

**28<sup>th</sup> September, 2018**

To,

Listing Compliances  
BSE Ltd,  
P. J. Towers,  
Dalal Street,  
Fort, Mumbai - 400 001.

**SUBJECT: Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 - Voting Results**

Ref: Script Code: 531337; Script id: IRISMEDIA

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we write to inform you that we are enclosing herewith voting results of the businesses transacted at 25<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2018 along with Scrutinizer's Report.

Further, Details as required pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 - Annexure 1.

Kindly take the above on records and oblige.

Thanking you,

**For Iris Mediaworks Limited**



**Yogendra Bagree**  
**Managing Director**  
**DIN: 00079488**

**IRIS MEDIAWORKS LIMITED**

Registered Office: Unit No. - B-302, Western Edge-II, Western Express Highway, Borivali (East), Mumbai, Maharashtra, 400066  
Tel: 810810603334 CIN: L92412MH1992PLC067841

**Annexure- 1**

The details required under pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are provided hereunder: .

**1. Appointment of M/s. Tejas Nadkarni & Associates as a Statutory Auditor of the Company**

Sr. No	Particulars	Details
1	Reason for Change	Appointment
2	Date of Appointment	28 <sup>th</sup> September, 2018
3	Terms of Appointment	To conduct Audit and hold office for FY 2018-19 to 2022-23
4	Brief Profile	M/s. Tejas Nadkarni & Associates, the Audit firm is registered with ICAI. The Firm primarily engaged in providing audit and assurance services to its clients.

**2. Regularization of Appointment of Mr. Mayank Kotadia (DIN:07484438) as Non-Executive Director**

Sr. No	Particulars	Details
1	Reason for Change	Appointment
2	Date of Appointment	28 <sup>th</sup> September, 2018
3	Terms of Appointment	Appointed as director retire by rotation
4	Brief Profile	Mr. Mayank Kotadia aged 43 has done Master of Business Administration (MBA) in Marketing and has 12 year vast experience in the field of Financial Market.
5	Relationship between directors	None
6	Whether director is debarred from Holding the office of Director by virtue of SEBI order	No



IRIS MEDIASERVICES LIMITED

Registered Office: Unit No. - B-302, Western Edge-II, Western Express Highway, Borivali (East), Mumbai, Maharashtra, 400066  
Tel: 810810603334 CIN: L92412MH1992PLC067841

3. Regularization of Appointment of **Mr. Yogendra Bagree** (DIN: 00079488) as Executive Director

Sr. No	Particulars	Details
1	Reason for Change	Appointment
2	Date of Appointment	28 <sup>th</sup> September, 2018
3	Terms of Appointment	Appointed as director retire by rotation
4	Brief Profile	Mr. Yogendra Bagree is a Commerce Graduate from Bangalore University, 2003. He has expertise and knowledge in the field of financial services. He has over 18 years of experience in various sector of industry
5	Relationship between directors	None
6	Whether director is debarred from Holding the office of Director by virtue of SEBI order	No

Kindly take the above on records and oblige.

Thanking you,

For Iris Mediaworks Limited

  
Yogendra Bagree  
Managing Director  
DIN: 00079488

IRIS MEDIAWORKS LIMITED

Registered Office: Unit No. - B-302, Western Edge-II, Western Express Highway, Borivali (East), Mumbai, Maharashtra, 400066

Tel: 810810601334 CIN: L92412MH1992PLC067841

General information about company	
Scrip code	531337
NSE Symbol	
MSEI Symbol	
ISIN	INE974C01022
Name of the company	IRIS MEDIAWORKS LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	28-09-2018
Start time of the meeting	10:00 AM
End time of the meeting	10:45 AM



Scrutinizer Details	
Name of the Scrutinizer	MayankArora
Firms Name	MayankArora& Co.
Qualification	CS
Membership Number	33328
Date of Board Meeting in which appointed	05-09-2018
Date of Issuance of Report to the company	28-09-2018

Voting results	
Record date	31-08-2018
Total number of shareholders on record date	3331
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	32
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes



# Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Financial Statements of the Company for the Financial Year 2017-18 ended on March 31, 2018 including audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	1839297	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	1839297	0	100.0000	1839297	0	100.0000	0.0000
	Total	1839297	0	0.0000	0	0	0	0
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	257456	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	257456	0	0.0000	0	0	0	0
	Total	257456	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		26	0.0000	26	0	0	0
	Poll	97865357	20668948	21.1198	20668948	0	100.0000	0.0000
	Postal Ballot (if applicable)	97865357	0	0.0000	0	0	0	0
	Total	97865357	20668974	21.1198	20668974	0	100.0000	0.0000
Total		99962110	22508271	22.5168	22508271	0	100.0000	0.0000
				Whether resolution is Pass or Not.				Yes





## Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. MiteshJani (DIN: 02474856), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	257456	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	257456	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		26	0.0000	26	0	0	0
	Poll	97865357	20668948	21.1198	20668948	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97865357	20668974	21.1198	20668974	0	100.0000	0.0000
	Total	99962110	22508271	22.5168	22508271	0	100.0000	0.0000
				Whether resolution is Pass or Not.				Yes



### Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				3. To appointment M/S TejasNadkarni& Associates as a Statutory Auditor of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		0	0.0000	0	0	0	0
	Poll	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Public-Institutions	Total	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0	0
	Poll	257456	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Public-Non Institutions	Total	257456	0	0.0000	0	0	0	0
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	97865357	20668948	21.1198	20668948	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Public-Non Institutions	Total	97865357	20668974	21.1198	20668974	0	100.0000	0.0000
	Total	99962110	22508271	22.5168	22508271	0	100.0000	0.0000
				Whether resolution is Pass or Not.				
				Yes				





# Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To regularize appointment of Mr. MayankKotadia (DIN: 07484438) as Non-Executive Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	1839297	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
Public- Institutions	Total	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0	0
	Poll	257456	0	0.0000	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	257456	0	0.0000	0	0	0.0000	0.0000
	E-Voting		26	0.0000	26	0	0	0
Public- Non Institutions	Poll	97865357	20668948	21.1198	20668948	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97865357	20668974	21.1198	20668974	0	100.0000	0.0000
Total		99962110	22508271	22.5168	22508271	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



## Resolution (5)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To regularize appointment of Mr. YogendraBagree (DIN: 00079488) as Executive Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $(3)=\frac{(2)}{(1)} \times 10^0$	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled $(6)=\frac{(4)}{(2)} \times 10^0$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)} \times 10^0$
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1839297	1839297	100.0000	1839297	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	257456	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	257456	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		26	0.0000	26	0	0	0
	Poll	97865357	20330343	20.7738	20330343	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	97865357	20330369	20.7738	20330369	0	100.0000	0.0000
Total		99962110	22169666	22.1781	22169666	0	100.0000	0.0000
Whether resolution is Pass or Not.								Yes





## FORM NO. MGT-13

### Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Iris Mediaworks Limited, held  
on Friday, 28<sup>th</sup> September, 2018 at 10:00 A.M. at Unit No. B 302, Western Edge- II, Western  
Express Highway, Borivali (East), Mumbai- 400066

Dear Sir,

I, Mayank Arora, Practicing Company Secretary, proprietor of M/s. Mayank Arora & Co.,  
appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the  
remote e-voting and Physical Voting by Ballot papers at the 25<sup>th</sup> Annual General Meeting of  
the Equity Shareholders of Iris Mediaworks Limited, held on Friday, 28<sup>th</sup> September, 2018  
at 10:00 A.M. at Unit No. B 302, Western Edge- II, Western Express Highway, Borivali  
(East), Mumbai- 400066 pursuant to section 108 of the Companies Act, 2013 read with rule  
20 of the Companies (Management and Administration) Rules, 2014 and in accordance  
with Regulation 44 of the Securities And Exchange Board Of India (Listing Obligation and  
Disclosure Requirements) Regulations, 2015.

#### I submit my report as under:

1. The Company had appointed Central Depository Services (India) Limited (CDSL) as  
the service provider, for extending the facility for the remote e-voting to the  
Shareholders of the Company from Tuesday, 25<sup>th</sup> September, 2018 at 9:00 A.M. and  
closed on Thursday, 27<sup>th</sup> September, 2018 at 5:00 P.M.
2. The voting rights were reckoned as on 21<sup>st</sup> September, 2018, being cut-off date for  
the purpose of deciding the entitlements of Members at the remote e-voting and  
voting at the Meeting.

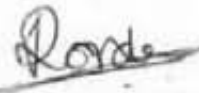




3. The Company facilitated the Members present in the Meeting who could not participate in the remote e-voting to cast their votes through poll process. After the time fixed for the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 28<sup>th</sup> September, 2018 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Kajal Khetani and Ms. Ruchika Konde. Both of them are not in the employment of the Company.



Ms. Kajal Khetani



Ms. Ruchika Konde

6. No poll paper was found invalid.
7. The Results of the voting are as under:



**ORDINARY BUSINESS:****RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)**

To receive, consider and adopt the Financial Statements of the Company for the Financial Year 2017-18 ended on 31st March, 2018 including audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of Board of Directors and Auditors thereon.

**(I) Voted in favour of the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	26	0%
Voting by poll	34	22508245	100%
Total	37	22508271	100%

**(II) Voted against the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0



Total	0	0
-------	---	---

## RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)

To appoint a director in place of Mr. Mitesh Jani (DIN: 02474856), who retires by rotation and being eligible, offers himself for re-appointment .

### (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	26	0%
Voting by poll	34	22508245	100%
Total	37	22508271	100%

### (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

### (III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0





**RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)**

**Appointment of M/s. Tejas Nadkarni & Associates as a Statutory Auditor of the Company.**

**(I) Voted in favour of the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	26	0%
Voting by poll	34	22508245	100%
Total	37	22508271	100%

**(II) Voted against the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



**SPECIAL BUSINESS:**

**RESOLUTION NO. 4: (AS AN ORDINARY RESOLUTION)**

**Regularization of Appointment of Mr. Mayank Kotadia (DIN:07484438) as Non-Executive Director**

**(I) Voted in favour of the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	26	0%
Voting by poll	34	22508245	100%
Total	37	22508271	100%

**(II) Voted against the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0



**RESOLUTION NO. 5: (AS AN ORDINARY RESOLUTION)**

**Regularization of Appointment of Mr. Yogendra Bagree (DIN: 00079488) as Executive Director**

**(IV) Voted in favour of the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	26	0%
Voting by poll	33	22169640	100%
<b>Total</b>	<b>36</b>	<b>22169666</b>	<b>100%</b>

**(V) Voted against the resolution:**

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(VI) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

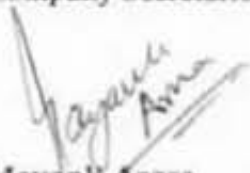




8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by Remote E-Voting and by poll) is provided as **Annexure 1** to this report.

Thanking You,  
Yours Faithfully,

For Mayank Arora & Co.,  
Company Secretaries

  
Mayank Arora  
Proprietor

Place: Mumbai  
Date: 28<sup>th</sup> September, 2018



For Iris Mediaworks Limited



Yogendra Bagree  
Managing Director  
DIN: 00079488

# Annexure - 1

Consolidated result of voting (by Remote e-voting and Poll) for resolution numbers 1 to 5 of the notice of the Annual General Meeting of "Iris Mediaworks Limited" held on Friday, 28th day of September, 2018 at 10.00 A.M.

Resoln No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E-voting	Poll	Total	Remote E-voting	Poll	Total	%	Remote E-voting	Poll	Total	%
1	26	22508245	22508271	26	22508245	22508271	100	0	0	0	0
2	26	22508245	22508271	26	22508245	22508271	100	0	0	0	0
3	26	22508245	22508271	26	22508245	22508271	100	0	0	0	0
4	26	22508245	22508271	26	22508245	22508271	100	0	0	0	0
5	26	22169640	22169666	26	22169640	22169666	100	0	0	0	0

For Mayank Arora & Co.,  
Company Secretaries

Mayank Arora  
Proprietor



For Iris Mediaworks Limited

Yugendra Bagree  
Managing Director  
DIN: 00079488



Place: Mumbai  
Date: 28<sup>th</sup> September, 2018