

# **IRIS TRANSPORTATION SERVICES PRIVATE LIMITED**

**Regd. Office: Third Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, New Delhi – 110001.**

CIN: U63030DL2020PTC367959 | T +91 11 4351 3100 | F +91 11 4351 3200

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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of Iris Transportation Services Private Limited (the “**Company**”) will be held at a shorter notice on 12.00 noon on Friday, 3<sup>rd</sup> June, 2022 at 4<sup>th</sup> Floor, Block-3B, DLF Corporate Park, DLF City Phase-III, Gurgaon-122002, through video conference to transact the following business:

### **Special Business:**

#### **1. To consider and approve increase in the authorized share capital of the Company and alteration of the capital clause of the Memorandum of Association**

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 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Memorandum of Association and the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded, to increase the authorized share capital of the Company from the existing INR 591,182,500 (Indian Rupees Five Hundred and Ninety One Million, One Hundred and Eighty Two Thousand and Five Hundred) divided into 59,118,250 (Fifty Nine Million, One Hundred and Eighteen Thousand, Two Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten) each to INR 3,251,474,500 (Indian Rupees Three Thousand Two Hundred and Fifty One Million, Four Hundred and Seventy Four Thousand and Five Hundred)) divided into 325,147,450 (Three Hundred and Twenty Five Million, One Hundred and Forty Seven Thousand, Four Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and Section 61 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and consent of the Shareholders be and is hereby accorded for substituting Clause 5 of the Memorandum of Association of the Company in relation to the share capital of the Company with the following clause:

*‘5. The share capital of the Company is INR 3,251,474,500 (Indian Rupees Three Thousand Two Hundred and Fifty One Million, Four Hundred and Seventy Four Thousand and Five Hundred) divided into 325,147,450 (Three Hundred and Twenty Five Million, One Hundred and Forty Seven Thousand, Four Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten) each.*

**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

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signing, verifying, executing and filing all necessary forms, agreements and documents with the Registrar of Companies and such other authorities as may be required.”

## **2. To consider and approve contributions or donation to Public Charitable Trusts and other funds**

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 Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 read with any rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the Article of Association of the Company, consent of the Shareholders be and is hereby accorded to make contributions or donations to any bona fide / registered charitable and other funds / trusts in India that are duly registered under Section 12A of the Income Tax Act, 1961 for:

- (i) An amount of INR 21,240/- (Rupees Twenty one thousand two hundred forty only), donated to Give India for the period from November 2021 to April 2022; and
- (ii) An amount not exceeding a sum of 500,000/- (Rupees Five hundred thousand Only) per financial year in one or more tranches.

**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:** 01.06.2022

**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; and 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 (collectively referred to as “MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013 has allowed companies to conduct extraordinary 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 extraordinary general meeting (“EGM”) of the Company is to be held through VC/OAVM only.
3. Under the provisions of Section 101 of the Companies Act, 2013, an EGM can be called and held on shorter notice with the consent of the members holding not less than 95% of the paid up share capital of the Company having voting rights. Consent for holding EGM at a shorter notice is annexed hereto as **Annexure 1**.
4. Since the EGM 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 EGM, 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 EGM 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 EGM, will be provided separately.
6. The facility for joining the EGM 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.
7. Since the EGM will be held through VC/OAVM, the requirement of attaching the route map for the EGM venue is also dispensed with and accordingly the route map is not annexed to this Notice.
8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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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 EGM.
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 EGM 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. 1**

The current authorized and paid-up share capital of the Company is INR 591,182,500 (Indian Rupees Five Hundred and Ninety One Million, One Hundred and Eighty Two Thousand and Five Hundred) divided into 59,118,250 (Fifty Nine Million, One Hundred and Eighteen Thousand, Two Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten).

To facilitate the proposed issuances of equity shares by the Company, the Company proposes to increase its authorized share capital to INR 3,251,474,500 (Indian Rupees Three Thousand Two Hundred and Fifty One Million, Four Hundred and Seventy Four Thousand and Five Hundred) divided into 325,147,450 (Three Hundred and Twenty Five Million, One Hundred and Forty Seven Thousand, Four Hundred and Fifty) equity shares of INR 10 (Indian Rupees Ten) each.

Any increase in the authorized share capital will also require a consequential amendment to Clause 5 of the Memorandum of Association of the Company.

Pursuant to Sections 13 and 62 of the Companies Act, 2013, alteration of the capital clause of the Memorandum of Association of the Company requires approval of the members of the Company by way of an ordinary resolution.

None of the 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.

The Directors recommend the resolution set out in the notice for the approval of the members of the Company.

### **Item No. 2**

Your Company would like to contribute, donate or otherwise provide assistance from time to time to any bona fide charitable trusts and other funds for charitable purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It is therefore necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors of the Company to make contributions.

None of the 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.

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The Directors recommend the resolution set out in the notice for the approval of the members of the Company.

**For IRIS TRANSPORTATION SERVICES PRIVATE LIMITED**

**Name:** Pankaj Arora

**Designation:** Company Secretary

**M. No:** 26414

**Date:** 01.06.2022

**Place:** Gurgaon

**ANNEXURE 1**

**FORM OF CONSENT BY SHAREHOLDER FOR SHORTER NOTICE**

*[On the letterhead of shareholder]*

Consent by Shareholder for Shorter Notice

*[Pursuant to Section 101(1) of the Companies Act, 2013]*

To:  
**The Board of Directors**  
**Iris Transportation Services Private Limited**  
3<sup>rd</sup> Floor, Gopal Das Bhawan,  
28, Barakhamba Road,  
New Delhi, 110001

**Subject: Extraordinary General Meeting of Iris Transportation Services Private Limited**

Dear Sirs,

We, \_\_\_\_\_, a \_\_\_\_\_ with our [registered office] [principal place of business] at \_\_\_\_\_, currently hold \_\_\_\_\_ equity shares of INR 10 (Indian Rupees ten only) each in Iris Transportation Services Private Limited (the “**Company**”).

We have received a notice from the Company to hold an Extra Ordinary General Meeting of the members of the Company on \_\_\_\_\_ at shorter notice.

Pursuant to Section 101(1) of the Companies Act, 2013, we hereby give consent to hold the Extra Ordinary General Meeting of the company at shorter notice.

For and on behalf of \_\_\_\_\_

\_\_\_\_\_  
Name:  
Designation:  
Date: