process.
- The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed.

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.1

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Baldev Das Ladha is a Non-Executive Director of the Company liable to retire by rotation. Mr. Baldev Das Ladha has been a Director of the Company since 27<sup>th</sup> August, 2011. Since, Mr. Baldev Das Ladha has attained the age of 77 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company.

Mr. Baldev Das Ladha has an experience of more than 42 years in the textile industry. His vast experience has been an asset to the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Mr. Baldev Das Ladha as a “Non-Executive Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company since its incorporation.

The Members are, therefore, requested to grant their approval by way of passing a Special Resolution for the continuation of directorship of Mr. Baldev Das Ladha (DIN: 03585566) as a ‘Non-Executive Director’ of the Company, liable to retire by rotation. His brief profile is annexed as Annexure I.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Mr. Santosh Ladha and Mrs. Geeta Ladha, is 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 Section 149, 150 and 161 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manoj Tulsyan was appointed as Additional Non-Executive Independent Directors of the Company by the Board of Directors of the Company w.e.f. 15.10.2020 for a consecutive period of 5 years 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

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the Act and under Listing Regulations. He has not been debarred from holding the office of Director pursuant to any SEBI order. He possesses appropriate skills, experience and knowledge and in the opinion of the Board and fulfill the conditions for appointment as an Non-Executive Independent Director as specified in the Act and the Listing Regulations as amended. The brief profile is annexed as Annexure II.

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 Ordinary Resolution set forth in Item No. 2 for approval of the Members.

### Item No. 3

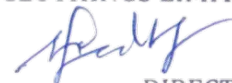
Pursuant to Section 149, 150 and 161 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Savli Prabhakar Mangle was appointed as Additional Non-Executive Independent Directors of the Company by the Board of Directors of the Company w.e.f. 21.11.2020 for a consecutive period of 5 years subject to the approval and ratification by Shareholders at the General Meeting. The Company has received declaration that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Listing Regulations. She has not been debarred from holding the office of Director pursuant to any SEBI order. She possesses appropriate skills, experience and knowledge and in the opinion of the Board and fulfill the conditions for appointment as an Non-Executive Independent Director as specified in the Act and the Listing Regulations as amended. The brief profile is annexed as Annexure III.

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 Ordinary Resolution set forth in Item No. 3 for approval of the Members.

**For Iris Clothings Limited**  
IRIS CLOTHINGS LIMITED



DIRECTOR  
Santosh Ladha

Managing Director  
(DIN: 03585561)

Date: 21<sup>st</sup> November, 2020

Place: Howrah

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## ANNEXURE TO THE NOTICE

### Annexure-I

<b>Name of Director</b>	Baldev Das Ladha
<b>Date of birth</b>	08/03/1943
<b>Nationality</b>	Indian
<b>Date of first appointment on the board</b>	27/08/2011
<b>Qualification</b>	Commerce Background
<b>Experience in functional area</b>	Rich experience in Finance and Tax
<b>Relationship with other Directors</b>	Father of Mr. Santosh Ladha, Managing Director
<b>Shareholding in the Company</b>	2,08,000 Equity Shares
<b>List of directorship held in other listed Companies</b>	Nil
<b>Committee membership in other listed Companies</b>	Nil

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## Annexure II

<b>Name of the Director</b>	Manoj Tulsyan
<b>Director Identification Number (DIN)</b>	08919887
<b>Date of Birth</b>	02.05.1976
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	15 <sup>th</sup> October, 2020
<b>Qualification</b>	Chartered Accountant
<b>Expertise in specific functional area</b>	16 years
<b>Shareholding in the Company</b>	Nil
<b>List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)</b>	Nil
<b>Memberships /Chairmanships of Audit and Stakeholder's Relationship Committees across public companies including the Company</b>	Nil
<b>Relationships between the Directors inter-se</b>	Nil



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## Annexure III

<b>Name of the Director</b>	Savli Prabhakar Mangle
<b>Director Identification Number (DIN)</b>	07414487
<b>Date of Birth</b>	21/12/1973
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	21 <sup>st</sup> November, 2020
<b>Qualification</b>	
<b>Expertise in specific functional area</b>	
<b>Shareholding in the Company</b>	Nil
<b>List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)</b>	Nil
<b>Memberships /Chairmanships of Audit and Stakeholder's Relationship Committees across public companies including the Company</b>	Nil
<b>Relationships between the Directors inter-se</b>	Nil

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## 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 Company being held on **Wednesday, 16<sup>th</sup> December, 2020 at 05.00 p.m.** at the registered office 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> <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**

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## 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 Extra-Ordinary General Meeting of the Company to be held on **Wednesday, 16<sup>th</sup> December, 2020 at 05.00 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.	Resolutions
1.	Continuation of directorship of Mr. Baldev Das Ladha as Non-Executive Director.
2.	Regularization of Appointment of Mr. Manoj Tulsyan as Non-Executive Independent Director.
3.	Regularization of Appointment of Mrs. Savli Prabhakar Mangle as Non-Executive Independent Director.

Revenue  
Stamp of  
Re. 1/-

Signature of Shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Date: \_\_\_\_\_, 2020

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## 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.

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## ROAD MAP TO VENUE

