POOJA BACHHAWAT
PRACTISING COMPANY SECRETARY

105D, BIDHAN NAGAR ROAD,
BALAJEE GANGES APARTMENT,
BLOCK-A,FLAT NO.A101
ULTADANGA MAIN ROAD,
KOLKATA-700067

Email Id-rgadvisory18@gmail.com

Compliance Certificate

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/ modification thereof)

Date: 8th July, 2026

To
The Board of Directors,
Iris Clothings Limited
103/24/1, Foreshore Road
Shibpur, Howrah – 711 102

I, **Pooja Bachhawat,** Company Secretary in Practice (ACS - 52835; CP – 28111), have been appointed by Iris Clothings Limited (hereinafter referred to as 'Company'), bearing CIN L18109WB2011PLC166895 and having its registered office at 103/24/1, Foreshore Road Shibpur, Howrah – 711102 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, **(hereinafter referred to as "SEBI ICDR Regulations"**).

In accordance with the Regulations, the Company has proposed the issuance of an aggregate of upto 77,08,183 (Seventy Seven Lac Eight Thousand One Hundred and Eighty Three) fully paid-up equity shares with face value of INR 2 per share, fully paid up on a preferential basis with an issue price of INR 41.67 each/- in accordance with the SEBI ICDR Regulations and other applicable laws, **(hereinafter referred to as "Preferential issue")**. The Preferential Issue was approved at the meeting of Board of Directors of the Company held on Wednesday, 8th July, 2026.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company (more specifically, the following), as required under the aforesaid Regulations, I have verified that the Preferential Issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue:

1) Memorandum of Association and Articles of Association of the Company.

2) The present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern.

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3) Resolutions passed at the meeting of the Board of Directors held on 8th July, 2026.

4) List of Proposed Allottees.

5) The relevant date, is in accordance with Regulation 161 of the SEBI ICDR Regulations. The relevant date for the purpose of said minimum issue price i.e. floor price is Friday 3rd July, 2026 **("Relevant Date")**.

6) The statutory registers of the Company and the list of shareholders, issued by RTA:

   a) to note that the equity shares are fully paid up.
   b) all equity shares held by the proposed allottees (as applicable) in the Company are in dematerialised form.

7) Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the Relevant Date.

8) Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, during the 90 trading days preceding the Relevant Date.

9) Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;

10) Draft notice of Extraordinary General Meeting, Explanatory Statement, Share Purchase Agreement and Shareholders Agreement:

   a) to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the SEBI ICDR Regulations.
   b) to verify the tenure of the convertible securities of the Company that it shall not exceed eighteen months from the date of their allotment **(Not Applicable)**
   c) to verify the lock-in period as required under Regulation 167 of the SEBI ICDR Regulations.
   d) to verify the terms for payment of consideration and allotment as required under Regulation 169 of the SEBI ICDR Regulations.

11) Computation of the minimum price i.e. floor price of the Securities to be allotted in the Preferential Issue in accordance with the SEBI ICDR Regulations. The minimum issue price for the Preferential Issue of the Company based on the pricing formula prescribed under the SEBI ICDR Regulations has been worked out at INR 41.67/- per equity share.

12) Board/Shareholders' Resolution and Statutory Registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were

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previously subscribed by them; ***Not Applicable*** *(the Company has not issued any warrants prior to the Proposed Preferential Issue)*

13) Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; ***Not Applicable*** *(the shares of the Company are frequently traded shares)*

14) Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash and its submission to the stock exchanges where the equity shares of the Company are listed;

15) Verified the relevant statutory records of the company to confirm that:

    a) It has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.

    b) It is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

Additional verification in case of preferential issue of shares of companies having stressed assets as per Regulation 164A : Not Applicable

1) disclosures w.r.t. the defaults relating to payment of interest/ repayment of principal amount on loans in terms of SEBI Circular dated November 21, 2019; ***Not Applicable***

2) The Inter-creditor agreement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 07, 2019; ***Not Applicable***

3) credit rating report of the financial instruments that it has been downgraded to “D”; ***Not Applicable***

4) Agreement(s)/documents related to arrangement for monitoring the use of proceeds by a public financial institution or by a scheduled commercial bank, which is not a related party to the Company; ***Not Applicable***

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of Relevant Date & minimum price of Securities and making estimates that are reasonable in the circumstances.

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I am not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. For the purpose of concluding the status of trading by the proposed allottees 90 trading days prior to the relevant date in the Shares of the Company, I have verified from the System Driven Disclosures available on stock exchange website.
5. This certificate is solely for the intended purpose of compliance in terms of aforesaid SEBI ICDR Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid SEBI ICDR Regulations.

Certification:

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

Pooja Bachhawat

POOJA BACHHAWAT PRACTISING COMPANY SECRETARY

Pooja Bachhawat
Practicing Company Secretary
ACS: 52835
CP: 28111
UDIN: A052835H000774787
Peer Review No. 7001/2025

Date: 8th July, 2026