



IRIS BUSINESS SERVICES LIMITED

Corporate Identity No. (CIN): L72900MH2000PLC128943

Registered Office: T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi, Navi Mumbai – 400703, Maharashtra, India | Tel No. +91 22 6723 1000| Fax: +91 22 2781 4434

Website: www.irisbusiness.com | E-mail: cs@irisbusiness.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Saturday, 25 th October, 2025 at 9.00 A.M. IST	Sunday, 23 rd November, 2025 at 05.00 PM IST

Dear Members,

NOTICE is hereby given to the Members (“the Members or the Shareholders”) that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively ‘MCA Circulars’), the resolution set out below is proposed to be passed by the Members of IRIS Business Services Limited (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (‘RTA’). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members shall take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the ‘Notes’ section of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.irisbusiness.com.



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Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Sunday, 23rd November, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:

- 1. Approval for change of name of the Company from “IRIS Business Services Limited” to “IRIS RegTech Solutions Limited” and consequent amendment of Memorandum of Association and Articles of Association 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 4, 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules there under, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and subject to the approval(s)/ consent(s) or permission(s) of the Stock Exchanges, Ministry of Corporate affairs, Central Government and any other regulatory and statutory authorities, as may be required, consent of the members be and is hereby accorded to change the name of the Company from “**IRIS**

Business Services Limited” to “IRIS RegTech Solutions Limited”;

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the old name “IRIS Business Services Limited” as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents including agreements and contracts entered into by the Company and at all other places wherever appearing to be substituted with the new name “**IRIS RegTech Solutions Limited**”;

RESOLVED FURTHER THAT any one of the Directors of the Company, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including making, signing and executing and filing necessary applications, forms, papers, documents and furnish information as may be considered necessary or expedient including appointing attorney(ies) or authorised representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be required from time to time and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**By Order of the Board of the Directors
For IRIS Business Services Limited**

Place: Vashi, Navi Mumbai

Date: Friday, 24th October, 2025

Registered Office:

T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi, Navi Mumbai – 400703, Maharashtra, India

CIN: L72900MH2000PLC128943

Tel No. +91 22 6723 1000 | **Fax:** +91 22 2781 4434

Website: www.irisbusiness.com

E-mail: cs@irisbusiness.com

**Sd/-
Santoshkumar Sharma
Company Secretary & Compliance Officer
Membership No.: ACS 35139**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/MUFG Intime India Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on **Friday, 17th October, 2025** ('**Cut-Off Date**') and whose email addresses are registered with the Company/ RTA/Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 15 of this Notice.
5. The remote e-voting shall commence on **Saturday, 25th October, 2025 at 9:00 a.m. (IST)** and shall end on **Sunday, 23rd November, 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors has appointed Mr. Rishit Shah (Membership No. FCS 9522; COP 26870), Proprietor of Rishit Shah & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Monday, 24th November, 2025**. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.irisbusiness.com, on the website of NSDL at www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on **Sunday, 23rd November, 2025**.
9. A copy of this Notice is also available on the website of the Company at www.irisbusiness.com, the website of BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.



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10. The vote in this Postal Ballot cannot be exercised through proxy.
11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to cs@irisbusiness.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
12. Members are requested to register the email address with their concerned Depositories, in respect of electronic holding and with the Company/RTA in respect of physical holding. Please visit www.irisbusiness.com to know more about the registration process.
13. Those Members who have already registered their email addresses, are requested to keep their email addresses validated with their Depositories/Depository Participants/RTA to enable servicing of notices/documents/ Annual Reports and other communication electronically to their email address in future.
14. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
15. **The instructions for Equity Shareholders for remote e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 25th October, 2025 at 09:00 A.M. and ends on Sunday, 23rd November, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 17th October, 2025, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 17th October, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System MyEasi Tab and then user your existing MyEasi username & password. 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 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyEasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat
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	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly



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authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rishitshahco@gmail.com with a copy marked to evoting@nsdl.com and cs@irisbusiness.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL or Mr. Amit Vishal, Deputy Vice-President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@irisbusiness.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@irisbusiness.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013.

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (“SS-2”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the following statement sets out the material facts relating to Agenda item as set out in this Notice.

Item No.1

Change in the name of the Company from “IRIS Business Services Limited” to “IRIS RegTech Solutions Limited”.

The Board of Directors, vide their resolution dated Monday, 13th October, 2025, considered and approved a proposal for change of name of the Company from “IRIS Business Services Limited” to “IRIS RegTech Solutions Limited” (or such other name as may be approved by the Registrar of Companies) to more accurately reflect the Company’s present business model and strategic direction.

A. Background & evolution

When the Company was incorporated, its primary focus was more on providing outsourced services for regulatory filings, which justified the term “Business Services” in its name. Over the years, however, the Company has undergone a significant transformation in its business model, moving away from a service-centric approach to becoming a product centric and technology-driven enterprise.

B. Current operating model & offerings

Today, IRIS operates as a global provider of advanced technology solutions in the domains of SupTech, RegTech, and DataTech. These solutions empower regulators and enterprises to design, collect, manage and author regulatory data and reports through digital platforms. The Company’s flagship offerings include IRIS iFile for regulators, IRIS Carbon for enterprises, IRIS iDeal for Banks and Financial institutions and IRIS Peridot for data analytics, all of which leverage cutting-edge technologies and advanced data processing frameworks. The term “Business Services” no longer represents the Company’s core identity or strategic direction. Instead, the Company’s focus is on delivering Regulatory Technology solutions that enable compliance automation, unified reporting, data standardization, and digital transformation across the information supply chain for clients across the globe. The

proposed new name, IRIS RegTech Solutions Limited, accurately captures this focus and positions the Company as a leader in the RegTech space, a globally recognized industry segment that is witnessing rapid growth and adoption.

C. Why “IRIS RegTech Solutions Limited”

1. **Accuracy of descriptor:** “Business Services” no longer describes the Company’s core activity; “RegTech” does. The proposed name IRIS RegTech Solutions Limited precisely communicates the Company’s technology first, compliance centric positioning.
2. **Global clarity:** “RegTech” is a globally understood industry category, the proposed name enhances discoverability and credibility in international markets and among regulators, issuers, partners, and investors.
3. **Stakeholder alignment:** Investors, customers, and employees will immediately understand that the Company’s capabilities are products and platforms for regulatory compliance and supervisory technology not generic services.
4. **Future ready brand architecture:** The new name creates an umbrella identity under which SupTech, RegTech, and DataTech product lines can scale, while preserving the IRIS master brand equity.

D. Regulatory framework & compliance

1. Companies Act, 2013:

The change of name requires shareholders’ approval by special resolution under Section 13, followed by filing application with the office of the Registrar of Companies, for procuring a fresh Certificate of Incorporation.

2. SEBI (LODR) Regulations, 2015 – Regulation 45:



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- a) A listed entity may change its name subject to:
(a) one year having elapsed from the last name change; and either (b) $\geq 50\%$ revenue from the activity suggested by the new name in preceding 1 year or (c) $\geq 50\%$ of assets invested in the new activity/project.
- b) In terms of Reg. 45(3), a Certificate is obtained from M/s PKJ & Co., Chartered Accountants, Mumbai (Firm registration number 124115W dated October 13, 2025 in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations is annexed hereto and forms part of this notice and explanatory statement thereon. The certificate shall be submitted to the Stock Exchange(s) while seeking their approval.
- c) The Company has obtained name availability certificate from the Registrar of Companies and is in process of seeking In-principle approval of Stock Exchanges.

E. Consequential amendments

Subject to the above approvals:

1. Clause I (Name Clause) of the Memorandum of Association shall be substituted to reflect the new name.
2. All references to the existing name in the Memorandum and Articles of Association shall stand replaced with the new name.
3. The Board (including any Committee), and any of the Whole-time Directors and/or Key Managerial Personnel, shall be severally authorized to take all

Place: Vashi, Navi Mumbai

Date: Friday, 24th October, 2025

Registered Office:

T-231, Tower 2, 3rd Floor, International Infotech Park, Vashi Station, Vashi, Navi Mumbai – 400703, Maharashtra, India

CIN: L72900MH2000PLC128943

Tel No. +91 22 6723 1000 | **Fax:** +91 22 2781 4434

Website: www.irisbusiness.com

E-mail: cs@irisbusiness.com

incidental actions, including filings, fee payments, modifications as may be required by authorities, and to carry out all updates across statutory registrations, licenses, bank accounts, contracts, and records.

F. Documents available for inspection

The documents referred to in the Explanatory Statement will be available for inspection at the Registered Office during business hours on all working days up to Sunday, 23rd November, 2025, 05:00 pm IST. Members seeking to inspect such documents may send an email to cs@irisbusiness.com.

G. Board recommendation

The proposed change to IRIS RegTech Solutions Limited is a strategic alignment of the Company's legal name with its core business and global positioning. It clarifies market identity, supports international growth, and meets Regulation 45 (LODR) expectations that a listed entity's name should reflect its principal activity.

The Board recommends the resolution as set out at Item No. 1 of this notice for your approval as a special resolution. The proposed change of name will not affect any of the rights of the Company or of the shareholders/ stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

H. Interests of Directors and KMP

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested in the proposed resolution, except to the extent of their shareholding, if any.

**By Order of the Board of the Directors
For IRIS Business Services Limited**

**Sd/-
Santoshkumar Sharma
Company Secretary & Compliance Officer
Membership No.: ACS 35139**

To,

Board of Directors,

IRIS Business Services Limited

T-231, Tower 2, 3rd Floor, International Infotech Park,

Vashi Station, Vashi, Maharashtra, India, 400703

Practicing Chartered Accountant's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This certificate is issued in accordance with the terms of our engagement letter dated October 13, 2025.
2. We have been requested by the management of IRIS Business Services Limited (**'the Company'**), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') for change of the name of the Company from "IRIS Business Services Limited" to " IRIS RegTech Solutions Limited".

Management's Responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Listing Regulation.

Our Responsibility

5. Our responsibility is to provide a reasonable assurance whether the Company is in compliance with conditions specified in Sub Regulation (1) of Regulation 45 of the Listing Regulations.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination as above and on the basis of information and explanations provided to us by the management, we certify that:

Regulation	Particulars	Our Opinion
45(1)(a)	A time period of at least one year has elapsed from the last name change.	The Company has not changed its name since at least last one year period.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	There is no change in the business activity and the proposed name change is only to align the Company name with its core offering. Accordingly, the condition that at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name, is not applicable to the Company.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity	There is no change in the business activity and the proposed name change is only to align the Company name with its core offering. Accordingly, the condition that the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity, is not applicable to the Company.

Restrictions On Use

9. The certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement to the Notice of Postal Ballot and any intimation to the stock exchanges and should not be used for any other purpose without our prior written consent.

For PKJ & Co.

Chartered Accountants

Firm Reg. No: 124115W


Rishabh Jain

Partner

Membership No.: 176309



Date: October 13, 2025

Place: Mumbai

UDIN: 25176309BMMBYF7139