IIRM HOLDINGS

Date: July 31, 2026

BSE Limited,
P.J. Towers, 1st Floor,
Dalal Street, Fort,
Mumbai - 400 001.
Scrip Code: 526530

The Calcutta Stock Exchange Limited
7, Lyons Range,
Dalhousie,
Kolkata 700 001.
Scrip Code: 029404

Sub: Outcome of Board Meeting and Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with circulars / notifications / directions issued if any, we wish to inform you that the Board of Directors ("Board") of the Company at their meeting held today i.e. July 31, 2026, have inter alia considered and approved the following:

1. **Execution of the Investment Agreements**

   The Board approved the execution of the (i) Investment Agreement between the Company, Mr. Vurakaranam Ramakrishna (**"Promoter**") and Carpediem Capital Partners Fund II ("**Investor**"), a Category II Alternative Investment Fund dated July 31, 2026 ("**Investment Agreement**"); and (ii) Subscription Agreements with certain co-investors (as listed in Annexure F) ("**Other Investors**" and the agreements, "**Subscription Agreements**"), setting out the terms and conditions governing the proposed investment by the Investor and Other Investors in the Company through a preferential issue of equity shares and/or fully convertible warrants, subject to the receipt of the requisite statutory, regulatory and shareholders' approvals, as applicable.

   The disclosures required under Regulation 30 of the SEBI Listing Regulations read with the applicable SEBI Circular(s), is enclosed as **Annexure A**.

2. **Raising of Funds by way of Preferential Issue of Equity Shares**

   The Board approved the raising of funds by way of issuance and allotment of up to 15,70,352 (Fifteen Lakhs Seventy Thousand Three Hundred Fifty Two) fully paid-up equity shares of the Company on a preferential basis, to the Investor and the Other Investors, at an issue price of INR 143.28/- (Indian Rupees One Hundred Forty-Three and Twenty-Eight Paise Only) per equity share (comprising a face value of INR 5/- (Indian Rupees Five Only) per equity share and a securities premium of INR 138.28/- (Indian Rupees One Hundred Thirty-Eight and Twenty-Eight Paise Only) per equity share), payable in cash, aggregating up to INR 22,50,00,034.56/- (Indian Rupees Twenty Two Crores Fifty Lakhs Thirty Four and Fifty Six Paise Only), determined in accordance with Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, based on the valuation report issued by the Registered Valuer, subject to the approval of the shareholders of the Company and such other statutory, regulatory and governmental approvals, permissions, consents and sanctions as may be required.

   The disclosures required under Regulation 30 of the SEBI Listing Regulations read with the applicable SEBI Circular(s), is enclosed as **Annexure B**.

3. **Raising of Funds by way of Preferential Issue of Fully Convertible Warrants**

The Board approved the raising of funds by way of issuance and allotment, on a preferential basis, of up to 88,98,657 (Eighty Eight Lakhs Ninety Eight Thousand Six Hundred Fifty Seven) fully convertible warrants to the Investor and the Other Investors, each convertible into or exchangeable for one fully paid-up equity share of the Company having a face value of INR 5/- (Indian Rupees Five Only) each, at an issue/exercise price of INR 143.28/- (Indian Rupees One Hundred Forty-Three and Twenty-Eight Paise Only) per warrant (including a premium of INR 138.28/- (Indian Rupees One Hundred Thirty-Eight and Twenty-Eight Paise Only) per warrant), equivalent to the issue price of the resultant equity share comprising a face value of INR 5/- (Indian Rupees Five Only) per equity share and a securities premium of INR 138.28/- (Indian Rupees One Hundred Thirty-Eight and Twenty-Eight Paise Only) per equity share, aggregating up to INR 127,49,99,574.96 (Indian Rupees One Hundred Twenty Seven Crores Forty Nine Lakhs Ninety Nine Thousand Five Hundred Seventy Four and Ninety Six Paise Only), in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The issue price has been determined in accordance with Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, based on the valuation report issued by the Registered Valuer, and is subject to the approval of the shareholders of the Company and such other statutory, regulatory and governmental approvals, permissions, consents and sanctions as may be required.

The disclosures required under Regulation 30 of the SEBI Listing Regulations read with the applicable SEBI Circular(s), is enclosed as **Annexure C**.

4. **Appointment of Mr. Hithendra Karadathodi Ramachandran (DIN: 01773455) as an Additional Director on the Board of Directors of the Company, with effect from July 31, 2026.**

Mr. Hithendra Karadathodi Ramachandran (DIN: 01773455) has been appointed as an Additional Director (Non-Executive, Non-Independent) on the Board of Directors of the Company with effect from July 31, 2026, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mr. Hithendra Karadathodi Ramachandran has confirmed that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other statutory or regulatory authority.

The disclosures required under Regulation 30 of the SEBI Listing Regulations, read with the applicable SEBI Circular(s), are enclosed as **Annexure D**.

5. **Appointment of Mr. Sathya Pramod Nagaraj (DIN: 03263700) as an Additional Director on the Board of Directors of the Company, with effect from July 31, 2026**.

Mr. Sathya Pramod Nagaraj (DIN: 03263700) has been appointed as an Additional Director (Non-Executive, Non-Independent) on the Board of Directors of the Company with effect from July 31, 2026, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mr. Sathya Pramod Nagaraj has confirmed that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other statutory or regulatory authority.

The disclosures required under Regulation 30 of the SEBI Listing Regulations, read with the applicable SEBI Circular(s), are enclosed as **Annexure E**.

6. **Convening of the 33rd Annual General Meeting ("AGM") of the Company.**

The Board approved the convening of the 33rd Annual General Meeting ("AGM") of the Company on Thursday, August 27, 2026, at 4:00 p.m. (IST), through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Notice convening the AGM, together with the Annual Report for the financial year 2025–26, will be circulated to the shareholders and submitted to the Stock Exchanges in due course.

The Board Meeting started at 3.30 pm and concluded at 4:10 pm.

The above information is also available on the website of the Company: www.iirmholdings.in/investors.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
***For* IIRM Holdings India Limited**

VEMPALA SRI LAKSHMI
Digitally signed by VEMPALA SRI LAKSHMI
Date: 2026.07.31 16:37:22 +05'30'

Vempala Sri Lakshmi
Company Secretary & Compliance Officer
M. No. F9950

ANNEXURE- A

S.No.	Details of Event that need to be provided	Details/Information of such event(s)
a)	if the listed entity is a party to the agreement	
i	details of the counterparties (including name and relationship with the listed entity);	The Investment Agreement is between Carpediem Capital Partners Fund II, a Category II Alternative Investment Fund, the Company and Mr. Vurakaranam Ramakrishna. The Subscription Agreements are between the Company and each of the Other Investors. Mr. Vurakaranam Ramakrishna - Relationship with the Company: Promoter/Founder Investor and Other Investors- Relationship with the Company: None.
b)	if listed entity is not a party to the agreement	
i.	name of the party entering into such an agreement and the relationship with the listed entity;	Not Applicable
ii.	details of the counterparties to the agreement (including name and relationship with the listed entity);	Not Applicable
iii.	date of entering into the agreement.	Not Applicable
c)	purpose of entering into the agreement;	The Investment Agreement and the Subscription Agreements record the terms and conditions governing the proposed investment by the Investor and Other Investors in the Company through a preferential issue of equity shares and/or convertible warrants and to set out the rights and obligations of the parties in relation thereto.
d)	shareholding, if any, in the entity with whom the agreement is executed;	As on the date of execution of the investment agreement and the subscription agreements, the Investor and the Other Investors do not hold any equity shares of the Company
e)	significant terms of the agreement (in brief);	The Investment Agreement provides for the proposed subscription by the Investor to equity shares and/or warrants of the Company through a preferential issue, subject to fulfilment of conditions precedent, receipt of statutory and regulatory approvals, completion actions, customary representations and warranties, indemnities, confidentiality obligations, and other rights and obligations customary for transactions of this nature.

		The Investor has been accorded with certain special rights such as one board seat along with one observer seat, veto rights over certain reserved matters, right of pre-emption, certain transfer rights such as tag-along, certain information and inspection rights, etc. The Subscription Agreements provide for the proposed subscription by each of the Other Investors of the equity shares and/or warrants of the Company through a preferential issue subject to fulfilment of conditions precedent, receipt of statutory and regulatory approvals, completion actions, customary representations and warranties, indemnities, confidentiality obligations, and other rights and obligations customary for transactions of this nature.
f)	extent and the nature of impact on management or control of the listed entity;	The execution of the Investment Agreement and Subscription Agreements and the proposed investment contemplated thereunder shall not result in any change in the management or control of the Company. The management and control of the Company shall continue to remain vested with the existing Promoters and Promoter Group, subject to applicable laws. The certain special rights accorded to the Investor under the Investment Agreement, including but not limited to board representation, veto rights over reserved matters, information rights, pre-emption rights and tag-along rights, are in the nature of protective rights customary for investments of this nature, and do not, individually or collectively, confer 'control' (as defined under applicable laws) over the Company on the Investor.
g)	details and quantification of the restriction or liability imposed upon the listed entity;	Not applicable
h)	whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	The Investor and the Other Investors are not related to the promoter/promoter group/group companies in any manner. The Promoter who is a party to the investment agreement is a related party of the Company by virtue of his promoter status. The execution of the investment agreement and the subscription agreements is in connection with the proposed preferential issue and is on customary commercial terms and in compliance with applicable laws.
i)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No. The transaction does not constitute a related party transaction.

j)	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Please refer to the disclosures in Annexure B below.
k)	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Under the Investment Agreement, the Investor shall have the right to nominate one nominee to the Board of the Company, who shall be a non-executive director. The requisite disclosure in relation to such appointment, including under Regulation 30 of the SEBI Listing Regulations, shall be made to Stock Exchanges upon such appointment becoming effective. No such right is available to the Other Investors under the Subscription Agreements. As on the date of this disclosure, the Company is not aware of any potential conflict of interest arising out of the such investment agreement.
l)	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	Not Applicable

ANNEXURE B

S.No.	Particulars	Details
1	Type of securities proposed to be issued	Fully paid-up Equity Shares of face value of ₹5/- each;
2	Type of issuance (~~further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement,~~ preferential allotment etc.)	Preferential issue of equity shares in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 15,70,352 (Fifteen Lakhs Seventy Thousand Three Hundred Fifty-Two) fully paid-up equity shares, aggregating up to INR 22,50,00,034.56/- (Indian Rupees Twenty Two Crores Fifty Lakhs Thirty Four and Fifty Six Paise Only),
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
4	Names of the investors	As per ***ANNEXURE (i)***
5	Post allotment of securities - outcome of the subscription, issue price / allotted price (~~in case of convertibles),~~ Number of Investors	Subject to the receipt of requisite statutory, regulatory and shareholders' approvals, the Company proposes to allot up to 15,70,352 fully paid-up equity shares at an issue price of 143.28/- (Indian Rupees One Hundred Forty-Three and Twenty-Eight Paisa Only) per equity share (comprising a face value of Rs. 5/- (Rupees Five only) and a securities premium of INR 138.28/- (Indian Rupees One Hundred Thirty-Eight and Twenty-Eight Paisa Only) per equity share), determined in accordance with Regulation 165 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the valuation report payable in cash. The proposed investors do not hold any equity shares or other securities of the Company as on the Relevant Date. Accordingly, there is no pre-issue shareholding of the proposed investors in the Company as on the Relevant Date. The post-allotment shareholding pattern shall be disclosed upon completion of the allotment in accordance with the applicable laws. Number of Investors -14
6	In case of convertibles -intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable;
7	Any cancellation for termination of proposal for issuance of securities including reasons thereof	Not Applicable

ANNEXURE C

S.No.	Particulars	Details
1	Type of securities proposed to be issued	Fully convertible warrants, each convertible into one fully paid-up equity share of the Company having a face value of ₹5/- each.
2	Type of issuance (~~further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement,~~ preferential allotment etc.)	Preferential issue in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018..
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 88,98,657 (Eighty Eight Lakhs Ninety Eight Thousand Six Hundred Fifty Seven) fully convertible warrants, aggregating up to INR 127,49,99,574.96 (Indian Rupees One Hundred Twenty Seven Crores Forty Nine Lakhs Ninety Nine Thousand Five Hundred Seventy Four and Ninety Six Paise Only).
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
4	Names of the investors	As per ***ANNEXURE (i)***
5	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Subject to the receipt of requisite statutory, regulatory and shareholders' approvals, the Company proposes to allot up to 88,98,657 fully convertible warrants at an issue price of INR 143.28/- (Indian Rupees One Hundred Forty-Three and Twenty-Eight Paisa Only) per Warrant (including a premium of INR 138.28/- (Indian Rupees One Hundred Thirty-Eight and Twenty-Eight Paisa Only) per Warrant), payable in accordance with the provisions of the SEBI ICDR Regulations. The proposed investors do not hold any equity shares or other securities of the Company as on the Relevant Date. Accordingly, there is no pre-issue shareholding of the proposed investors in the Company as on the Relevant Date. The post-allotment shareholding pattern shall be disclosed upon completion of the allotment in accordance with the applicable laws. Number of Investors – 14
6	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each warrant shall be convertible into one fully paid-up equity share of the Company upon payment of the balance consideration, in accordance with the terms of issue and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The holder of the warrants shall be entitled to exercise the option of conversion within 18 months from the date of allotment of the warrants. The Company shall make the requisite disclosures to the Stock Exchanges upon the allotment of equity

		shares pursuant to the exercise of the conversion option or upon the lapse of the tenure of the warrants, as applicable.
7	Any cancellation for termination of proposal for issuance of securities including reasons thereof	Not Applicable

ANNEXURE (i)

Sr. No.	Name of the Proposed Allottee	Category of the allottee	Number of Equity Shares Proposed to be Allotted	Number of Convertible Warrants Proposed to be Allotted
1	Carpediem Capital Partners Fund II	Non-Promoter	11,67,295	66,14,671
2	Sanshi Fund - I	Non-Promoter	209,380	1,186,488
3	Rahil Vivek Desai	Non-Promoter	52,345	2,96,622
4	Sandeep Vyas	Non-Promoter	20,938	118,649
5	Anshul Kaushik	Non-Promoter	10,469	59,324
6	Om Prakash Jain	Non-Promoter	10,469	59,324
7	Harinder Singh	Non-Promoter	10,469	59,324
8	Sur-mangal Holdings Private Limited	Non-Promoter	10,469	59,324
9	Pradeep Kumar	Non-Promoter	10,469	59,324
10	Abhishek Kalra	Non-Promoter	10,469	59,324
11	Deepak Maheshwari	Non-Promoter	10,469	59,324
12	Govindan Raghavan	Non-Promoter	10,469	59,324
13	Gameplan Sports Private Limited	Non-Promoter	31,407	1,77,973
14	Ankur Saboo	Non-Promoter	5,235	29,662

ANNEXURE D

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, ~~reappointment, resignation, removal, death or otherwise~~	Mr. Hithendra Karadathodi Ramachandran has been appointed as the Additional Director of the Company designated as a Nominee Director.
2.	Date of appointment/ ~~reappointment/ cessation~~ (as applicable); and term of appointment/ ~~re-appointment~~	Date of Appointment- July 31, 2026. Mr. Hithendra shall hold office until the ensuing Annual General meeting to be held for the FY26.
3.	Brief profile (in case of appointment)	Mr. Hithendra Ramachandran has over two decades of experience in entrepreneurship, business transformation and scaling high-growth businesses. He has played a pivotal role in building and transforming organisations by driving sustainable growth and maximising business impact with efficient capital deployment. Prior to joining Carpediem Capital Partners, Mr. Ramachandran was a member of the founding team at Quess Corp Limited, where he contributed significantly to the growth of the company into India's leading business services provider. Earlier, he was associated with the Adecco Group, the global leader in human resource services, where he gained extensive experience in business operations and organisational development. Mr. Ramachandran holds an Executive MBA from IMD Business School, Lausanne, and brings valuable strategic, operational and entrepreneurial expertise to the Board.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Hithendra Karadathodi Ramachandran is not related to any of the Promoters, Directors or Key Managerial Personnel of the Company.

ANNEXURE E

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, ~~reappointment, resignation, removal, death or otherwise~~	Mr. Sathya Pramod Nagaraj has been appointed as the Additional Director of the Company designated as a Non- Executive Non-Independent Director.
2.	Date of appointment/ ~~reappointment/ cessation~~ (as applicable); and term of appointment/ ~~re-appointment~~	Date of Appointment- July 31, 2026. Mr. Sathya Pramod shall hold office until the ensuing Annual General meeting to be held for the FY26.
3.	Brief profile (in case of appointment)	Mr. Sathya Pramod is a Chartered Accountant with over 20 years of diverse experience across industry, startups and consulting. He has been associated with leading organisations including Deloitte, EY, AOL, Qyuki and Tally Solutions, and has held leadership positions such as Chief Financial Officer and Financial Controller. He possesses extensive expertise in investment banking and fund raising, mergers and acquisitions, taxation, auditing, financial due diligence, corporate compliance and risk management. His rich experience in finance, governance and strategic business planning is expected to provide valuable insights and strengthen the Company's Board.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Sathya Pramod is not related to any of the Promoters, Directors or Key Managerial Personnel of the Company.