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IRIS RegTech Solutions Limited

(Formerly Known as IRIS Business Services Limited)

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.irisregtech.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
Friday, 19 December, 2025 at 9.00 A.M. IST	Saturday, 17 January, 2026 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 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (collectively **‘MCA Circulars’**), the resolution as set out below is proposed to be passed by the Members of IRIS Regtech Solutions 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, 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.irisregtech.com.

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



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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 Saturday, 17 January, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:

- 1. To approve the appointment of Mr. Madhavan Hariharan (DIN 07217072) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Madhavan Hariharan (DIN 07217072), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from November 14, 2025 till November 13, 2030, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of the Directors
For IRIS RegTech Solutions Limited
(Formerly Known as IRIS Business Services Limited)**

Sd/-

Santoshkumar Sharma
Company Secretary & Compliance Officer
Membership No.: ACS 35139

Place: Vashi, Navi Mumbai

Date: Thursday, 18 December, 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.irisregtech.com

E-mail: cs@irisbusiness.com



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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, 12 December, 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 **Friday, 19 December, 2025 at 9:00 a.m. (IST)** and shall end on **Saturday, 17 January, 2026 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. The Scrutinizer has also given his consent to the appointment
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, 19 January, 2026**. 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.irisregtech.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 **Saturday, 17 January, 2026**.
9. A copy of this Notice is also available on the website of the Company at www.irisregtech.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.irisregtech.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

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

The remote e-voting period begins on Friday, 19 December, 2025 at 09:00 A.M. and ends on Saturday, 17 January, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter and e-voting will not be allowed beyond the said date and time. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 12 December, 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, 12 December, 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:

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.



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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***



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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
 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.

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:



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No.1

Appointment of Mr. Madhavan Hariharan (DIN 07217072) as an Independent Director of the Company.

The Nomination and Remuneration Committee, after taking into consideration the skills, expertise and competencies required for the Board in the context of the business sector of the Company, recommended to the Board of Directors, that Mr. Madhavan Hariharan's qualifications and the rich experience in the areas of Strategy, Finance, Governance, Risk Management, Audit and Treasury meets the skills and capabilities required for the role of Independent Director of the Company. Accordingly, the Nomination and remuneration Committee recommended to the Board his appointment as an Additional Director, designated as an Independent Director of the Company, pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company.

The Board is also of the opinion that of Mr. Madhavan Hariharan possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his association would be of immense benefit to the Company. Accordingly, the Board of Directors vide resolution dated November 13, 2025, approved the appointment of Mr. Madhavan Hariharan (DIN 07217072), with effect from November 14, 2025, as an Additional Director, designated as an Independent Director of the Company, subject to the approval of members of the Company.

Mr. Madhavan Hariharan is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Madhavan Hariharan that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Madhavan Hariharan for the office of Independent Director of the Company. In the opinion of the NRC and the Board of Directors, Mr. Madhavan Hariharan fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Madhavan Hariharan is independent of the management.

Mr. Madhavan Hariharan is a Chartered Accountant (ACA), Company Secretary (ACS) and Certified Information System Auditor (CISA), with an international experience. He has also done multiple leadership programs at Harvard, Wharton and IIM.

Mr. Madhavan Hariharan is currently working as the Group CFO and Head of Strategy at the CKA Birla Group and has been associated with them for the past seven years. The CKA Birla Group is a \$3B group and has presence in India, Europe, USA; across four listed and five unlisted companies and multiple non-profit institutions. In this role, he is responsible for Group Strategy, Finance, Governance & Risk Management and actively supports Leadership hiring and capability building, reporting directly to the Chairpersons of the Group. Prior to joining CKA Birla Group, he has worked with Royal Philips, Netherlands (1998-2017) in various capacities as CFO, Emerging Markets, Healthcare; CFO Automotive Lighting; CFO India and Group roles including global Finance Transformation, Go to Market, Restructuring and M&A. His career in Philips was spent across India, China, and Netherlands, with multiple global and regional



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responsibilities. He has also worked with Ashok Leyland, PepsiCo, TATA SIA, Telecom Startup across many functions such as Internal Audit, Treasury, Financial Planning and Analysis and Controllership.

Details of Mr. Madhavan Hariharan pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Madhavan Hariharan as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Madhavan Hariharan as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Madhavan Hariharan as an Independent Director of the Company.

Copy of the letter of appointment issued to Mr. Madhavan Hariharan setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to cs@irisbusiness.com. Mr. Madhavan Hariharan is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Relatives of Mr. Madhavan Hariharan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

**By Order of the Board of the Directors
For IRIS RegTech Solutions Limited
(Formerly Known as IRIS Business Services Limited)**

Sd/-

Santoshkumar Sharma
Company Secretary & Compliance Officer
Membership No.: ACS 35139

Place: Vashi, Navi Mumbai

Date: Thursday, 18 December, 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.irisregtech.com

E-mail: cs@irisbusiness.com



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Annexure to the Postal Ballot Notice

Name	Mr. Madhavan Hariharan
DIN	07217072
Age	59 years
Date of Birth	14.04.1966
Qualifications	<ol style="list-style-type: none"> 1. Chartered Accountant (ACA), 2. Company Secretary (ACS) and 3. Certified Information System Auditor (CISA), with an international experience.
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Madhavan is currently working as the Group CFO and Head of Strategy at the CKA Birla Group and has been with them for the past seven years. The CKA Birla Group is a \$3B group and has presence in India, Europe, USA; across four listed and five unlisted companies and multiple non-profit institutions. In this role, he is responsible for Group Strategy, Finance, Governance & Risk Management and actively supports Leadership hiring and capability building, reporting directly to the Chairpersons of the Group.</p> <p>Prior to joining CKA Birla Group, he has worked with Royal Philips, Netherlands (1998-2017) in various capacities as CFO, Emerging Markets, Healthcare; CFO Automotive Lighting; CFO India and Group roles including global Finance Transformation, Go to Market, Restructuring and M&A. His career in Philips was spent across India, China, and Netherlands, with multiple global and regional responsibilities.</p> <p>He has also worked with Ashok Leyland, PepsiCo, TATA SIA, Telecom Startup across many functions such as Internal Audit, Treasury, Financial Planning and Analysis and Controllership.</p>
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY2024-25)	Not Applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	November 14, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.
Number of meetings of the Board attended	<p>FY2024-25: Not Applicable</p> <p>FY2025-26: (till the date of this Postal Ballot Notice): 100% (1 meeting held)</p>
Directorships of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. Innovative Infra & Mining Solutions Limited 2. Galaxy Surfactants Ltd 3. Birlasoft INC 4. Kwaliti Wall's (India) Limited



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Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice

1. Galaxy Surfactants Ltd
 - Audit Committee - Chairman
 - Nomination and Remuneration Committee - Member
 - Stakeholder Relationship Committee - Member
 - Risk Management Committee - Member
2. Kwaliti Wall's (India) Limited
 - Audit Committee - Chairman
 - Nomination and Remuneration Committee - Member
 - Risk Management Committee - Member

Listed entities from which the Director has resigned in the past three years

NIL

**By Order of the Board of the Directors
For IRIS RegTech Solutions Limited
(Formerly Known as IRIS Business Services Limited)**

Sd/-

Santoshkumar Sharma
Company Secretary & Compliance Officer
Membership No.: ACS 35139

Place: Vashi, Navi Mumbai

Date: Thursday, 18 December, 2025

Registered Office:

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

CIN: L72900MH2000PLC128943

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