



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2nd Annual General Meeting of the members of Iris Transportation Services Private Limited (the “**Company**”) will be held at a shorter notice on Friday on August 19, 2022, through Video Conferencing (‘VC’)/ Other Audio-Visual Means (‘OVAM’) to transact the following business:

1. Ordinary Business:

To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at March 31, 2022, Statement of Profit & Loss Account along with Cash Flow Statements for the period ended on that date and Explanatory Notes annexed to, or forming part of any document referred above, the Auditors’ Report thereon and the Directors’ Report thereto.

Special Business:

2. To consider and approve appointment of Mr. Pankaj Madan (Director Identification Number: 03016953) as Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, **Mr. Pankaj Madan (Director Identification Number: 03016953)**, who was appointed as an Additional Director of the Company w.e.f. July 5, 2022 by the Board of Directors, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT all the Director of the Company, individually, Company Secretary and the CFO of the Company be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, to update the statutory registers and to do all such other acts, deeds and things as may be necessary to give effect to this resolution.”

REGISTERED OFFICE
IRIS TRANSPORTATION SERVICES PVT. LTD.
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28, Barakhamba Road, New Delhi – 110001,
Telephone : +91 11 4351 3100

CORPORATE OFFICE
4th Floor, Block 3B,
DLF Corporate Park,
DLF City Phase – III, Gurugram,
Haryana, 122002.

Telephone : +91 0124 4292521
CIN : U63030DL2020PTC367959
Website : www.movin.in



3. To consider and approve change of name of the Company and alteration of Memorandum and Article of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws, regulations, policies or guidelines, the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of the Central Government (the ‘Registrar of Companies’) and other regulatory authorities, as may be applicable (“**appropriate authority**”), consent of the members of the Company be and is hereby accorded to change the name of the Company from “**Iris Transportation Services Private Limited**” to **Movin Express Private Limited**.

RESOLVED FURTHER THAT consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause I in place of the existing Clause I.:

“The name of the Company is Movin Express Private Limited.”

and the name of the Company “**Iris Transportation Services Private Limited**” wherever appearing in Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name **Movin Express Private Limited** upon approval of the same by the appropriate authority.

RESOLVED FURTHER THAT all the Directors of the Company, individually and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as may deem necessary or desirable for and on behalf of the Company including signing, verifying, executing and filing all necessary forms, agreements and documents with the Registrar of Companies and such other authorities as may be required.”

For **IRIS TRANSPORTATION SERVICES PRIVATE LIMITED**

Name: Pankaj Arora

Designation: Company Secretary

M. No: 26414

Date: August 11, 2022

Place: Gurgaon

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Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of items mentioned in the notice, annexed hereto that forms part of this notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) pursuant to its General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 5, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 02/21 dated January 13, 2021; 19/21 dated December 8, 2021; 21/2021 dated December 14, 2021; and 2/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013 has allowed companies to conduct general meetings through video conferencing (“VC”) or other audio visual means (“OAVM”), without the physical presence of the members at a common venue. Accordingly, the annual general meeting (‘AGM’) of the Company is to be held through VC/OAVM only.
3. Under the provisions of Section 101 of the Companies Act, 2013, an AGM can be called and held on shorter notice with the consent of all the members holding share capital of the Company having voting rights with the consent from all the members for holding AGM at a shorter notice
4. Since the AGM is being held through VC/OAVM, in terms of the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available for the AGM, as provided in the MCA Circulars and the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 representatives of the members may be appointed for the purpose of participation in the AGM through VC/OAVM Facility.
5. The details of the meeting and the instructions to attend, i.e., access link to the meeting by video conferencing or other audio visual means, login credentials, helpline numbers, contact details of a designated person who shall provide assistance for access to the AGM, will be provided separately.
6. The facility for joining the AGM will be kept open 15 minutes before the scheduled time of the meeting and shall not be closed until the expiry of 15 minutes after the scheduled time of the meeting.

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7. Since the AGM will be held through VC/OAVM, the requirement of attaching the route map for the AGM venue is also dispensed with and accordingly the route map is not annexed to this Notice.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Corporate members are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote at the AGM.
10. In terms of Section 20 of the Companies Act, 2013, the notice is being sent to all the Members on the electronic mail address as provided by the Registrar or the Member from time to time for sending communications in accordance with the framework provided in the MCA circulars. No physical copy would be dispatched and all documents will be available for inspection electronically.
11. Members are requested to notify any change in their registered address along with pin code and quote their respective ledger folio number/ on every communication with the Company.
12. The Chairman of the AGM may conduct a vote by show of hands, unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Companies Act, 2013. Where a poll on any item is required, the members shall cast their votes on the resolutions only by sending e-mails to the relevant email ID through their email addresses which are registered with the Company.

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**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(Annexed to the Notice)**

Item No. 2

Pursuant to clause 5.1 of the Shareholders' Agreement dated June 30, 2021 amongst Iris Transportation Services Private Limited (the "Company"), InterGlobe Enterprises Private Limited ("InterGlobe"), Iris Holding I Inc. ("Iris I") and Iris Holding II Inc. ("Iris II", and together with Iris Holding I Inc., "UPS") read with Article 5.1 of Part B of the Articles of Association of the Company, InterGlobe, vide its letter dated June 27, 2022, has nominated Mr. Pankaj Madan for his appointment as a director on the Board of the Company. Accordingly, the Board of Directors of the Company on July 5, 2022 appointed Mr. Pankaj Madan as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Pankaj Madan holds office up to the date of this Annual General Meeting.

The Board recommends the ordinary resolution in relation to appointment of Mr. Pankaj Madan as Director for the approval of the members of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

Name of Director	Mr. Pankaj Madan
Age	57 years
Date of First Appointment on the Board	July 5, 2022
Qualification(s)	Chartered Accountant from the Institute of Chartered Accountants of India, MBA (Technology Management) from Deakin University Australia, LLB and B.Sc. (Physics) from Delhi University
Shareholding in the Company	Nil
Experience	31 years
Terms and conditions of appointment/ re-appointment along with the remuneration sought to be paid and the remuneration last drawn by such person	Appointment as Non- Executive Director and no remuneration was paid to him.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Number of meetings of the	Nil

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board attended during the year	
Other Directorships	<ol style="list-style-type: none">1. Triguna Hospitality Ventures Private Limited2. Caddie Hotels Private Limited3. Accent Hotels Private Limited4. Srilanand Mansions Private Limited5. Techpark IIotels Private Limited6. Pegasus Buildtech Private Limited7. Ashford Properties Private Limited8. InterGlobe Hotels Private Limited9. InterGlobe Air Transport Limited10. Calleo Distribution Technologies Private Limited11. InterGlobe Technology Quotient Private Limited12. InterGlobe Aircraft Management Services Private Limited13. Acquire Infrastructure Private Limited14. InterGlobe Business Solutions Private Limited15. SARV Estate Private Limited16. HMS Real Estate Private Limited17. CAE Simulation Training Private Limited
Committee positions held in other Companies	<p>InterGlobe Hotels Private Limited-</p> <ul style="list-style-type: none">• Finance Committee• Investment Committee• Corporate Social Responsibility (CSR) Committee <p>InterGlobe Air Transport Limited</p> <ul style="list-style-type: none">• CSR Committee <p>HMS Real Estate Private Limited</p> <ul style="list-style-type: none">• CSR Committee <p>InterGlobe Business Solutions Private Limited</p> <ul style="list-style-type: none">• CSR Committee <p>Triguna Hospitality Ventures (India) Private Limited</p> <ul style="list-style-type: none">• Audit Committee <p>Caddie Hotels Private Limited</p> <ul style="list-style-type: none">• Audit Committee <p>CAE Simulation Training Private Limited</p> <ul style="list-style-type: none">• CSR Committee

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Except Mr. Pankaj Madan, Additional Director of the Company, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

Item No. 3

The shareholders are hereby informed that **Iris Transportation Services Private Limited** (the "**Company**") has received registration of its trademark "**MOVIN**" under class 39 i.e. inter-alia logistics services and solutions of Trade Marks Act, 1999.

In view of the above and overall brand positioning and strategy it considered appropriate to include the trademark i.e. 'Movin' in the name of the Company. It was therefore proposed to change the name of the company from **Iris Transportation Services Private Limited** to **Movin Express Private Limited**.

Accordingly, the Board of Directors of the Company ("**the Board**") at its meeting held on August 2, 2022, subject to the approval of the Shareholders of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, accorded its approval for change of name of the Company as mentioned above.

Further, an application was filed with the Ministry of Corporate Affairs for reservation of the name '**Movin Express Private Limited**' for the Company and the same was approved by the Central Registration Centre of the Ministry of Corporate Affairs vide its letter dated August 2, 2022.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, approval of the members is also required to be accorded for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Also, as per Clause (a) in Part I of Schedule E of Shareholders' Agreement dated June 30, 2021, the change of name of the Company is a "Shareholder Reserved Matter" and hence requires prior written approval of the shareholders of the Company.

Therefore, in compliance to the applicable provisions of the Companies Act, 2013 and the above-mentioned Shareholders' Agreement, the approval of the members of the Company is being sought to authorize the Board and the Company Secretary, to change the name of the Company and consequent alteration of Memorandum of Association and Article of Association of the Company.

The Directors recommend the resolution at item no. 3 of the accompanying notice for the approval of the members of the Company by way of Special Resolution.

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None of the directors, key managerial personnel, or their relatives are concerned or interested in the aforesaid resolution.

For **IRIS TRANSPORTATION SERVICES PRIVATE LIMITED**

A handwritten signature in blue ink, appearing to read "Pankaj Arora", written over the printed name.

Name: Pankaj Arora

Designation: Company Secretary

M. No: 26414

Date: August 11, 2022

Place: Gurgaon

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