

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Members of Iris Mediaworks Limited for the Financial year 2014-2015, will be held on Tuesday, 29<sup>th</sup> September, 2015 at 10:00 a.m. at Bunglow No. 47/47, RSC-6, Survey No. 120, S.V.P. Nagar, Mhada, Four Bunglows, Andheri (West), Mumbai- 400053 to transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To elect and appoint a Director in place of Mr. Sandesh Sawant (holding DIN 02577432), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee and of the Board of Directors, the appointment of **M/s. D. P. Agarwal & Co.**, Chartered Accountants (Firm Registration no. 100068W) made at the AGM held on 29<sup>th</sup> September, 2014 as Statutory Auditor of the company, to hold office from the conclusion of the AGM held on 29<sup>th</sup> September, 2014 up to the conclusion of Annual General Meeting for the financial year 2016-17(subject to ratification of the appointment by the members held at every Annual General Meeting held after the AGM held on 29<sup>th</sup> September, 2014) be and is hereby ratified and that the Auditor be paid such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

### **SPECIAL BUSINESS:**

4. **Adoption of New 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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to adopt the new set of Articles of Association, as set out in the draft and placed before the meeting for the purpose of identification, in substitution of the existing Articles of Association of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable that may arise in this regard.”

**5. Appointment of Mrs. Neha Gupta as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule -IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchange, Mrs. Neha Gupta (DIN:07145514), who was appointed as an Additional Director the capacity of an Independent Director of the Company with effect from 31<sup>st</sup> March, 2015 and who holds office till the date of the ensuing AGM in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature of the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30<sup>th</sup> March, 2020, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Neha Gupta be paid such fees and remuneration including commission as the Board or the Nomination and Remuneration Committee may approve from time to time within the limits approved by the Members and subject to such limits, prescribed under the Companies Act, 2013.”

**6. Commission to Non-Executive Directors:**

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

**“RESOLVED THAT** pursuant to section 197 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the provisions of the Articles of Association of the Company, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of section 198 of the Act, be paid and distributed among the directors of the Company or some or any of them (other than the Managing Director and the Whole Time Directors) in such amounts or proportion and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year commencing from April 01, 2015.

By Order of the Board

For Iris Mediaworks Limited

Sd/-

Rajendra Karnik

Managing Director

DIN: 02220343

Mumbai

5<sup>th</sup> September, 2015

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. **THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN ORDER TO BE EFFECTIVE. A BLANK PROXY FORM IS ENCLOSED.**
3. Members are requested to kindly to the explanatory statement pursuant to section 102(1) of the Companies Act, 2013, in respect of item no. 4 and 6 is annexed hereto. Applicable details relating to Directors pursuant to Clause 49 of the Listing Agreement are also annexed.
4. The Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from **23<sup>rd</sup> September, 2015 to 29<sup>th</sup> September, 2015** (both days inclusive).
5. Important notice for members:

For convenience of the members and for proper conduct of the Meeting, the members are required to deposit the Attendance Slip duly signed at the counter at entry place of the Meeting.

6. Consolidation of Folios:

The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to **M/s. Bigshare Services Private Limited** for consolidation of their shareholding into a single folio.

7. Change in address:

Members are requested to notify immediately any change in their address:

- a. If the shares held in physical form to:

- i. The company at its Registered Office at:

Bungalow No. 47/47, RSC-6, Survey No. 120,

S.V.P. Nagar, Mhada, Four Bungalows, Andheri (West),

Mumbai – 400053.

OR

- ii. The Registrar and Share Transfer Agents of the Company at the following address:

E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road.,

Sakinaka, Andheri(E), Mumbai-400072.

- b. If the shares held in demat form to: The respective Depository Participant (DP).

8. Members holding shares in physical form are requested to convert their holding into dematerialized mode to avoid loss of shares and fraudulent transactions.

9. Green Initiative:

Members holding shares in dematerialized form are requested to register their email address with their DP and members holding shares in physical form are requested to register their e-mail addresses with the Company or with the Registrar and Share Transfer Agents viz. **M/s. Bigshare Services Private Limited** by sending duly signed request.

10. All the members are being sent physical copy of (i) Annual Report 2014-15 by permitted mode and (ii) the Notice of Annual General Meeting (AGM), Instruction for remote e-voting, Attendance Slip and Proxy Form by Registered Post/Speed Post. In addition, soft copy of the Annual Report (including the Notice of AGM, Instruction for remote e-voting, Attendance Slip and Proxy Form) is being sent by e-mail to those Members who have registered e-mail address for communication with the Company/Depository Participant(s).

11. Securities and Exchange Board of India (SEBI) has, vide circular ref. no MRD/DoP/Cir-05/2007 dated April 27, 2007 made the submission of a copy of PAN card of transferee, mandatory for transfer of shares held in physical form.

12. All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.

13. Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 (Amended Rule, 2015) and clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide the e-voting facility for voting on the resolutions proposed to be passed at the Annual General Meeting of the members.

This Notice contains a set of instructions for voting through electronic means as per the Amended Rules 2015.

Mumbai  
5<sup>th</sup> September, 2015

By Order of the Board  
For Iris Mediaworks Limited  
Sd/-  
Rajendra Karnik  
Managing Director  
DIN: 02220343

**Item No.4**

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years.

Substantive changes made through the Companies Act, 2013 require substantive changes in the existing Articles of Association (“AOA”) of the Company. Further, the references to the specific sections of the Companies Act, 1956 in the existing Articles of Association, being no longer in conformity with the Companies Act, 2013, also require changes.

Pursuant to Section 14 of the Act, amendment of AOA of the Company would require approval of the shareholders by way of Special Resolution. Accordingly, the Company proposes to approve and adopt a new set of Articles of Association prepared after taking into account all the provisions of the Companies Act, 2013 and Rules made thereunder.

A copy of the existing Articles of Association and the proposed new set of Articles of Association of the Company is available for inspection at the registered office of the Company during the business hours on any working day excluding public holidays, Saturdays, up to and including the day of this Meeting.

**Memorandum of Interest**

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Special resolution set out at Item No. 4.

**Item No. 5**

Mrs. Neha Gupta (DIN: 07145514), was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors on 31<sup>st</sup> March, 2015. Pursuant to and in accordance with the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Neha Gupta holds office up to the date of forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company.

Mrs. Neha Gupta has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and fulfils the conditions specified in the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement executed with the stock exchange (each as amended from time to time) for her appointment as an Independent Director of the Company and is independent of the management.

The Company has received a notice from a Member, along with the requisite deposit under Section 160 of the Companies Act, 2013, proposing her candidature for appointment as a Director of the Company.

Mrs. Neha Gupta has over a decade’s experience in the Media and Entertainment Industry and her skills and experience are highly valuable to the Company.

A copy of the draft letter for her appointment as an Independent Director setting out the terms and conditions is available for inspection without fees by the members at the Registered Office of the

Company on any working day between the hours of 10.00 am and 12.00 noon and shall also be available for inspection from 9.00 am at the venue on the date of the Annual General Meeting.

The Board considers that her continued association with the Company would be of immense benefit to the Company and recommends the Resolution set out under item no. 5 for approval of members.

#### **Memorandum of Interest**

Except Mrs. Neha Gupta, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

#### **Item No. 6:**

The company proposes to pay remuneration by way of commission to Non-Executive Directors, such remuneration not to exceed 1% of the net profits of the Company for each year. The resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 in order to pay commission to non-executive directors. The Board of Directors will determine each year the specific amount to be paid as commission to non-executive directors, which shall not exceed 1% of the net profits of the Company for the year, as computed in the manner referred to in section 198 of the Act.

The payment of commission would be in addition to the sitting fees for attending the meetings of the Board and Committees thereof, if any.

All non-executive Directors of the Company may be deemed interested in the resolution to the extent of commission payable to them in accordance with the proposed resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Mumbai  
5<sup>th</sup> September, 2015

By Order of the Board

For Iris Mediaworks Limited

Sd/-

Rajendra Karnik

Managing Director

DIN: 02220343

## INSTRUCTIONS

### VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 22<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL).

2. These details and instructions forms an integral part of the Notice dated 5<sup>th</sup> September, 2015 for the Annual General Meeting to be held on Tuesday, 29<sup>th</sup> September, 2015.

3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

4. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

5. The remote e-voting facility will be available during the following period:

E-voting shall commence from 26<sup>th</sup> September, 2015 9.00 a.m. till 28<sup>th</sup> September, 2015 till 5.00 p.m.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

14. The process and manner for remote e-voting are as under:

In case of members receiving e-mail:

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii. Click on "Shareholders" Tab
- iii. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <b>folio/client id</b> number in the PAN field. In case the <b>folio</b> number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with <b>folio</b> number 1 then enter SU00000001 in the PAN field.
<b>Date of Birth</b> <b>OR</b> <b>Date Of</b> <b>Incorporation</b> <b>OR</b> <b>Bank Account</b> <b>Details</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. <b>OR</b> Enter the Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio. Please enter any other details in order to login. In case both the details are not recorded with the Depository or Company, please enter the number of shares held by you as on cut-off date in the Bank Account Number field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Iris Mediaworks Limited on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

9. A copy of the Notice has been placed on the website of the Company and website of CDSL.

10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of 22<sup>nd</sup> September, 2015.

11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September, 2015, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at toll free no.: 1800-200-5533.

12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat this Notice for information purposes only.

13. The Company has appointed, Mr. Mayank Arora, Proprietor of M/s. Mayank Arora & Co., as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

Mumbai  
5<sup>th</sup> September, 2015

By Order of the Board  
For Iris Mediaworks Limited  
Sd/-  
Rajendra Karnik  
Managing Director  
DIN: 02220343

## Applicable details of Directors in terms of Clause 49 of the Listing Agreement

Particulars of Directors proposed to be re-appointed at the proposed Annual General Meeting

Name of the Director	Mr. Sandesh Sawant	Mrs. Neha Gupta
<b>Date of Birth</b>	15.08.1968	03.05.1981
<b>Date of Appointment</b>	1 <sup>st</sup> October,2014	31 <sup>st</sup> March,2015
<b>Expertise in Specific Functional Areas</b>	<ul style="list-style-type: none"><li>• Business Strategy and Planning</li><li>• Leadership Development</li><li>• General Management</li></ul>	<ul style="list-style-type: none"><li>• Finance &amp; Accounting</li><li>• General Management</li></ul>
<b>Companies other than Iris Mediaworks Limited in which he/she holds Directorships and committee memberships</b>	NIL	Pro Fin Capital Services Limited
<b>Shareholding in the Company</b>	NIL	NIL
<b>Relationship with other Directors</b>	NONE	NONE
<b>No of Board Meetings attended in 2014-2015</b>	5	NIL
<b>Terms of Appointment</b>	Liable to retire by rotation	Appointed as Independent Director for Liable to retire by rotation a period of 5 years

Mumbai  
5<sup>th</sup> September, 2015

By Order of the Board

For Iris Mediaworks Limited

Sd/-

Rajendra Karnik

Managing Director

DIN: 02220343

## Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**IRIS MEDIAWORKS LIMITED**  
(CIN:L92412MH1992PLC067841)

**Registered office:** Bunglow No. 47/47, RSC-6, Survey No. 120, S.V.P. Nagar, Mhada, Four Bunglows, Andheri (West), Mumbai – 400053.

**E-mail:** [corp.iris@gmail.com](mailto:corp.iris@gmail.com) **Tel:** +91 22 265610634 **Fax:** +91 22 26320011

Name of the member (s):.....

Registered address:.....

E-mail Id: .....Folio No/ Client Id: DP ID: .....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.Name.....Address:.....

E-mail Id: .....Signature:.....

2.Name.....Address:.....

E-mail Id: .....Signature:.....

3.Name:.....Address:.....

E-mail Id: .....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty - Second Annual General Meeting of the company, to be held on Tuesday, 29th day of September, 2015 at 10.00 a.m. at Bunglow No. 47/47, RSC-6, Survey No. 120, S.V.P. Nagar, Mhada, Four Bunglows, Andheri (West), Mumbai – 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution
<b>Ordinary Business</b>	
1	To receive, consider and adopt the statement of Profit and Loss for the year ended 31 March, 2015, Balance Sheet as on that date, reports of the Directors and Auditors
2	To appoint a Director in place of Mr.Sandesh Sawant (DIN 02577432), who retires by rotation and being eligible offers himself for re-appointment
3	To ratify the appointment of the Auditors of the Company
<b>Special Business</b>	
4	Adoption of New set of Articles Of Association
5	Appointment of Mrs. Neha Gupta as an Independent Director of the Company
6	Payment of Commission to the Non-Executive Directors

Signed this .....day of ..... 2015.

Signature of shareholder : .....

Signature of Proxy holder(s) : .....



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

**IRIS MEDIAOWRKS LIMITED**

(CIN: L92412MH1992PLC067841)

**Regd. Office:** Bunglow No. 47/47, RSC-6, Survey No. 120, S.V.P. Nagar, Mhada,Four Bunglows, Andheri (West),  
Mumbai – 400053.

**Email Id:** [corp.iris@gmail.com](mailto:corp.iris@gmail.com) **Tel:** +91 22 265610634 **Fax:** +91 22 26320011

**ATTENDANCE SLIP**

Name:..... Client Id\*:

Folio No. .... DP Id\* .....

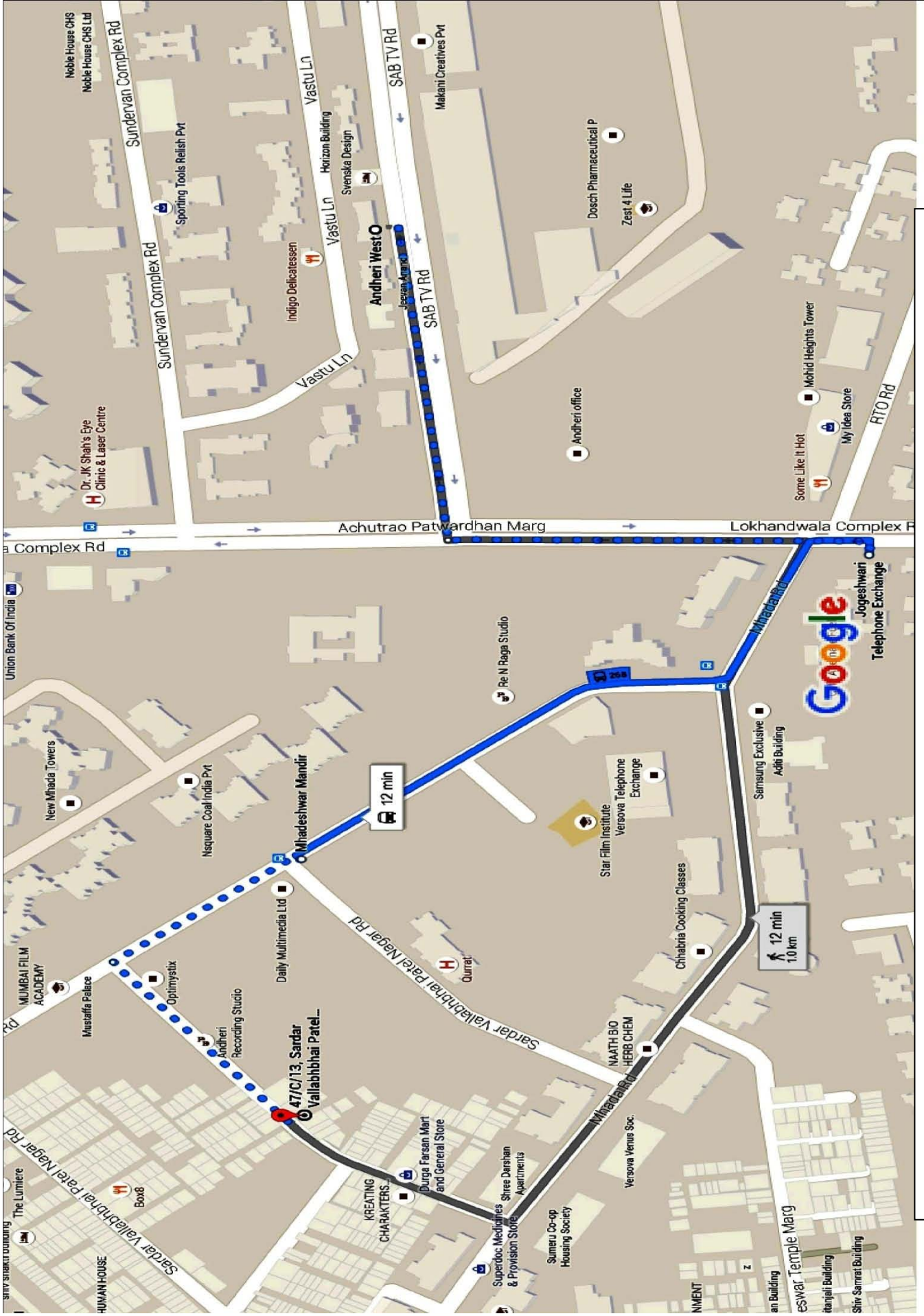
No. of Shares Held.....

\*applicable for investors holding shares in electronic form.

I hereby record my presence at the Twenty-Second Annual General Meeting of the Company at Regd. Office Bunglow No. 47/47, RSC-6, Survey No. 120, S.V.P. Nagar, Mhada,Four Bunglows, Andheri (West), Mumbai – 400053 on Tuesday, 29 September, 2015 at 10.00AM.

**SIGNATURE OF THE MEMBER/PROXY .....**

- Notes :
1. Member/proxy holders wishing to attend the meeting must bring the attendance Slip to the meeting and handover at the entrance duly signed.
  2. Members/proxy holders desiring to attend the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.



ROAD MAP TO ANNUAL GENERAL MEETING FOR FY 2014-2015