



Date: July 8, 2026

To

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex,

Bandra (E)

Mumbai – 400051

NSE Symbol: IRISDOREME

Subject: Intimation of Outcome of meeting of the Board of Directors of Iris Clothings Limited (**the "Company"**) under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**).

Dear Sir/Madam,

Pursuant to applicable regulations of the SEBI LODR Regulations including Regulation 30, read with Para A of Part A of Schedule III thereof, and in continuation to our earlier intimation dated Friday, July 3, 2026, we wish to inform you that the Board of Directors of the Company, at its meeting held today i.e. Wednesday, July 8, 2026, have inter-alia considered and approved the following:

a) Acquisition of 51% of the equity shares of Infinia Lifestyle Private Limited

The Board has approved the acquisition of 5,10,000 equity shares of INR 10 each representing 51% paid-up share capital (**"Purchase Shares"**) of Infinia Lifestyle Private Limited from Mr. Harsh Vardhan Sarda and Mrs. Pooja Sarda (**"Sellers"**), for a total purchase consideration of INR 57,12,00,000 (Indian Rupees Fifty Seven Crore Twelve Lac Only) (**"Purchase Consideration"**). The Purchase Consideration shall be discharged party by way of cash and partly by way of issue and allotment of upto 77,08,183 (Seventy Seven Lac Eight Thousand One Hundred and Eighty Three) equity shares of the Company having face value of INR 2 each, at a price of INR 41.67/- per equity share (including a premium of INR 39.67/- per equity share), on a preferential basis.

The details as required under Regulation 30 of the SEBI LODR Regulations read with SEBI Master Circular for compliance with the provisions of the SEBI LODR Regulations by listed entities (HO/49/14/14(7)2025-CFD-POD2/I/3762/2026) dated January 30, 2026, is enclosed as **"Annexure 1"** and **"Annexure 3"**.

Iris Clothings Limited

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b) Issuance of 77,08,183 equity shares of the Company on preferential basis

The Board of Directors has, subject to the approval of the shareholders and receipt of such other regulatory and/or statutory approvals as may be necessary, approved the issuance of upto 77,08,183 (Seventy Seven Lac Eight Thousand One Hundred and Eighty Three) equity shares of the Company of face value of INR 2/- each at an issue price of INR 41.67/- per equity share (including a premium of INR 39.67/- per equity share) ("**Preferential Issue**"), on a preferential basis, for consideration other than cash.

The Preferential Issue is being undertaken towards discharge of part purchase consideration payable by the Company to the Sellers for the acquisition of equity shares of Infinia Lifestyle Private Limited, in compliance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), and other applicable laws, each as amended from time to time.

The details as required under Regulation 30 of the SEBI LODR Regulations read with SEBI Master Circular for compliance with the provisions of the SEBI LODR Regulations by listed entities (HO/49/14/14(7)2025-CFD-POD2/I/3762/2026) dated January 30, 2026, is enclosed as "**Annexure 2**".

- c) Notice to the shareholders of the Company to, inter alia, obtain their consent for the issuance of upto 77,08,183 (Seventy Seven Lac Eight Thousand One Hundred and Eighty Three) equity shares of the Company to the Sellers on a preferential basis, part purchase consideration payable by the Company to the Sellers for the acquisition of equity shares of Infinia Lifestyle Private Limited.

The Meeting commenced at 11:15 AM and Concluded at 01:00 PM.

This is for your information and records.

Thanking You,

For Iris Clothings Limited

**Santosh
Ladha**

Digitally signed by
Santosh Ladha
Date: 2026.07.08
13:09:02 +05'30'

**Mr. Santosh Ladha
Managing Director
Din - 03585561**

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Annexure 1

Acquisition(s)(including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring:

Acquisition (including agreement to acquire):		
Sl No.	Particulars	Disclosures
a)	Name of the target entity, details in brief such as size, turnover etc.	Infinia Lifestyle Private Limited (" Target Company " or " Infinia Lifestyle ") <i>(For details in brief such as size, turnover etc.- As per clause j below)</i>
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No, the acquisition would not fall within related party transaction(s). The Proposed Allottees are not Related Parties of the Company. None of the promoter, promoter group or group companies are interested in the acquisition. The proposed acquisition is at arm's length basis.
c)	Industry to which the entity being acquired belongs;	Textile and Apparel Industry
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Strategic Expansion Through Acquisition: Iris Clothings Limited to acquire Infinia Lifestyle. Iris Clothings Limited, is engaged in the manufacturing, designing, branding and selling of kidswear under the brand name DOREME in India. Infinia Lifestyle is engaged in the business of athleisure wear. The acquisition of Target Company is in alignment with its strategic objective to strengthen its market

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		position and broaden its national footprint in the readymade garments industry.
e)	Brief details of any governmental or regulatory approvals required for the acquisition	Appropriate approvals will be taken from the shareholders in the general meeting and from the NSE Limited including in-principle approval for issue, allotment and listing / trading
f)	Indicative time period for completion of the acquisition	The Acquisition will be completed within a period of 15 (fifteen) days from the later of:- (i) Date of the approval of special resolution for preferential issue of equity shares; or (ii) Receipt of date of the in-principal approval/ permission required for allotment under the preferential issue from the stock exchanges for issuance of the equity shares to the proposed allottees.
g)	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash & Share Swap The acquisition of 51% stake in Target Company by the Company from Sellers is proposed to be undertaken for a total purchase consideration of INR 57,12,00,000 (Indian Rupees Fifty Seven Crore Twelve Lac Only), which will be discharged by the Company as follows: By Cash: INR 25,00,00,000 (Indian Rupees Twenty Five Crore Only) By Share Swap: 77,08,183 (Seventy Seven Lac Eight Thousand One Hundred and Eighty Three) Equity shares to be issued at an issue price of INR 41.67/- per equity share (including a premium of INR 39.67/- per equity share), aggregating to INR 32,12,00,000/- (Indian Rupees Thirty Two Crore Twelve Lac Only)

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h)	Cost of acquisition or the price at which the shares are acquired	<p>Aggregate consideration of INR 57,12,00,000 (Indian Rupees Fifty Seven Crore Twelve Lac Only)</p> <p>Cost of acquisition per equity share of the Target Company is INR 41.67/- (including a premium of INR 39.67/- per equity share).</p>
i)	Percentage of shareholding / control acquired and/or number of shares acquired;	<p>5,10,000 (Five Lac Ten Thousand) equity shares of Target Company constituting 51% shareholding of Target Company.</p> <p>Pursuant to the said acquisition, Target Company will become a subsidiary of the Company.</p>
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Product Line / Line of Business: Textile Industry</p> <p>Date of Incorporation: October 30, 2018</p> <p><u>History of last 3 years Turnover (INR in Crores):</u></p> <p>FY 2025-26: INR 30.31 Cr (Unaudited)</p> <p>FY 2024-25: INR 32.12 Cr</p> <p>FY 2023-24: INR 26.67 Cr</p> <p><u>Country in which the acquired entity has presence:</u> India</p>

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Annexure 2

Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

Issuance of securities:																							
Sl No.	Particulars	Disclosure																					
a)	Type of securities proposed to be issued	Equity Shares																					
b)	Type of issuance	Preferential Issue																					
c)	Names of the investors	<ul style="list-style-type: none"> Mr. Harsh Vardhan Sarda, and Mrs. Pooja Sarda 																					
d)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Proposed to issue upto 77,08,183 (Seventy Seven Lac Eight Thousand One Hundred and Eighty Three) equity shares of the Company having face value of INR 2 each																					
Additional disclosures applicable for Preferential Issue																							
d)	Names of the investors	<ul style="list-style-type: none"> Mr. Harsh Vardhan Sarda, and Mrs. Pooja Sarda 																					
e)	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	<table border="1"> <thead> <tr> <th rowspan="2">Name of Proposed Allottees</th> <th colspan="2">Pre – preferential allotment</th> <th colspan="2">Post – preferential allotment</th> </tr> <tr> <th>No. of shares held</th> <th>% held</th> <th>No. of shares held</th> <th>% held</th> </tr> </thead> <tbody> <tr> <td>Mr. Harsh Vardhan Sarda</td> <td>49,000</td> <td>0.03%</td> <td>39,03,092</td> <td>1.97%</td> </tr> <tr> <td>Mrs. Pooja Sarda</td> <td>9,40,000</td> <td>0.49%</td> <td>47,94,091</td> <td>2.42%</td> </tr> </tbody> </table>	Name of Proposed Allottees	Pre – preferential allotment		Post – preferential allotment		No. of shares held	% held	No. of shares held	% held	Mr. Harsh Vardhan Sarda	49,000	0.03%	39,03,092	1.97%	Mrs. Pooja Sarda	9,40,000	0.49%	47,94,091	2.42%	<p>Issue Price: INR 41.67/- per equity share (including a premium of INR 39.67/- per equity share) [consideration to be discharged by other than cash i.e. swap of shares]</p> <p>Number of Investors/allottee: 2 (two)</p>	
Name of Proposed Allottees	Pre – preferential allotment			Post – preferential allotment																			
	No. of shares held	% held	No. of shares held	% held																			
Mr. Harsh Vardhan Sarda	49,000	0.03%	39,03,092	1.97%																			
Mrs. Pooja Sarda	9,40,000	0.49%	47,94,091	2.42%																			
f)	Any cancellation or termination of proposal for issuance of securities	None.																					

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	including reasons thereof.	
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Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof:

Sl No.	Particulars	Disclosure
a)	Name(s) of parties with whom the agreement is entered	<ul style="list-style-type: none"> Iris Clothings Limited Mr. Harsh Vardhan Sarda, and Mrs. Pooja Sarda
b)	Purpose of entering into the agreement;	Company will enter into a Share Purchase Agreement and a Shareholder's Agreement with Mr. Harsh Vardhan Sarda and Mrs. Pooja Sarda for acquisition of 51% equity shares of Infinia Lifestyle Pvt Ltd
c)	Shareholding, if any, in the entity with whom the agreement is executed;	Not Applicable
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ul style="list-style-type: none"> Each Party shall carry the right of first refusal for the shares held in the Target company Each Party shall have customary affirmative consent rights The definitive documents contain other customary rights and obligations of JV Parties and other parties.
e)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued;	77,08,183 (Seventy Seven Lac Eight Thousand One Hundred and Eighty Three) Equity shares to be issued at an issue price of INR 41.67/- per equity share (including a premium of INR

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		39.67/- per equity share), aggregating to INR 32,12,00,000/- (Indian Rupees Thirty Two Crore Twelve Lac Only)
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
i)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) Name of parties to the agreement; b) Nature of the agreement; c) Date of execution of the agreement; d) h) Detail of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

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