

NOTICE:

Notice is hereby given that the Extra Ordinary General Meeting of the members of Iris Mediaworks Limited will be held on Friday, April 05, 2019 at 10:00 a.m. at the Registered Office of the Company situated at B-302, Western Edge-II, Western Express Highway, Borivali East, Mumbai- 400066 to transact the following special businesses:

1. INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs. 70,00,00,000 (Rupees Seventy Crores only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Rs. 5/- (Rupees Five only) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 5/- (Rupees Five only) each by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 5/- (Rupees Five only) each ranking *pari-passu* in all the respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be altered and substituted as under:

“V. The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 5/- each, with the power to increase or reduce the capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which terms shall deem to include any of its duly constituted committee) or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things and execute all such documents and to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given all necessary approval thereto expressly by the authority of this resolution, for the purpose of giving effect to this resolution.”

2. APPROVAL FOR RAISING OF ADDITIONAL CAPITAL/FUNDS BY WAY OF ONE OR MORE PUBLIC AND / OR PRIVATE OFFERINGS INCLUDING GDRS / ADRS / FCCBS / RIGHTS ISSUE / QUALIFIED INSTITUTIONS PLACEMENT (‘QIP’) TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF EQUITY SHARES OR OTHER ELIGIBLE SECURITIES FOR AN AMOUNT NOT EXCEEDING RS. 200 CRORE.

*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 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) (‘Companies Act’), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment, modification, variation or re-enactment thereof) (‘ICDR Regulations’) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment thereof (‘FEMA’) and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000 including any amendments, statutory modification(s) and/ or re-enactment thereof, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, as amended (‘FCCB Scheme’) and the Depository Receipts Scheme, 2014 (‘GDR Scheme’) and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India (‘GOI’), Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), BSE Limited (‘Stock Exchange’), the Securities and Exchange Board of India (‘SEBI’), and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to the approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Committee of the Board of Directors of the Company constituted by the Board to exercise its powers including powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of equity shares of the Company of face value Rs. 5/- each (‘Equity Shares’), Global Depository Receipts (‘GDRs’), American Depository Receipts (‘ADRs’), Foreign Currency Convertible Bonds (‘FCCBs’) and / or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as ‘Securities’), or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of Indian and / or International offering(s) in one or more foreign markets, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 200 crore (Rupees Two Hundred Crore only) or its equivalent in any foreign currency, by way of one or more public and/or private offerings including qualified institutions placement (‘QIP’), Rights Issue, Private Placement, in accordance with the provisions of Chapter VI of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (‘QIBs’) (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds and/or any other categories of investors, whether or not such investors are members of the

Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ('Offering Circular') as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the 'Issue') and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above mentioned resolutions:

- a) the Securities proposed to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- b) the Equity Shares that may be issued by the Company shall rank *pari-passu* with the existing Equity Shares of the Company in all respects; and
- c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations), the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall be completed within 12 months from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations as may be amended from time to time and the eligible securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time under the ICDR Regulations. The Company may, in accordance with applicable law, offer discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR regulations as may be amended from time to time.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest,

premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, utilization of the Issue proceeds, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company, including the Capital Raising Committee, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

3. Appointment of Mr. Bhim Chaudhary as a Director of the Company:

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 section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bhim Chaudhary (holding DIN 08305775) be and is hereby appointed as a Non-Executive Director of the Company, with effect from the conclusion of this meeting liable to retire by rotation.

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

4. Name change of the company from “Iris Mediaworks Limited” to “Jump Networks Limited”

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

“RESOLVED THAT subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs and other authorities as may be applicable and pursuant to Sections 13 and 14 other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from "Iris Mediaworks Limited" to "Jump Networks Limited".

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name the Company wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name “Jump Networks Limited”.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

**By Order of the Board of Directors
For Iris Mediaworks Limited**

Sd/-

**YogendraBagree
Managing Director
DIN: 00079488**

**Place: Mumbai
Date: 08/03/2019**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of the members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy of any other person or member. In order to become valid, the proxy forms should be deposited at the registered Office of the Company not less than 48 hours before the time fixed for the holding the meeting. The proxy form is enclosed.**
- 2. A statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.**
- 3. The notice of EGM is being sent by Electronic mode only to the members whose email addresses are registered with the Company /Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses physical copies of the notice of EGM are being sent by the permitted mode. Details of the process and the manner of**

E-voting along with the User ID and Password are being sent separately to all the members along with the Notice.

4. In compliance with the Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for e-voting are given under the section 'Voting by electronic means (e-voting)' below.
5. The Board of Directors of the Company have appointed Ms. Neelam Ahire, Practicing Company Secretary as a Scrutinizer who shall be responsible to conduct e-voting in a fair and transparent manner.
6. The documents, if any, referred to in the statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till the date of EGM.
7. Route Map for attending the Extra-Ordinary General Meeting is provided at last page of this Notice.

SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on April 02, 2019 at 9.00 a.m. and ends on April 04, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date March 29, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat and Physical Form.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 sequence number in the PAN field. • In case the sequence 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of 'IRISMEDIASWORKS LIMITED' to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - After receiving the login details 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 linked in the login should be mailed to 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.
- xx. In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or send an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT:

Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereto (the "Act") and SEBI (ICDR) Regulations is as follows:

Item No. 1

The Current Authorised Share Capital stand at Rs. 70,00,00,000/- (Rupees SeventyCrores only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Rs. 5/- (RupeesFive only) each. It is proposed to increase the Authorised Share Capital of the Company to Rs. 75,00,00,000/- (Rupees Seventy FiveCrores only) divided in 15,00,00,000 (FifteenCrores) Equity Shares of Rs. 5/- (Rupees Five only) each by creation of additional 1,00,000 (One Crore) Equity Shares and accordingly alter the Capital Clause of the Memorandum of Association of the Company.

Section 13 of the Companies Act, 2013 requires a Special Resolution for the alteration of the Memorandum of Association of the Company.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in the said item of the Notice. In view of this, the Board of Directors recommends the resolution as set out in this item of the Notice for approval by the shareholders of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 2:

In order to enable the Company to access the capital market at the appropriate time, it is recommended to obtain the shareholder's approval for the proposal to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs and such other securities as stated in the resolution (the "Securities") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers or advisors, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate in accordance with applicable law. The Company intends to issue Securities for a value not exceeding Rs.200 crore (Rupees Two HundredCrores only) or its equivalent in any foreign currency.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, by way of one or more public and/or private offerings, and/ or including Qualified Institutions Placement ('QIP') or any combination thereof at such time or times, or Rights Issue or private placement, at such price or prices and to eligible person(s) including Qualified Institutional Buyers ('QIBs') as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations') in accordance with Chapter VI of the ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not as the Board in its absolute discretion may deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Board shall issue Securities pursuant to this Special Resolution and utilize the proceeds for business purposes, expenditure towards research and development expenditure in India and / or overseas, repayment/prepayment of long term and short term debt, and general corporate purposes.

The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares including Equity Shares to be allotted on conversion of Securities to foreign/non-resident investors would be subject to the applicable foreign investment cap. Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by the issue of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless shareholders decide otherwise by way of passing Special Resolution. The Special Resolution will be enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to raise the funds.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution seeks the approval of the shareholders to undertake fund raising activity, through one or multiple modes including through an issue of QIP, GDRs, ADRs, FCCBs, etc. The Company will make requisite disclosures to the stock exchanges under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in the said item of the Notice. In view of this, the Board of Directors recommends the resolution as set out in this item of the Notice for approval by the shareholders of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 3:

The Company has received from Mr. Bhim Chaudhry:

- Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Mr. Bhim Chaudhry has completed MBA in marketing from Guru Jambheshwar. He has worked with various companies and has experience of different industries. His experience will be great benefit to the Company.

The Board recommends these resolutions for the approval of the members as Ordinary Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives except Mr. Bhim Chaudhry is in any way concerned or interested in the resolutions.

Item No. 4:

The Board of Directors of the Company in its meeting held on March 08, 2019 decided to change the name of the Company from "Iris Mediaworks Limited" to "Jump Networks Limited" as a rebranding strategy. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. Approval from Registrar of Companies, confirming the availability of the name has been obtained vide their letter dated February 26, 2019.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

None of the other Directors/ KMP of the Company are in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval as a Special Resolution.

**By Order of the Board of Directors
For Iris Mediaworks Limited**

Sd/-

**YogendraBagree
Managing Director
DIN: 00079488**

**Place: Mumbai
Date: 08/03/2019**

Applicable details of Directors in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:

Name of the Director	Bhim Chaudhary
DIN	08305775
Date of Birth	18/10/1991
Date of Appointment	Proposed to be appointed in the EOGM
Brief Resume of the Director	Mr. Bhim Chaudhary is a commerce graduate and has also completed his MBA in Marketing from a reputed institution. He has worked in multiple business functions such as sales and marketing, accounting, finance, business administration, etc.
Expertise in Specific Functional Areas	Finance, Accounting and Marketing
Relationship between Directors inter-se	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	None
Shareholding in the Company	NIL

IRIS MEDIWORKS LIMITED
(CIN: L92412MH1992PLC067841)

Regd. Off: Unit No.- B-302, Western Edge-II, Western Express Highway, Borivali (East), Mumbai- 400066.
Email: corp.iris@gmail.com, **Contact No.** +91 8655000634, **Website:** www.irismediaworks.net

EXTRA ORDINARY GENERAL MEETING

Friday, April 05, 2019 at 10.00 a.m.

PROXY FORM

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

I/We being the member(s) of Iris Mediaworks Limited holding _____ shares, hereby appoint:

1. Name: _____
Address: _____
Email: _____ Signature: _____ or failing him/her;
2. Name: _____
Address: _____
Email: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, April 05, 2019 at 10.00 a.m. at Unit No. B-302, Western Edge – II, Western Express Highway, Borivali (E), Mumbai- 400066, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Special Business:			
1.	Increase the Authorised Share Capital and consequent change to the capital clause of the Company.		
2.	Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding Rs. 200 Crores.		
3.	Appointment of Mr. _____ as a Director of the Company		
4.	Change the name of the Company from Iris Mediaworks Limited to Jump Networks Limited		

* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box.

If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

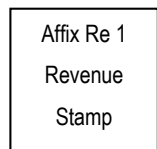
Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2019

Member's Signature _____

Signature of Proxy holder _____

Signature of Proxy holder (2nd) _____



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 MEDIAWORKS LIMITED
(CIN: L92412MH1992PLC067841)

Regd. Off: Unit No.- B-302, Western Edge-II, Western Express Highway, Borivali (East), Mumbai- 400066.
Email: corp.iris@gmail.com **Contact No.** +91 8655000634, **Website:** www.irismediaworks.net

EXTRA ORDINARY GENERAL MEETING

Friday, April 05, 2019 at 10.00 a.m.

ATTENDANCE SLIP

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company to be held on Friday, April 05, 2019 at 10.00 a.m. at Unit No. B-302, Western Edge – II, Western Express Highway, Borivali (E), Mumbai- 400066.

DP ID No.*	L.F. No.
Client I.D. No.*	No. Of Shares Held
Name:	
Address:	
If Shareholder(s), Please Sign Here:	If Proxy, Please sign here:

Route Map for Extra Ordinary General Meeting

Date : April 05, 2019
 Day : Friday
 Time : 10.00 a.m.
 Address : Unit No.- B-302, Western Edge-II,
 Western Express Highway,
 Borivali (East), Mumbai- 400066.

