

NOTICE is hereby given that the **11th ANNUAL GENERAL MEETING** of the Company will be held on **Thursday, September 12, 2024 at 3 p.m., at the Registered Office of IRClass Systems and Solutions Pvt. Ltd. at 52A, Adi Shankaracharya Marg, Powai, Mumbai - 400072** to transact the following businesses:-

ORDINARY BUSINESS:

- 1) To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Vinay S Kshirsagar (DIN: 07029212), who retires by rotation at the Annual General Meeting.
- 3) To appoint a Director in place of Mr. Ashok Kumar Srivastava (DIN: 00006352), who retires by rotation at the Annual General Meeting.
- 4) To consider and approve the re-appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants, (FRN: 003990S/S200018) as the Statutory Auditors of the Company for a term five years to hold office from the conclusion of this annual general meeting till the conclusion of the 16th Annual General Meeting to be held in the year 2029, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors

SPECIAL BUSINESS:

- 5) To consider and approve the appointment of Mr. Kannan Ramamirtham (DIN: 00227980) as a non-executive, non-Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment of Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Kannan Ramamirtham (DIN: 00227980), be and is hereby appointed as a non-executive, non-independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vinay Kshirsagar, Directors and the Company Secretary of the Company be and are hereby severally authorised to file the necessary returns, forms and other

documents with the statutory and other authorities and generally to do all such acts, deeds, matters and things as necessary to give effect to the foregoing resolution.”

For and on behalf of the Board of Directors,

Sd/-

Vinay Kshirsagar

Director

DIN: 07029212

Mumbai: 01.08.2024

Registered Office:

52A, Adi Shankaracharya Marg, Opp. Powai Lake, Powai

Mumbai - 400 072

CIN – U74120MH2014PTC254091

Tel: +91 22 30519400 ♦ Fax: +91 22 25703611 ♦ Email: ho@irclass.org

Website: www.irclass.org

NOTES:

1. Route map and prominent land mark for easy location of venue of the AGM is appended hereto.
2. Corporate Members intending to send their authorized representative to attend the Meeting are required to send a duly certified copy of the Board Resolution/ Power of Attorney/ other valid authority, authorizing their representative to attend and vote at the Meeting, as required under Section 113 of the Companies Act, 2013.
3. Members should bring the enclosed Attendance Slip duly filled in for attending the Meeting.
4. All documents referred to in the accompanying Notice and other related documents including the Copy of Memorandum of Association and Articles of Association of the Company are available for inspection by the members at the Registered Office of the Company during the Business hours on all working days, except Saturdays, during business hours up to the date of the 11th Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

6. The Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

For and on behalf of the Board of Directors,

Sd/-

Vinay Kshirsagar
Director
DIN: 07029212

Mumbai: 01.08.2024

Registered Office:

52A, Adi Shankaracharya Marg, Opp. Powai Lake, Powai

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Explanatory Statement as per Section 102 of the Companies Act, 2013

Item No. 5

Mr. Kannan Ramamirtham (DIN: 00227980), was appointed as a non-executive, non-independent Director of the Company by the Board of Directors at their meeting held on August 1, 2024.

Mr. Kannan Ramamirtham holds a postgraduate degree in Mathematics from Madras University and in Management studies from Bombay University, CAIIB and CAIF from Indian Institute of Bankers. Mr. Kannan has over 38 years of experience in corporate and investment banking and has held senior director level positions in a large Indian national bank. County head in Standard chartered Investment Bank and as Promoter & Managing Director of a registered category one investment bank. He has served on the high-powered committees in the securities industry, set up by Government of India and has been involved in lead positions for equity fundraising and valuations in over 300 assignments during his career, including mergers & acquisitions, corporate /capital structuring, project finance. He has been actively practicing board level advisory, performance enhancement initiatives and investor representation. He has served on the boards of Bharat Aluminium Company Limited, Shriram Ventures limited, RR Kabel limited (a flagship company of Ram Ratna Group with TPG as their partner).

The management is of the opinion that in view of the proposed listing of securities of the Company, the knowledge and experience of Mr. Kannan Ramamirtham will be highly beneficial to the Company and it would be in the interest of the Company to add him to the Board of Directors.

The Board recommends passing of the resolution at Item no. 5 as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company except Mr. Kannan Ramamirtham is interested in the resolution at item no. 5.

Information of Directors seeking appointment/ re-appointment as per clause 1.2.5 of the Secretarial Standard on General meetings (SS-2)

Name	Mr. Kannan Ramamirtham
DIN	00227980
Date of Birth (age)	02-06-1949 (75 Years)
Qualification	Postgraduate degree in Mathematics from Madras University and in Management studies from Bombay University, CAIIB and CAIF from Indian Institute of Bankers
Experience	More than 50 years
Terms and Conditions of appointment	Appointed as non-executive, non-independent Director, liable to retire by rotation.
Details of remuneration sought to be paid and remuneration last drawn	Not Applicable
Date of first appointment on the Board	August 1, 2024
Number of meeting of the Board attended during the year	Not Applicable
Relationship with any other Director(s)/ KMPs of the Company	Not Applicable
Directorship in other Companies	- Orient Press Limited - Hindustan Zinc Limited - Dhimahi Consultants Private Limited - Lakecity Ventures Private Limited - Orionsayi Consultant Private Limited - Athena Infonomics India Private Limited - PTC Cables Private Limited - Bharat Re-Insurance Brokers Private Limited - Avi Alimchandani Foundation
Memberships and Chairmanships of the committees of other Boards	Orient Press Limited - Member of Audit Committee - Chairperson of Nomination and Remuneration Committee - Member of Stakeholders Relationship Committee Hindustan Zinc Limited - Chairperson of Audit and Risk Management Committee - Member of Nomination and Remuneration Committee - Chairperson of Stakeholders Relationship Committee
Shareholding in the Company	Not Applicable

Name	Mr. Vinay S Kshirsagar	Mr. Ashok Kumar Srivastava
DIN	07029212	00006352
Date of Birth (age)	02-11-1959 (64 Years)	17-06-1944 (80 Years)
Qualification	Chartered Accountant	B.E.
Experience	More than 40 years	More than 55 years
Terms and Conditions of appointment	Liable to retire by rotation	Liable to retire by rotation

Details of remuneration sought to be paid and remuneration last drawn	Not Applicable	Not Applicable
Date of first appointment on the Board	November 27, 2014	September 30, 2014
Number of meeting of the Board attended during the year 2023-24	4 (Four) Meetings	3 (Three) Meetings
Relationship with any other Director(s)/ KMPs of the Company	Not Applicable	Not Applicable
Directorship in other Companies	- ISSPL Development Foundation - Arun Abhiyante Private Limited - Centre of Excellence in Maritime & Shipbuilding (CEMS) - SAFESS Quality Management Private Limited - IRS Global Core Investment Private Limited	Not Applicable
Memberships and Chairmanships of the committees of other Boards	-	-
Shareholding in the Company	Not Applicable	Not Applicable

For and on behalf of the Board of Directors,

Sd/-

Vinay Kshirsagar

Director

DIN: 07029212

Mumbai: 01.08.2024

Registered Office:

52A, Adi Shankaracharya Marg, Opp. Powai Lake, Powai

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 Website: www.irclass.org

ATTENDANCE SLIP

CIN : U74120MH2014PTC254091
Name of the Company : IRCLASS Systems and Solutions Private Limited
Registered Office : 52A, Adi Shankaracharya Marg, Powai, Mumbai - 400072

Name of Shareholder: _____

Registered Folio No: _____

I / We, certify that I / We, am / are a Member / Proxy for the Member of the Company for the 11th Annual General Meeting to be held on Thursday, September 12, 2024 at 03.00 PM at 52A, Adi Shankaracharya Marg, Powai, Mumbai - 400072.

 (Member's / Proxy's name in block letters)

 (Signature of Member's /Proxy)

Note:

Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice of the Meeting to the meeting.

THE ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY IS GIVEN BELOW

Venue: 52A, Adi Shankaracharya Marg, Powai, Mumbai – 400072

