

# 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 at a **shorter notice** on Monday, 12<sup>th</sup> October, 2020 at 11.00 a.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: Approval to increase the Authorised Share Capital of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupee Ten) each to Rs. 16,50,00,000/- (Rupees Sixteen Crores Fifty Lacs only) divided into 1,65,00,000 (Once Crore Sixty-Five Lacs) Equity Shares of Rs. 10/- (Rupee One) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 16,50,00,000/- (Rupees Sixteen Crores Fifty Lacs only) divided into 1,65,00,000 (One Crore Sixty-Five Lacs) Equity Shares of Rs. 10/- (Rupee Ten) each with rights, privileges and conditions attached thereto as are provided by the regulations of Company for time being with the power to increase or reduce the capital of the Company and to divide the shares in the capital for time being into classes and attach thereto respectively subject to the laws for the time being in force, such rights, privileges, or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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**Item No. 2: Ratification of the Issue of Bonus Shares in the ratio of 5:2 i.e., in the proportion of 5 (Five) equity shares for every 2 (Two) existing equity shares held by the Members:**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and in reference to the resolution passed by the members of the Company through Postal Ballot on 30<sup>th</sup> September, 2020, the bonus issue of equity shares in the ratio of 5:2 i.e., 5 (Five) equity shares for every 2 (Two) existing equity shares held by the Members, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For Iris Clothings Limited**

IRIS CLOTHINGS LIMITED



DIRECTOR

**Santosh Ladha**

**Managing Director**

**(DIN: 03585561)**

Date: 7<sup>th</sup> October, 2020

Place: Howrah

**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

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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.
- 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 1<sup>st</sup> October, 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.

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- 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.

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

### **Item No.1: Increase in Authorised Share Capital of the Company**

The present Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

Presently the Equity Shares of the Company are listed at the SME platform of NSE & the Company intends to migrate from SME platform of NSE to Main Board of NSE. In order to comply with the eligibility criteria for migration, the Company had declared bonus equity shares in the ratio of 5:2. Considering such ratio, the post allotment paid-up share capital of the Company will exceed the aforesaid Authorised Capital limit, therefore, it is proposed to increase the Authorised Share Capital of the Company to Rs. 16,50,00,000/- (Rupees Sixteen Crores Fifty Lacs only) divided into 1,65,00,000 (One Crore Sixty-Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

Pursuant to Section 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

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The resolution is therefore proposed at item no. 1 of the Notice to increase the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution.

The Directors recommend the resolution at item no.1 of the accompanying Notice for the approval of the Members of the Company.

**Item No. 2: Ratification of the Issue of Bonus Shares in the ratio of 5:2 i.e., in the proportion of 5 (Five) equity shares for every 2 (Two) existing equity shares held by the Members**

The Shareholders of the Company had passed a resolution on 30<sup>th</sup> September,2020 through Postal ballot for the issue of bonus equity shares of the Company in the ratio of 5:2, which results in increase of paid-up share capital of the Company up to Rs. 16,31,41,270/- (Rupees Sixteen Crores Thirty-One Lacs Forty-One Thousand Two Hundred Seventy Only). Presently the Company has sought approval from the shareholders to increase its authorized capital to commensurate with the post bonus paid up capital of the Company. Hence, approval of the members is hereby sought for ratification & confirmation of the resolution dated 30<sup>th</sup> September,2020 approving the bonus issue.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution.

The Directors recommend the resolution at item no.2 of the accompanying Notice for the approval of the Members of the Company.

**For Iris Clothings Limited**

IRIS CLOTHINGS LIMITED



DIRECTOR

**Santosh Ladha**  
**Managing Director**  
**(DIN: 03585561)**

Date: 7<sup>th</sup> October, 2020

Place: Howrah

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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 **Monday, 12<sup>th</sup> October, 2020 at 11:00 A.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.

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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 **Monday, 12<sup>th</sup> October, 2020 at 11:00 A.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.	Increase in Authorised Share Capital of the Company from Rs. 16,00,00,000/- to Rs. 16,50,00,000/-.
2.	Ratification of the Issue of Bonus Shares in the ratio of 5:2 i.e., in the proportion of 5 (Five) equity shares for every 2 (Two) existing equity shares held by the Members

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

