Date: August 4, 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: Notice of 33rd Annual General Meeting ("AGM") of IIRM Holdings India Limited ("the Company") and information relating to E-voting facility.

Dear Sir/ Madam,

Please find enclosed herewith the Notice convening the 33rd Annual General Meeting ("AGM") of IIRM Holdings India Limited, scheduled to be held on Thursday, August 27, 2026, at 4:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the businesses as set out in the said Notice.

The Notice of the AGM is also available on the website of the Company at
https://www.iirmholdings.in/content_images/reports/AGM%20Notice%202026.pdf

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the applicable Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the Company has provided the facility of remote e-voting to its Members. The remote e-voting shall commence on Monday, August 24, 2026 at 9:00 A.M. (IST) and conclude on Wednesday, August 26, 2026 at 5:00 P.M. (IST). Members holding shares as on the cut-off date, i.e., Thursday, August 20, 2026, shall be entitled to avail the remote e-voting facility or cast their vote through the e-voting facility during the 33rd Annual General Meeting. Detailed instructions for e-voting are provided in the Notice of the AGM enclosed herewith.

We request you to 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: 2026.08.04 22:25:06 +05'30'

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

Encl.: As above

Notice of the 33rd Annual General Meeting

Notice is hereby given that the 33rd Annual General Meeting ("**AGM**") of the Members of **IIRM Holdings India Limited** ("the Company") will be held on **Thursday, August 27, 2026, at 4:00 PM (IST)** through video conference / other audio-visual means ("VC") to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

a. "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

b. "**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Rama Mohana Rao Bandlamudi who retires by rotation, as a Director

In this regard, to consider and if thought fit, to pass 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, the approval of members of the Company, be and is hereby accorded to reappoint, Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798), as a director who is liable to retire by rotation."

SPECIAL BUSINESS

3. Approval of Managerial Remuneration payable to Mr. Vurakaranam Ramakrishna (DIN: 00700881), Chairman and Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

> "**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, 199 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule V to the Act, including the payment of remuneration in the event of loss or inadequacy of profits in any financial year, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to approve the payment of a fixed managerial remuneration of INR 2,40,00,000/- (Rupees Two Crore Forty Lakh only) per annum, with no variable component, to Mr. Vurakaranam Ramakrishna (DIN: 00700881), Chairman and Managing Director of the Company, for the period commencing from July 1, 2026 and ending on June 30, 2028, on the following terms and conditions:

- The Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board authorised in this behalf) shall be authorised to interpret and implement the terms and conditions of remuneration approved herein and to make such modifications as may be necessary to give effect to this Resolution, provided that no enhancement or revision in the fixed remuneration approved by the Members shall be made without obtaining such approvals as may be required under the Companies Act, 2013 and other applicable laws.
- The perquisites shall be valued in accordance with the provisions of the Income-tax Act, 1961 and the rules made thereunder, wherever applicable, and in the absence of any such provisions, shall be valued at the actual cost to the Company.

- The provision of a Company-maintained motor car for use in connection with the business of the Company and telephone/mobile communication facilities at the residence, including expenses incurred on official local and long-distance calls, shall not be treated as perquisites and shall not be included in the computation of remuneration for the purpose of the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board authorised in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, writings and instruments, and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

4. Approval for Sale, Disposal, Lease or otherwise Disposal of Assets of Material Subsidiaries of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Regulation 24(6) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the Memorandum and Articles of Association of the Company and all other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such statutory, regulatory or other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof duly authorised by the Board) and/or the Board of Directors of any present or future Material Subsidiary(ies) of the Company, to permit such Material Subsidiary(ies), from time to time, to sell, transfer, lease, assign, dispose of, alienate or otherwise deal with, directly or indirectly, more than twenty per cent (20%) of its assets, on an aggregate basis during a financial year (whether in one or more transactions), including by way of sale, slump sale, lease, assignment, creation of pledge, charge, mortgage, hypothecation or any other security interest or encumbrance, or disposal upon invocation or enforcement of any such security interest or encumbrance, or through any other contractual arrangement, in favour of lenders, investors, buyers, security trustees, security agents, debenture trustees, debenture holders or such other persons as may be considered appropriate."

"**RESOLVED FURTHER THAT** such sale, transfer, lease, assignment, disposal, creation or enforcement of any security interest or encumbrance and/or any other contractual arrangement may be undertaken for the purpose of the business operations and financing requirements of the concerned Material Subsidiary(ies), including, without limitation, securing or facilitating borrowings, issuance of non-convertible debentures or any other financing arrangements, upon such terms and conditions as the Board and/or the Board of Directors of the concerned Material Subsidiary(ies) may, in their absolute discretion, deem fit and in the best interests of the Company and/or the concerned Material Subsidiary(ies)."

"**RESOLVED FURTHER THAT** the Board and/or the Board of Directors of the concerned Material Subsidiary(ies) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution, including, without limitation, appointing and authorising signatories, determining the timing, manner and extent of implementation of the aforesaid transactions, negotiating, finalising and executing all agreements, arrangements, contracts, deeds, writings and other documents, and taking all such actions as may be required in connection therewith, including settling any questions, difficulties or doubts that may arise in relation thereto, without requiring any further approval of the Members of the Company."

"**RESOLVED FURTHER THAT** the Board and/or the Board of Directors of the concerned Material Subsidiary(ies) be and are hereby authorised to delegate all or any of the powers conferred by this Resolution to any director, key managerial personnel, officer or authorised representative of the Company or the concerned Material Subsidiary(ies), and to appoint advisors, consultants, agents, intermediaries or other professionals, as may be considered necessary or expedient for giving effect to this Resolution."

5. Approval for Preferential Issue and Allotment of Equity Shares on a Private Placement Basis

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules made thereunder, the Securities and Exchange

Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and all other applicable laws, rules, regulations, notifications, circulars, guidelines and clarifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, BSE Limited and/or any other statutory or regulatory authority having jurisdiction (collectively, the "Applicable Laws"), each as amended, modified or re-enacted from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Investment Agreement and the Co-Investor Subscription Agreement (collectively, the "Investment Agreements") executed on July 31, 2026 among the Company, its Promoters and the proposed investors, and subject to such approvals, permissions, sanctions and consents as may be necessary from the concerned statutory, regulatory or other authorities, and subject to such conditions and modifications as may be prescribed while granting such approvals, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof constituted or to be constituted to exercise its powers, including the powers conferred by this Resolution), to create, offer, issue and allot, on a preferential basis by way of private placement, 15,70,352 (Fifteen Lakhs Seventy Thousand Three Hundred Fifty Two) fully paid-up equity shares of face value of INR 5 (Rupees Five) each at an issue price of INR 143.28/- per Equity Share (including a premium of INR 138.28/- per Equity Share), payable in cash, aggregating to INR 22,50,00,034.56/- (Indian Rupees Twenty Two Crores Fifty Lakhs Thirty Four and Fifty Six Paise Only), to the Proposed Equity Allottee(s) set out below, by way of a preferential issue on a private placement basis:"

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares Proposed	Aggregate Consideration (INR)
1	Carpediem Capital Partners Fund II	Institutional Investor	11,67,295	16,72,50,027.60
2	Sanshi Fund - I	Institutional Investor	2,09,380	2,99,99,966.40
3	Rahil Vivek Desai	Individual	52,345	74,99,991.60
4	Sandeep Vyas	Individual	20,938	29,99,996.64
5	Anshul Kaushik	Individual	10,469	14,99,998.32
6	Om Prakash Jain	Individual	10,469	14,99,998.32
7	Harinder Singh	Individual	10,469	14,99,998.32
8	Sur-mangal Holdings Private Limited	Body Corporate	10,469	14,99,998.32
9	Pradeep Kumar	Individual	10,469	14,99,998.32
10	Abhishek Kalra	Individual	10,469	14,99,998.32
11	Deepak Maheshwari	Individual	10,469	14,99,998.32
12	Govindan Raghavan	Individual	10,469	14,99,998.32
13	Gameplan Sports Private Limited	Body Corporate	31,407	44,99,994.96
14	Ankur Saboo	Individual	5,235	7,50,070.80

"**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the issue and allotment of the Equity Shares shall be July 28, 2026, being the date 30 (thirty) days prior to the date of approval of the preferential issue of Equity Shares by the Members of the Company."

"**RESOLVED FURTHER THAT** as the Equity Shares of the Company are not frequently traded within the meaning of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, the issue price of INR 143.28/- (Rupees One Hundred Forty-Three and Paise Twenty-Eight only) per Equity Share (including a premium of INR 138.28/- per Equity Share) has been determined in accordance with Regulation 165 of Chapter V of the SEBI ICDR Regulations, based on the valuation report dated July 28, 2026 issued by an Independent Registered Valuer, and the said issue price is not less than the floor price determined in accordance with the provisions of the SEBI ICDR Regulations."

"**RESOLVED FURTHER THAT** the Equity Shares shall be allotted on receipt of applicable subscription monies for the issuance of Equity Shares, within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission by the Central Government or Applicable Regulatory Authorities (including the in-principle approval from the Stock Exchange, in accordance with the SEBI ICDR Regulations) for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of receipt of such approval or permission, as applicable."

"**RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Equity Allottee by way of a preferential issue shall, inter-alia, be subject to the following:

- the full preferential allotment consideration shall be payable by the Equity Allottee on or before the date of the allotment of the Equity Shares in accordance with the SEBI ICDR Regulations;
- the Equity Shares so offered, issued and allotted to the Equity Allottee, shall be issued by the Company for cash consideration;
- Equity Shares shall be allotted by the Company to the Equity Allottee in dematerialized form, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- the Equity Shares to be issued and allotted shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- the pre-preferential allotment holding if any of the Equity Allottee and the Equity Shares to be allotted shall be subject to lock-in as per the provisions of Chapter V of the SEBI ICDR Regulations;
- the Equity Shares will be listed on Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- the Equity Allottee shall make payment of the subscription amount for the Equity Shares from its own bank account into the designated bank account of the Company, and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application; and
- the price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name of the Equity Allottee be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Equity Allottee inviting them to subscribe to the Equity Shares."

"**RESOLVED FURTHER THAT** the subscription amount shall be deposited in a separate bank account opened for the purpose of the preferential issue."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to issue and allot Equity Shares to the Equity Allottee, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

- to issue and allot the Equity Shares, subject to and in accordance with applicable laws;
- to issue clarifications, resolve and settle all matters, questions of doubt, involved in or concerned with the issue and allotment of the Equity Shares and incidental thereto, as the Board in its absolute discretion may deem fit;
- to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) to give effect to the above resolutions including making application to the Stock Exchanges for obtaining necessary approvals, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and / or such other authorities as may be necessary for the purpose;
- to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any Applicable Regulatory Authorities involved in or concerned with the issue and allotment of the Equity Shares;
- to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Equity Allottee;
- to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer,

issue and allotment of the Equity Shares, and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and

- to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance team / any director(s) / company secretary / any officer(s) / authorized signatory(ies) / executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Applicable Regulatory Authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution, and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

6. Approval for Preferential Issue and Allotment of Convertible Warrants on a Private Placement Basis

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and all other applicable laws, rules, regulations, notifications, circulars, guidelines and clarifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, BSE Limited and/or any other statutory or regulatory authority having jurisdiction (collectively, the "Applicable Laws"), each as amended, modified or re-enacted from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Investment Agreement and the Co-Investor Subscription Agreement (collectively, the "Investment Agreements") executed on July 31, 2026 among the Company, its Promoters and the proposed investors, and subject to such approvals, permissions, sanctions and consents as may be necessary from the concerned statutory, regulatory or other authorities, and subject to such conditions and modifications as may be prescribed while granting such approvals, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof constituted or to be constituted to exercise its powers, including the powers conferred by this Resolution), to create, issue, offer and allot, from time to time, in one or more tranches, 88,98,657 (Eighty-Eight Lakhs Ninety-Eight Thousand Six Hundred Fifty-Seven) Convertible Warrants ("Warrants"), each Warrant carrying a right exercisable by the holder thereof to subscribe to 1 (one) fully paid-up Equity Share of the Company having a face value of INR 5 (Indian Rupees Five) each, at an issue price of INR 143.28/- per Warrant (including a premium of INR 138.28/- per Warrant) ("Warrant Issue Price"), aggregating to INR 1,27,49,99,574.96 (Indian Rupees One Hundred Twenty Seven Crores Forty Nine Thousand Ninety Nine Thousand Five Hundred Seventy Four and Ninety Six Paise Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until the expiry of 18 (eighteen) months therefrom, to the Proposed Warrant Allottee, as set out below:"

Sr. No.	Name of Proposed Warrant Allottee	Category	No. of Warrants Proposed	Total Consideration (INR)
1	Carpediem Capital Partners Fund II	Institutional Investor	66,14,671	94,77,50,060.88
2	Sanshi Fund - I	Institutional Investor	11,86,488	17,00,00,000.64
3	Rahil Vivek Desai	Individual	2,96,622	4,25,00,000.16
4	Sandeep Vyas	Individual	1,18,649	1,70,00,028.72
5	Anshul Kaushik	Individual	59,324	84,99,942.72
6	Om Prakash Jain	Individual	59,324	84,99,942.72
7	Harinder Singh	Individual	59,324	84,99,942.72
8	Sur-mangal Holdings Private Limited	Body Corporate	59,324	84,99,942.72
9	Pradeep Kumar	Individual	59,324	84,99,942.72
10	Abhishek Kalra	Individual	59,324	84,99,942.72
11	Deepak Maheshwari	Individual	59,324	84,99,942.72
12	Govindan Raghavan	Individual	59,324	84,99,942.72
13	Gameplan Sports Private Limited	Body Corporate	1,77,973	2,54,99,971.44
14	Ankur Saboo	Individual	29,662	42,49,971.36

"**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the floor price for the issue and allotment of the Warrants shall be July 28, 2026, being the date 30 (thirty) days prior to the date of approval of the preferential issue of Warrants by the Members of the Company."

"**RESOLVED FURTHER THAT** as the Equity Shares of the Company are not frequently traded within the meaning of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, the Warrant Issue Price of INR 143.28/- (Rupees One Hundred Forty-Three and Paise Twenty-Eight only) per Warrant has been determined in accordance with Regulation 165 of Chapter V of the SEBI ICDR Regulations, based on the valuation report dated July 28, 2026 issued by an Independent Registered Valuer, and the said Warrant Issue Price is not less than the floor price determined in accordance with the provisions of the SEBI ICDR Regulations."

"**RESOLVED FURTHER THAT** the Warrants shall be allotted in one or more tranches, on receipt of applicable subscription monies for issuance of the Warrants, within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission by the Central Government or Applicable Regulatory Authorities (including the in-principle approval from the Stock Exchanges, in accordance with the SEBI ICDR Regulations) for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of receipt of such approval or permission, as applicable."

"**RESOLVED FURTHER THAT** the Warrants being offered, issued and allotted to the Warrants Allottee by way of a preferential issue shall, inter-alia, subject to the following:

- the Warrants Allottee shall pay an amount equivalent to at least 25% (twenty-five per cent) of the Warrant Issue Price per Warrant in terms of the SEBI ICDR Regulations on or before the allotment of Warrants. Upon exercising of the option of conversion of the Warrants into Equity Shares by the Warrants Allotee, the balance amount of the Warrant Issue Price shall be payable, as cash consideration. If the option to acquire equity shares pursuant to conversion of Warrants is not exercised within the prescribed time period of 18 (eighteen) months from the date of allotment of Warrants, then such Warrants shall lapse and the amount paid with respect to the Warrants shall be forfeited by the Company;
- the Warrants Allottee shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (One) equity share against each Warrant;
- the equity shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

- the equity shares allotted on conversion of the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- the Warrants may be exercised by the Warrants Allottee, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of equity shares and perform such actions as required to credit the equity shares to the dematerialized securities account of the Warrants Allottee and entering the name of the allottee in the records of the Company as the registered owner of the equity shares;
- the Warrants shall be exercised by the Warrants Allotee in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations, the Securities Contracts (Regulation) Rules, 1957 and any other regulations and guidelines issued by SEBI or Applicable Regulatory Authorities as the case may be or any modifications thereof;
- the Warrants Allottee shall make payment of the Warrant Issue Price from its own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;
- the Warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the Warrants Allottee, if any, shall also be subject to the lock-in restrictions in terms of the SEBI ICDR Regulations;
- the Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrants Allottee any rights with respect to that of an equity shareholder of the Company;
- the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be; and
- the price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time;
- The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/realignment, rights issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time; and
- The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulation."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions, if any, of the Act, the name of the Warrants Allottee be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Warrants Allottee inviting them to subscribe to the Warrants."

"**RESOLVED FURTHER THAT** the subscription amount shall be deposited in a separate bank account opened for the purpose of the preferential issue."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrants Allottee."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to issue and allot Warrants to the Warrants Allottee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

- to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise of the Warrants, without requiring any further approval of the Members;
- to issue clarifications, resolve and settle all matters, questions of doubt as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit;
- to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors) to give effect to the above resolutions including making application to Stock Exchanges for obtaining necessary approvals and filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and / or such other authorities as may be necessary for the purpose;
- to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants and the equity shares to be issued and allotted upon the exercise of the Warrants;
- to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Warrants Allottee;
- to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the equity shares to be issued and allotted upon the exercise thereof, the listing of the equity shares to be issued and allotted upon the exercise thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants and the equity shares to be issued and allotted upon the exercise thereof, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and
- to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the finance team / any director(s) / company secretary / any officer(s) / authorized signatory(ies) / executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

7. Appointment of Mr. Hithendra Karadathodi Ramachandran (DIN: 01773455) as a Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and other applicable laws, if any, Mr. Hithendra Karadathodi Ramachandran (DIN: 01773455), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 31, 2026, pursuant to Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting, and being eligible for appointment, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Annual General Meeting."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, the Managing Director, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, writings and instruments, and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. Appointment of Mr. Sathya Pramod Nagaraj (DIN: 03263700) as Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of

Association of the Company and other applicable laws, if any, Mr. Sathya Pramod Nagaraj (DIN: 03263700), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 31, 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and being eligible for appointment, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Annual General Meeting."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, the Managing Director, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, writings and instruments, and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. Amendment of Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company in the manner set out in the Explanatory Statement annexed to this Notice."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 31B of the SEBI Listing Regulations and other applicable laws, the Members of the Company hereby approve the incorporation and continuation of the special rights proposed to be conferred upon Carpediem Capital Partners Fund II, as set out in the Investment Agreement and incorporated in the Articles of Association of the Company, to the extent permissible under applicable law and subject to the provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws, as amended from time to time."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall include any Committee thereof or any person(s) authorised by the Board), the Managing Director, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all documents, file necessary forms and returns with the Registrar of Companies, the stock exchange(s), SEBI and other regulatory authorities, and take all such steps as may be necessary, desirable or expedient to give effect to this Resolution, including making such modifications as may be required by any statutory or regulatory authority."

By Order of the Board

IIRM Holdings India Limited

Sd/-
Vurakaranam Ramakrishna
Chairman & Managing Director
DIN: 00700881

Place: Hyderabad
Date: July 31, 2026

Registered Office:
IIRM Holdings India Limited
CIN: L70200TS1992PLC189999
Registered Office: 5th Floor, Ashoka My Home Chambers, Sindhi Colony, SP Road, Begumpet, Secunderabad, Hyderabad, Telangana, India, 500003
Email: cs@iirmholdings.in Website: www.iirmholdings.in

NOTES

1. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the

Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed to this notice.

3. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs (MCA), the facility to appoint proxy and caste vote for the members is not available for this AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to hemangsatra99@gmail.com with a copy marked to evoting@nsdl.com & beetalrta@gmail.com.

7. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. August 27, 2026. Members seeking to inspect such documents can send an email to cs@iirmholdings.in.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

9. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment / appointments at this AGM is provided as an Annexure to this Notice.

10. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Private Limited, email: beetal@beetalfinancial.com for assistance in this regard.

11. Special Window for Transfer and Dematerialisation of Physical Shares: Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 and SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a special window is available from February 5, 2026 to February 4, 2027 for transfer and dematerialisation of eligible physical securities sold/purchased prior to April 1, 2019. Eligible shareholders may contact the Company's Registrar and Share Transfer Agent (RTA) Beetal Financial & Computer Services Private Limited, email: beetal@beetalfinancial.com for detailed procedures and assistance.

12. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with Beetal Financial & Computer Services Private Limited, in case the shares are held in physical form.

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 26, 2026, through email on cs@iirmholdings.in. The same will be replied by the Company suitably.

14. In compliance with the MCA Circulars, the Annual Report for Financial year 2025-26, the Notice of the 33rd AGM, along with the e-voting instructions are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP) and has been uploaded on the website of the Company at www.iirmholdings.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and NSDL at www.evoting.nsdl.com. A letter providing the web-link for accessing the Annual report for Financial Year 2025-26, including the exact path, will be sent to those members who have not registered their email address with the Company.

15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

16. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

17. Other Guidelines for Members:
    - A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
    - The Company has appointed M/s. Hemang Satra and Associates as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two working days after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company at www.iirmholdings.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

The remote e-voting period begins on Monday, August 24, 2026, at 09:00 A.M. and ends on Wednesday, August 26, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, August 20, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 20, 2026.

How do I vote electronically using NSDL e-Voting system? The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting System

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

NSDL Mobile App is available on

App Store Google Play

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below: If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.

How to retrieve your 'initial password'? If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.

- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemangsatra99@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@iirmholdings.in.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@iirmholdings.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@iirmholdings.in. The same will be replied by the company suitably.
- **Speaker Registration:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 24 hours before the meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@iirmholdings.in.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- The shareholders who do not wish to speak during the AGM but have queries may send their queries mentioning their name, demat account number/folio number, email id, mobile number at cs@iirmholdings.in. These queries will be replied to by the company suitably by email.

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 and rules thereunder, as amended ("Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying Notice of the AGM.

Item No. 3: Approval of Managerial Remuneration payable to Mr. Vurakaranam Ramakrishna, Chairman & Managing Director of the Company

Mr. Vurakaranam Rama Krishna (DIN: 00700881) was appointed as the Chairman and Managing Director of the Company for a period of five (5) years with effect from September 28, 2023 up to September 27, 2028, at the 30th Annual General Meeting of the Company held on September 28, 2023, without any remuneration.

Considering his significant contribution to the growth and overall performance of the Company through his strategic leadership, business development initiatives, financial planning, strengthening of corporate governance practices, maintaining effective relationships with the Board and other stakeholders, and improving the Company's turnover and profitability, the

Members of the Company, at the 31st Annual General Meeting held on September 28, 2024, approved the payment of managerial remuneration to Mr. Vurakaranam Rama Krishna comprising a fixed remuneration of INR 1,75,00,000 (Rupees One Crore Seventy-Five Lakh only) per annum together with a variable commission of up to 11% of the net profits of the Company for each financial year, for a period of three (3) years, pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors.

In view of the evolving responsibilities of Mr. Vurakaranam Rama Krishna and considering his continued leadership and contribution to the growth and performance of the Company, the Nomination and Remuneration Committee (NRC) recommended a revision in his managerial remuneration. Based on NRC recommendation, the Board of Directors, at its meeting held on May 28, 2026, approved, subject to the approval of the Members, the payment of a fixed managerial remuneration of INR 2,40,00,000 (Rupees Two Crore Forty Lakh only) per annum, with no variable component, for a period of two (2) years commencing from July 1, 2026 and ending on June 30, 2028, in supersession of the remuneration structure previously approved by the Members, and in accordance with the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

Statement as required under Part II of Section II of Schedule V to the Companies Act, 2013

I. General Information:

Nature of Industry: IIRM Holdings India Limited is engaged in the business of providing consultancy services.

Date or expected date of commencement of commercial production: IIRM Holdings India Limited was incorporated on 20/04/1992.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.

Financial performance based on given indicators (Rs. Lakhs, except EPS):

Particulars	Standalone		Consolidated	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Paid up Capital	3,407.21	3,407.21	3,407.21	3,407.21
Income from operations	529.00	365.00	25,214.99	21,945.02
Profit before Tax	138.11	180.82	3,437.79	3,055.39
Profit after Tax	93.96	76.12	2,436.69	2,163.06
EPS (basic & diluted)	0.14	0.11	3.58	3.17

Foreign investments or collaborations of the company if any: The Company has not entered into any material foreign collaboration during the previous 3 (three) financial years. The foreign investors, mainly comprising of FIIs and NRIs, are on account of issuances of securities and/or secondary market purchases, from time to time.

II. Information about the appointee:

Background details: Mr. Vurakaranam Ramakrishna is a qualified Chartered Accountant with extensive experience in the insurance and financial services industry. He possesses significant expertise across various classes of insurance, including Health Insurance, Engineering Insurance, Liability Insurance and Reinsurance. Over the years, he has demonstrated strong leadership in strategic planning, business development, financial management, risk assessment and corporate governance, contributing significantly to the growth and performance of the Company.

Past remuneration: INR 1,75,00,000 (Rupees One Crore Seventy-Five Lakh only) per annum.

Recognition or awards: --

Remuneration Proposed: A fixed remuneration of INR 2,40,00,000 (Rupees Two Crore Forty Lakh only) per annum, with no variable component, payable to Mr. Vurakaranam Ramakrishna (DIN: 00700881), Chairman & Managing Director, with effect from July 1, 2026 up to June 30, 2028.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of Mr. Vurakaranam Ramakrishna and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: There is no pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel or other director, except Mr. Vurakaranam Ramakrishna is promoter of the Company holding 3,91,91,252 (57.51%) equity shares of face value of Rs. 5/- each.

III. Other Information:

Reasons of loss or inadequate profits: No loss has been reported in the immediately preceding three financial years.

Steps taken or proposed to be taken for improvement: Not Applicable.

Expected increase in productivity and profits in measurable terms: Not Applicable.

The Board is of the view that the proposed remuneration is commensurate with Mr. Vurakaranam Rama Krishna's responsibilities, experience, leadership role and the size, operations and performance of the Company and accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Except Mr. Vurakaranam Rama Krishna and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No. 4: Approval for sale, disposal, lease or otherwise disposal of assets of material subsidiaries of the company

The Company presently has two Material Subsidiaries, namely India Insure Risk Management and Insurance Broking Services Private Limited ("India Insure") and IIRM Global Shared Services Private Limited ("I Share").

The Board of Directors of India Insure, at its meeting held on March 24, 2026, approved a proposal to raise funds through the issuance of up to 6,500 (Six Thousand Five Hundred) Senior, Unlisted, Unrated, Redeemable, Secured, Non-Convertible Debentures having a face value of INR 1,00,000 (Rupees One Lakh Only) each, aggregating up to INR 65,00,00,000 (Rupees Sixty-Five Crores Only), on a private placement basis, to Kotak Credit Opportunities Fund. India Insure has also appointed Axis Trustee Services Limited as the Debenture Trustee for the proposed issuance.

In connection with the proposed borrowing by India Insure and the present and future financing requirements of the Material Subsidiary(ies) of the Company, it may be necessary for such Material Subsidiary(ies) to sell, transfer, lease, assign, dispose of, alienate or otherwise deal with, directly or indirectly, more than twenty percent (20%) of their assets, on an aggregate basis during a financial year, including by way of sale, slump sale, lease, assignment, creation of pledge, charge, mortgage, hypothecation or any other security interest or encumbrance, or disposal upon invocation or enforcement of such security, in favour of lenders, investors, security trustees, security agents, debenture trustees, debenture holders or such other persons as may be required under the financing documents.

Accordingly, while the present proposal is primarily necessitated by the proposed financing transaction of India Insure, the Special Resolution has been drafted as an enabling resolution to cover the existing Material Subsidiaries of the Company, namely India Insure and I Share, as well as any entity that may qualify as a Material Subsidiary in the future. This will enable such Material Subsidiary(ies) to undertake transactions contemplated under Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as and when required, without seeking separate shareholders' approval on each occasion, subject to compliance with applicable laws.

Regulatory Requirement

Regulation 24(6) of the SEBI Listing Regulations provides that selling, disposing of or leasing assets amounting to more than twenty percent (20%) of the assets of a material subsidiary, on an aggregate basis during a financial year, requires prior approval of the shareholders of the listed entity by way of a Special Resolution, unless such transaction is undertaken pursuant to a scheme of arrangement approved by a Court or Tribunal or under a resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016.

While the proposed financing arrangements may involve the creation of pledge, charge, mortgage, hypothecation or other security interests or encumbrances over the assets of the Material Subsidiary(ies), which may, upon enforcement, result in the transfer or disposal of such assets, the Company is seeking the approval of the Members as a matter of abundant caution, good corporate governance and in compliance with the applicable provisions of the Companies Act, 2013 and Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, an enabling approval of the Members is being sought to enable the Material Subsidiary(ies) of the Company to undertake such transactions, from time to time, in connection with their business operations and financing requirements, without the need to seek separate shareholders' approval on each occasion, subject to compliance with applicable laws.

Rationale for Seeking Members' Approval

The proposed approval will enable the Material Subsidiary(ies) to efficiently undertake financing transactions, including borrowings and issuance of debt securities, and to create security over or otherwise deal with their assets as may be required under the relevant financing documents. Obtaining this enabling approval will facilitate timely execution of such transactions, provide operational flexibility and avoid the need to seek separate shareholders' approval for each transaction falling within the scope of Regulation 24(6) of the SEBI Listing Regulations.

The Audit Committee has reviewed the proposal and recommended the same to the Board. The Board of Directors is of the opinion that the proposed Special Resolution is in the best interests of the Company, its Material Subsidiary(ies) and its stakeholders and accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 5: Approval for Preferential Issue and Allotment of Equity Shares on a Private Placement Basis and Item No. 6: Approval for Preferential Issue and Allotment of Convertible Warrants on a Private Placement Basis

The Board of Directors of the Company (“Board”) at its meeting held on July 31, 2026, approved raising funds through issuance of:

(i) 15,70,352 (Fifteen Lakhs Seventy Thousand Three Hundred Fifty Two) fully paid-up equity shares of face value of INR 5 (Rupees Five) each at an issue price of INR 143.28/- (Indian Rupees One Hundred Forty-Three And Twenty-Eight Paisa Only) per Equity Share (including a premium of INR 138.28/- (Indian Rupees One Hundred Thirty-Eight and Twenty-Eight Paisa Only) per Equity Share), payable in cash, aggregating to INR 22,50,00,034.56/- (Indian Rupees Twenty Two Crores Fifty Lakhs Thirty Four and Fifty Six Paise Only), to the Proposed Equity Allottee(s) set out below, by way of a preferential issue on a private placement basis;

S. No.	Name of Investor	Maximum Number of Equity Shares to be Allotted
1	Carpediem Capital Partners Fund II	11,67,295
2	Sanshi Fund - I	2,09,380
3	Rahil Vivek Desai	52,345
4	Sandeep Vyas	20,938
5	Anshul Kaushik	10,469
6	Om Prakash Jain	10,469
7	Harinder Singh	10,469
8	Sur-mangal Holdings Private Limited	10,469
9	Pradeep Kumar	10,469
10	Abhishek Kalra	10,469
11	Deepak Maheshwari	10,469
12	Govindan Raghavan	10,469
13	Gameplan Sports Private Limited	31,407
14	Ankur Saboo	5,235

and

(ii) 88,98,657 (Eighty Eight Lakhs Ninety Eight Thousand Six Hundred Fifty Seven) Convertible Warrants (“Warrants”), each carrying a right exercisable by the holder thereof to subscribe to one (1) fully paid-up Equity Share of the Company having a face value of INR 5 (Indian Rupees Five) each, 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) (“Warrant Issue Price”), aggregating to INR 1,27,49,99,574.96 (Indian Rupees

One Hundred Twenty Seven Crores Forty Nine Thousand Ninety Nine Thousand Five Hundred Seventy Four and Ninety Six Paise Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until the expiry of 18 (eighteen) months therefrom, to the Proposed Warrant Allottee, as set out below (the "Warrant Allottee").

S. No.	Name of Investor	Maximum Number of Warrants to be Allotted
1	Carpediem Capital Partners Fund II	66,14,671
2	Sanshi Fund - I	11,86,488
3	Rahil Vivek Desai	2,96,622
4	Sandeep Vyas	1,18,649
5	Anshul Kaushik	59,324
6	Om Prakash Jain	59,324
7	Harinder Singh	59,324
8	Sur-mangal Holdings Private Limited	59,324
9	Pradeep Kumar	59,324
10	Abhishek Kalra	59,324
11	Deepak Maheshwari	59,324
12	Govindan Raghavan	59,324
13	Gameplan Sports Private Limited	1,77,973
14	Ankur Saboo	29,662

The issuances set forth in (i) and (ii) above shall be collectively referred to as, the "Preferential Issue".

In accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of Special Resolution is required, for a preferential issue of securities on a private placement basis. Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought by way of a Special Resolution for the Preferential Issue.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the ICDR and the Act, are set out below:

1. Objects of the Issue

a) The proceeds of the proposed preferential issue shall be utilized by the Company and/or its subsidiary companies and/or associate companies for one or more of the following purposes:

- Meeting working capital requirements;
- Funding day-to-day business operations and operational expenses;
- Funding acquisitions and strategic investments;
- Business expansion and growth initiatives;
- Capital expenditure; and
- General corporate purposes, to the extent permitted under applicable law.

The proceeds of the Issue shall be utilized in such manner and proportion as may be determined by the Board or a duly constituted Committee thereof, or any Key Managerial Personnel authorized by the Board, from time to time, in accordance with the requirements of the Company and subject to applicable laws.

b) Given that the Preferential Issue includes issuance of the Warrants, the Issue Proceeds in respect of the Warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the management the entire Issue Proceeds with respect to the Warrants would be utilised for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the timelines set out above.

c) In terms of the NSE Circular No. NSE/CML/2022/56 and BSE Circular No. 20221213-47 both dated 13th December, 2022, as amended, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

d) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board (which term shall include any committee of the Board), in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (which term shall include any committee of the Board), subject to compliance with applicable laws.

e) Interim Use of Proceeds
The Board, (which term shall include any committee of the Board) from time to time, will have flexibility to deploy the Issue Proceeds as an interim use of the same. Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in instruments as may be permitted under applicable laws.

2. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue: None of the Promoters, members of the Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

3. The class or classes of persons to whom the allotment is proposed to be made: The proposed allotment of Equity Shares is to be made to the Proposed Equity Allottee(s), who belong to the non-promoter category, as set out above.

4. Type of Securities Offered, the Price at Which Security is Offered, the Maximum Number of Securities to be Issued and Material Terms

The Resolutions set out at Items No. 5 and 6 of the accompanying notice of the AGM propose to issue and allot securities on a preferential issue basis.

(a) Equity Shares of the face value of INR 5 each of the Company for cash consideration in relation to Resolution as set out at Items No. 5 of the Notice: 15,70,352 (Fifteen Lakhs Seventy Thousand Three Hundred Fifty Two) Equity Shares of the Company of face value of INR 5 (Rupees Five) each for cash at issue price of INR 143.28/- (including premium of 138.28/-) per equity share aggregating to about INR 22,50,00,034.56/- (Indian Rupees Twenty Two Crores Fifty Lakhs Thirty Four and Fifty Six Paise Only) to the Equity Allottee, such price not being less than the floor price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(b) Warrants exercisable into equity shares for cash consideration in relation to resolution as set out at Item No. 6 of the Notice: 88,98,657 (Eighty Eight Lakhs Ninety Eight Thousand Six Hundred Fifty Seven) Warrants at an issue price of INR 143.28/- (including premium of INR 138.28/-) per Warrant, with a right to the Warrants Allottee to apply for and be allotted 01 (One) equity share of face value of INR 5 (Rupees Five) each of the Company for each Warrant, aggregating to about 1,27,49,99,574.96 (Indian Rupees One Hundred Twenty Seven Crores Forty Nine Thousand Ninety Nine Thousand Five Hundred Seventy Four and Ninety Six Paise Only), to the Warrants Allottee, such price not being less than the floor price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Proposed Equity Allottee(s) have consented to the proposed Preferential Issue and confirmed their eligibility in terms of Regulation 159 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% (one hundred per cent) of the consideration for the Equity Shares shall be payable by the Proposed Equity Allottee(s) on or before the date of allotment of the Equity Shares.

Since the proposed preferential issue exceeds INR 100 crore, the Company shall appoint a Monitoring Agency in accordance with Regulation 162A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to monitor the utilization of the issue proceeds. The Monitoring Agency shall submit its reports in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company shall comply with the applicable disclosure and reporting requirements in respect thereof until the issue proceeds are fully utilized.

The material terms of the proposed Preferential Issue of the Equity Shares and Warrants are stipulated in the Special Resolutions set forth in Items No. 5 & 6 and this Explanatory Statement.

5. The Shareholding Pattern of the Company Before and After the Preferential Issue

Category	Pre Issue*		Post Issue**	
	No. of Shares Held	% of Shares Holding	No. of Shares Held	% of Shares Holding
(A) Promoter Shareholding	**-**	**-**	**-**	**-**
(1) Indian	-	-	-	-
(a) Individuals & HUF	3,94,47,909	57.89	3,94,47,909	50.18
(b) Bodies Corporate	-	-	-	-
(c) Others	-	-	-	-
Sub Total (A)(1)	**3,94,47,909**	**57.89**	**3,94,47,909.00**	**50.18**
(2) Foreign promoters	-	-	-	-
Total Promoter shareholding A=A1+A2	**3,94,47,909.00**	**57.89**	**3,94,47,909.00**	**50.18**
(B) Public Shareholding	**-**	**-**	**-**	**-**
B1) Institutional Investors	4,50,000.00	0.66	96,27,834.00	12.25
B2) Institutional Investors (Foreign)	-	-	-	-
B3) Central Govt./Stat Govt./POI	-	-	-	-
B4) Non-Institutional Investors	-	-	-	-
Individuals	2,01,54,505.00	29.58	2,11,66,507.00	26.92
Body Corporate	69,14,108.00	10.15	71,93,281.00	9.15
Others (Including HUF, LLP & NRI)	11,77,728.00	1.73	11,77,728.00	1.50
Sub Total B4	**2,82,46,341.00**	**41.45**	**2,95,37,516.00**	**37.57**
Total Public Shareholding B=B1+B2+B3+B4	**2,86,96,341.00**	**42.11**	**3,91,65,350.00**	**49.82**
C) Non-Promoter - Non-Public	-	-	-	-
Grand Total (A+B+C)	**6,81,44,250.00**	**100.00**	**7,86,13,259.00**	**100.00**

* The pre-issue shareholding pattern is as on July 28, 2026.

** The post-issue shareholding pattern is arrived at after considering all the preferential allotments to be made under this notice (Item No. 5 and 6) and on a fully diluted basis (assuming full conversion of the Warrants into equity shares).

** In the event any further issue of shares of the Company between the date of this notice and the date of allotment of equity shares upon exercise of the Warrants is undertaken, the shareholding pattern shall stand modified accordingly.

6. Time Frame Within Which the Preferential Issue Shall Be Completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares and the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body or in-principle approval from the Stock Exchanges, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

7. Identity of the Natural Person(s) Who Are the Ultimate Beneficial Owner(s) of the Proposed Equity Allottee(s) and/or Who Ultimately Control the Proposed Equity Allottee(s)

The details of the natural person(s) who are the ultimate beneficial owner(s) of the Proposed Equity Allottee(s) and/or who ultimately control the Proposed Equity Allottee(s), to the extent applicable, are set out below.

The proposed Equity Allottees 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.

Name of the Proposed Allottees	Ultimate Beneficial Owner of the Proposed Allottee	Pre-Issue Shareholding*	Post-Issue Shareholding**
Carpediem Capital Partners Fund II	Not Applicable	-	77,81,966
Sanshi Fund - I	Saranya Mukul Agrawal Divyanshi Agrawal Chintan Hemant Desai	-	13,95,868
Rahil Vivek Desai	Not Applicable	-	3,48,967
Sandeep Vyas	Not Applicable	-	1,39,587
Anshul Kaushik	Not Applicable	-	69,793
Om Prakash Jain	Not Applicable	-	69,793
Harinder Singh	Not Applicable	-	69,793
Sur-mangal Holdings Private Limited	Richi Anurag Saboo Surbhi Sandeep Saboo Sandeep Satish Kumar Saboo	-	69,793
Pradeep Kumar	Not Applicable	-	69,793
Abhishek Kalra	Not Applicable	-	69,793
Deepak Maheshwari	Not Applicable	-	69,793
Govindan Raghavan	Not Applicable	-	69,793
Gameplan Sports Private Limited	Jeet Banerjee Malavika Banerjee	-	2,09,380
Ankur Saboo	Not Applicable	-	34,897

* The pre-issue shareholding is as on the relevant date i.e., July 28, 2026.
** The post-issue shareholding is arrived at after considering all the preferential allotments to be made under this notice (Item No. 5 and 6) and on a fully diluted basis (assuming full conversion of the Warrants into equity shares).
** In the event any further issue of shares of the Company between the date of this notice and the date of allotment of equity shares upon exercise of the Warrants is undertaken, the shareholding shall stand modified accordingly.

8. Change in Control, if Any, in the Company That Would Occur Consequent to the Preferential Issue

The proposed Preferential Issue is not expected to result in any change in the management or control of the Company. The existing Promoters and Promoter Group of the Company shall continue to remain in control of the Company after completion of the proposed Preferential Issue.

9. Number of Persons to Whom Allotment on Preferential Basis Has Been Made in Terms of Number of Securities as Well as Price

The Company has not made any preferential allotment during the financial year 2025-26.

The Company has not made any preferential allotment during the period from April 01, 2026 till the date of the Notice.

10. The Justification for the Allotment Proposed to be Made for Consideration Other Than Cash Together With Valuation Report of the Registered Valuer

Not applicable as the Preferential Issue will be undertaken for cash consideration.

11. Relevant Date

In terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Relevant Date for determining the issue price of the Equity Shares and Convertible Warrants proposed to be issued on a preferential basis is July 28, 2026, being the date 30 (thirty) days prior to the date of the Annual General Meeting convened to consider and approve the proposed preferential issue.

Since the Equity Shares of the Company are infrequently traded within the meaning of Regulation 164(5) of the SEBI ICDR Regulations, the issue price has been determined in accordance with Regulation 165 of the SEBI ICDR Regulations based on the valuation report obtained from an Independent Registered Valuer.

Basis or Justification for the Issue Price (including Premium, if any)

The Equity Shares are proposed to be issued at an issue price of INR 143.28 (Indian Rupees One hundred and forty-three and twenty-eight only) per Equity Share, including a premium of INR 138.28 (Indian Rupees One hundred and thirty-eight and twenty-eight paise only) per Equity Share.

The Convertible Warrants are proposed to be issued at an issue price of INR 143.28 (Indian Rupees One hundred and forty-three and twenty-eight only) per Convertible Warrant, including a premium of INR 138.28 (Indian Rupees One hundred and thirty-eight and twenty-eight paise only) per Convertible Warrant.

The Equity Shares of the Company are infrequently traded within the meaning of Regulation 164(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). Accordingly, the issue price of the Equity Shares and the issue price of the Convertible Warrants have been determined in accordance with Regulation 165 of the SEBI ICDR Regulations.

Pursuant to Regulation 165 of the SEBI ICDR Regulations, the Company has obtained a valuation report dated July 28, 2026 issued by Mr. Ramesh Janam, Independent Registered Valuer (Registration No. IBBI/RV/06/2020/13430), determining the fair value of the Equity Shares of the Company. The issue price of the Equity Shares and the issue price of the Convertible Warrants are not lower than the value determined in the said valuation report and are in compliance with the applicable provisions of the SEBI ICDR Regulations.

The valuation report issued by the Independent Registered Valuer is available for inspection by the Members in accordance with the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations and shall also be made available on the website of the Company up to the date of the Annual General Meeting.

12. Lock-in Period

The Equity Shares and the Convertible Warrants proposed to be allotted pursuant to the Preferential Issue, and the Equity Shares arising upon exercise of the Convertible Warrants, shall be subject to such lock-in requirements as are prescribed under Chapter V of the SEBI ICDR Regulations, as amended from time to time.

The pre-preferential shareholding, if any, of the Proposed Allottee(s) shall be subject to such lock-in or other restrictions as may be applicable under the provisions of Chapter V of the SEBI ICDR Regulations.

13. Requirements as to Re-computation of Price

As the Equity Shares have been listed for a period of more than 90 (ninety) days as on the Relevant Date (as defined below), the provisions of Regulation 164(3) of ICDR governing re-computation of the price of shares shall not be applicable.

The Company shall recompute the price of the Equity Shares and Warrants to be allotted under the Preferential Issue, in terms of the provisions of the ICDR where it is required to do so, if any.

In the event that the amount payable on account of re-computation of the issue price, if any, is not paid by the Proposed Equity Allottee(s) within the time stipulated under the SEBI ICDR Regulations, the Equity Shares proposed to be allotted pursuant to the Preferential Issue shall continue to remain locked-in until such time as the aforesaid amount is paid by the Proposed Equity Allottee(s).

14. Practicing Company Secretary's Certificate

A certificate has been obtained from M/s. Hemang Satra & Associates., Practicing Company Secretary, certifying that the issue of the Equity Shares and Warrants on a preferential basis is being made in accordance with requirements of the SEBI ICDR Regulations. The same is also available on the website of the Company at https://www.iirmholdings.in/content_images/reports/PCS%20Certificate%202026.pdf

15. Material Terms of the Proposed Preferential Issue of Equity Shares

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolution as set out at Item No. 5 of the Notice.

16. Disclosure Pertaining to Wilful Defaulters and Fugitive Economic Offender

None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters are a fugitive economic offender as defined under the ICDR.

Other Disclosures/Undertakings

- The Company is in compliance with the conditions for continuous listing of its Equity Shares as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable listing agreements entered into with the Stock Exchange(s) and the circulars, notifications and directions issued thereunder, as amended from time to time.
- The Company is eligible to undertake the proposed Preferential Issue in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- The Equity Shares proposed to be allotted pursuant to the Preferential Issue and the Equity Shares arising upon exercise of the Convertible Warrants shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, from the date of allotment, subject to applicable laws.
- The Proposed Allottee(s) have not sold or transferred any Equity Shares of the Company during the 90 (Ninety) trading days immediately preceding the Relevant Date, to the extent applicable under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues payable to the Securities and Exchange Board of India, the Stock Exchange(s) or any of the Depositories.
- The Company has obtained the Permanent Account Number (PAN) of each of the Proposed Allottee(s).
- The Company shall make an application to the Stock Exchange(s) where its Equity Shares are listed for obtaining in-principle approval for the proposed Preferential Issue on the same day as the dispatch of this Notice to the Members, in accordance with the applicable provisions of the SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The securities held by the Proposed Allottee(s), if any, are in dematerialised form.
- The Company has complied with the requirements of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to maintenance of minimum public shareholding.

The Equity Shares and the Convertible Warrants, including the Equity Shares arising upon exercise of the Convertible Warrants, shall be issued and allotted only in dematerialised form and shall rank pari passu with the existing Equity Shares of the Company from the date of their respective allotment, in all respects, including dividend, subject to the provisions of the Memorandum and Articles of Association of the Company and the applicable laws.

Accordingly, the approval of the Members by way of Special Resolution is required in terms of the applicable provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws. Accordingly, the approval of the Members of the Company is being sought.

The Board of Directors is of the opinion that the proposed Preferential Issue is in the best interests of the Company and accordingly recommends the Special Resolutions set out at Item Nos. 5 and 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their shareholding, if any, in the Company and/or their interest, if any, in the Proposed Allottee(s), in accordance with the applicable provisions of the Companies Act, 2013.

Item No. 7: Appointment of Mr. Hithendra Karadathodi Ramachandran (DIN: 01773455) as a Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on July 31, 2026, appointed Mr. Hithendra Karadathodi Ramachandran (DIN: 01773455) as an Additional Director in the category of Non-Executive, Non-Independent Director with effect from July 31, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company.

Mr. Hithendra Karadathodi Ramachandran holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Non-Executive, Non-Independent Director liable to retire by rotation. The Company has received from him the requisite consent to act as a Director pursuant to Section 152 of the Act, a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act, and such other confirmations and disclosures as are required under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 through 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 one of India's leading business services providers. Earlier, he was associated with the Adecco Group, where he gained extensive experience in business operations and organisational development. He holds an Executive MBA from IMD Business School, Lausanne, and brings valuable strategic, operational and entrepreneurial expertise to the Board.

In the opinion of the Board, Mr. Hithendra Karadathodi Ramachandran possesses the requisite qualifications, skills, experience and expertise and his appointment as a Non-Executive, Non-Independent Director would be beneficial to the Company.

The information and disclosures required pursuant to the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Mr. Hithendra Karadathodi Ramachandran are provided in the Annexure forming part of this Notice.

Except Mr. Hithendra Karadathodi Ramachandran and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8: Appointment of Mr. Sathya Pramod Nagaraj (DIN: 03263700) as Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on July 31, 2026, appointed Mr. Sathya Pramod (DIN: 03263700) as an Additional Director in the category of Non-Executive, Non-Independent Director with effect from July 31, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company.

Mr. Sathya Pramod holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Non-Executive, Non-Independent Director, liable to retire by rotation. The Company has received from him the requisite consent to act as a Director pursuant to Section 152 of the Act, a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act, and such other confirmations and disclosures as are required under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

In the opinion of the Board, Mr. Sathya Pramod possesses the requisite qualifications, skills, experience and expertise, and his appointment as a Non-Executive, Non-Independent Director would be beneficial to the Company.

The information and disclosures required pursuant to the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Mr. Sathya Pramod are provided in the Annexure forming part of this Notice.

Except Mr. Sathya Pramod and his relatives, to the extent of their respective interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9: Amendment of Articles of Association of the Company

An Investment Agreement dated July 31, 2026 and the related Subscription Agreements (collectively, the “Investment Agreements”) have been executed among the Company, its Promoter(s) and the proposed investors. The Investment Agreement executed with Carpediem Capital Partners Fund II contains certain special rights relating to, inter alia, governance matters, reserved matters, information and reporting rights, board representation rights (where applicable), transfer restrictions and other customary rights and obligations.

In order to align the Articles of Association of the Company ("AOA") with the provisions of the Investment Agreements and to ensure that the agreed investor special rights are appropriately reflected in the constitutional documents of the Company, it is proposed to amend the AOA by inserting Part B – Investor Rights, to the extent permissible under applicable law and subject always to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, as amended from time to time.

Members may note that, in the event of any inconsistency between the provisions of the AOA and the applicable provisions of law, the provisions of such applicable law shall prevail.

The detailed amendments proposed to the AOA, together with the draft amended Articles of Association incorporating the proposed changes, are available on the website of the Company at https://www.iirmholdings.in/content_images/reports/Proposed%20amendments%20in%20the%20Articles%20of%20Association.pdf and are also available for inspection by the Members in accordance with the provisions of the Companies Act, 2013, the rules made thereunder and the applicable Secretarial Standards on General Meetings.

Pursuant to Section 14 of the Companies Act, 2013, amendment of the Articles of Association requires the approval of the Members by way of a Special Resolution. Accordingly, the Board of Directors, at its meeting held on July 31, 2026, approved the proposed amendments to the AOA, subject to the approval of the Members.

Further, Regulation 31B of the SEBI Listing Regulations provides that any special rights granted to shareholders of a listed company shall be subject to the approval of the shareholders by way of a Special Resolution in a general meeting at least once every five (5) years from the date of grant of such special rights. Accordingly, the approval of the Members is also being sought under Regulation 31B of the SEBI Listing Regulations for the special rights proposed to be granted to Carpediem Capital Partners Fund II in terms of the Investment Agreement and the AOA.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

IIRM Holdings India Limited

Sd/-
Vurakaranam Ramakrishna
Chairman & Managing Director
DIN: 00700881

Place: Secunderabad
Date: July 31, 2026

Registered Office:
IIRM Holdings India Limited
CIN: L70200TS1992PLC189999
Registered Office: 5th Floor, Ashoka My Home Chambers, Sindhi Colony, SP Road, Begumpet, Secunderabad, Hyderabad, Telangana, India, 500003
Email: cs@iirmholdings.in Website: www.iirmholdings.in

ANNEXURE A

Details of Directors Seeking Appointment/Re-appointment at the 33rd AGM

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings)

Particulars	Mr. Rama Mohana Rao Bandlamudi	Mr. Hithendra Karadathodi Ramachandran	Mr. Sathya Pramod Nagaraj
Name of the Director	Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798)	Mr. Hithendra Karadathodi Ramachandran (DIN: 01773455)	Mr. Sathya Pramod Nagaraj (DIN: 03263700)
Designation/Category of Directorship	Director- Non-Executive Non-Independent	Director- Non-Executive Non-Independent	Director- Non-Executive Non-Independent
Nationality	Indian	Indian	Indian
Date of Birth (Age in Years)	June 29, 1970, (56 Years)	October 10, 1977, (49 Years)	September 24, 1974, (52 Years)
Date of First Appointment to the Board	w.e.f. August 7, 2023	w.e.f. July 31, 2026	w.e.f. July 31, 2026
Qualification, Experience & Expertise	An insurance broker since 2003, Rama Mohana is an MBA with experience in different verticals in PRMA Credit & Liability areas. He has worked with global insurance broking companies like Marsh and Willis Towers Watson before branching out on his own in 2021. In Willis Towers Watson, he was Executive Vice President handling the Property & Casualty Vertical of insurance broking.	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 through efficient capital deployment. Prior to joining Carpediem Capital Partners, he was a member of the founding team at Quess Corp Limited and was earlier associated with the Adecco Group. He holds an Executive MBA from IMD Business School, Lausanne, and brings valuable strategic, operational and entrepreneurial expertise to the Board. A detailed profile of Mr. Hithendra Ramachandran is provided in the Explanatory Statement forming part of this AGM Notice.	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, risk management and strategic business planning, and is expected to provide valuable insights and strengthen the Company's Board. A detailed profile of Mr. Sathya Pramod is provided in the Explanatory Statement forming part of this AGM Notice.

Particulars	Mr. Rama Mohana Rao Bandlamudi	Mr. Hithendra Karadathodi Ramachandran	Mr. Sathya Pramod Nagaraj
Terms and Conditions of Re-appointment	As per the terms and conditions of the appointment specified in the Notice (Item No.2) of 33rd AGM of the Company.	As per the terms and conditions of the appointment specified in the Notice (Item No.7) of 33rd AGM of the Company.	As per the terms and conditions of the appointment specified in the Notice (Item No.8) of 33rd AGM of the Company.
Details of Remuneration Sought to Be Paid and the Remuneration Last Drawn by Such Person	Only sitting fee will be paid for attending the Board and Committee Meetings of the Company.	Only sitting fee will be paid for attending the Board and Committee Meetings of the Company.	Only sitting fee will be paid for attending the Board and Committee Meetings of the Company.
No. of Equity Shares of Rs. 5/- each held in the Company as of March 31, 2026	6,74,656 (0.99%)	Nil	Nil
Disclosure of Inter-se Relationship Between Directors and KMPs	None	None	None
No. of Meetings of the Board Attended During the Year 2025-26	5/5	Not Applicable	Not Applicable
Names of Other Listed Entities in Which the Person Holds the Directorship	Vega Jewellers Limited (Formerly known as PH Trading Limited)	Nil	Nil
Committee Position Held in Other Companies	Vega Jewellers Limited – Stakeholders Relationship Committee, Chairperson	Nil	Nil
Name of Listed Entities From Which He Has Resigned in the Past Three Years	Nil	Nil	Nil
Names of Other Companies in Which the Person Holds the Directorship	Avenue Holdings Private Limited	Nysaa Retail Private Limited; Ivangel Sales & Services Private Limited; Carpediem Advisors Private Limited; Woovly India Private Limited; Sukkhi Online Private Limited; Unh Management Services Private Limited; Trufrost And Butler Private Limited; Taramis Labs Private Limited; Fornax Technology Services Private Limited; Fornax Corporate Services Private Limited; Inc.5 Shoes Private Limited; Collateral Medical Private Limited; Adinath Agro Processed Foods Private Limited	Northbound Advisors Private Limited; Aumiti Ventures Private Limited; 6 Livo Technologies Private Limited