

**ISL/SS/SE/54/2024-2025**  
**19<sup>th</sup> November, 2024**

The National Stock Exchange of India Ltd. Exchange Plaza Bandra-Kurla Complex Bandra East Mumbai 400 051 <b>Symbol: INSPIRISYS</b>	BSE Ltd. P.J. Towers Dalal Street Mumbai 400 001 <b>Scrip Code: 532774</b>
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Dear Sir/Madam,

**Sub: Intimation of Postal Ballot.**

Further, to our intimation dated 18<sup>th</sup> November, 2024 informing about postal ballot, the copy of the notice of postal ballot is attached herewith.

The notice of postal ballot with the explanatory statement, instructions for e-voting are available on the website of the company [www.inspirisys.com](http://www.inspirisys.com)

In compliance with Ministry of Corporate Affairs (MCA) Circulars, the Postal Ballot Notice has been sent to the shareholders only through electronic mode on 19<sup>th</sup> November, 2024 to those members whose e-mail addresses are registered with the Company/Depositories as on cut-off date of 15<sup>th</sup> November, 2024.

The Proof of sending the Postal Ballot Notice through e-mail to shareholders is enclosed for your records.

Thanking you.

Yours faithfully,

**For Inspirisys Solutions Limited**

**S. Sundaramurthy**  
**Company Secretary & Compliance Officer**

**Enclosed:** Postal Ballot Notice & Proof of Dispatch



**INSPIRISYS SOLUTIONS LIMITED**

**Corporate Identity Number:** L30006TN1995PLC031736

**Registered Office:** First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63,  
Taylors Road, Kilpauk, Chennai - 600 010.

**Tel. No.:** 044-42252000

**E-mail:** [sundaramurthy.s@inspirisys.com](mailto:sundaramurthy.s@inspirisys.com) | **Website:** [www.inspirisys.com](http://www.inspirisys.com)

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**POSTAL BALLOT NOTICE**

(Pursuant to Section 108 and Section 110 (1) of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

**NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ("NOTICE" OR "POSTAL BALLOT NOTICE")**

**To,  
THE MEMBERS OF INSPIRISYS SOLUTIONS LIMITED,**

NOTICE is hereby given, that pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Companies Act**" or "**Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and any other applicable provisions of the Act read with the relevant rules issued thereunder, read with guidelines prescribed by the Ministry of Corporate Affairs, inter alia, for conducting the postal ballot through remote e-voting vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023, and General Circular No.09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs, Government of India (**collectively referred to as "MCA Circulars"**) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (**collectively referred to as "SEBI Circulars"**) and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India including any statutory modification(s) or reenactment(s) thereof for the time being in force, and other applicable provisions, if any, that the resolution appended herein below for seeking approval of the members of Inspirisys Solutions Limited ("**Company**") is proposed to be passed as a special resolution by way of Postal Ballot by way of voting by electronic means ("**Remote E-voting**").

In accordance with the MCA Circulars and SEBI Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 15<sup>th</sup> November, 2024 ("**cut-off date**") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Company's Registrar & Transfer Agent (hereinafter

referred to as “**RTA**”), as to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Communication of assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the applicable provisions of the law.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and any other applicable provisions of law, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolution appended to this Notice by electronic means Remote E-voting only. For this purpose, the Company has availed the electronic voting platform of National Securities Depository Limited (“**NSDL**”) for facilitating e-voting. The instructions for Remote e-voting are provided hereunder.

The Remote E-voting shall commence on Wednesday, 20<sup>th</sup> November, 2024, at 09:00 a.m. (IST) and will end on Thursday, 19<sup>th</sup> December, 2024 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

Members desiring to exercise their vote by way of Remote E-voting and are requested to carefully read the instructions mentioned herein. Members are requested to exercise their voting right on or before the close of working hours i.e., 05.00 p.m. (IST) on Thursday, 19<sup>th</sup> December, 2024, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, pertaining to the resolution, setting out the material facts concerning such item and reasons thereof, are mentioned herein for your consideration.

The Notice has also been uploaded on the Company’s website at [www.inspirisys.com](http://www.inspirisys.com) under the ‘Investors Section’.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors (“**Board**”) has appointed Mr. M. Alagar, (Membership Number: 7488) Managing Partner of M/s. M. Alagar & Associates, (Firm Registration No. P2011TN078800) Practicing Company Secretaries, Chennai, to act as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his consolidated report to the Board, after completion of scrutiny of voting cast under Remote E-voting facility in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman or in his absence by any of the Directors duly authorized by the Company or in their absence by the Company Secretary of the Company on or before Friday, 20<sup>th</sup> December, 2024, at the Registered Office of the Company and will also be displayed along with the Scrutinizer’s report on the website of the Company at [www.inspirisys.com](http://www.inspirisys.com), and on the website of NSDL, besides being communicated to the Stock Exchanges, where the Equity Shares of the Company are listed. The last date (19<sup>th</sup> December 2024) specified by the Company for casting of voting through Remote E-voting will be taken as the date on which the resolution would be deemed to have passed, if approved by the requisite majority in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

**SPECIAL BUSINESS:**

**Item No.: 1 To Appoint Mr. Satoshi Iwanaga, (DIN: 10817792) as Non-Executive (Non-Independent) Director of the Company:**

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

**“RESOLVED THAT** pursuant to Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Regulation 17 and other applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, Mr. Satoshi Iwanaga (DIN: 10817792), who has been proposed to be appointed as a Director (Non-Executive & Non-Independent) of the Company by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, with effect from 01<sup>st</sup> January, 2025 pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, subject to the approval of the members at the general meeting or postal ballot as required and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company whose directorship is liable to retirement by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors / Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”.

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

**Item No.: 2 To Re-appoint Mr. M S Jagan, (DIN: 02002827) as an Independent Director of the Company for a second consecutive term of 5 years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. M S Jagan (DIN: 02002827), who has submitted a declaration that he meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation), to hold office for a second consecutive term of five years, with effect from 07<sup>th</sup> February, 2025 to 06<sup>th</sup> February, 2030 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.”

**“RESOLVED FURTHER THAT** the Board of Directors / Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”.

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

**Item No.: 3 To Re-appoint Mr. Murali Gopalakrishnan, (DIN: 08066529) as the Whole Time Director, designated as Executive Director cum Chief Executive Officer of the Company for a term of 3 (three) years:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to Re-appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Whole Time Director, designated as Executive Director cum Chief Executive Officer – Key Managerial Personnel (KMP) of the Company (whose directorship is liable to retirement by rotation) for the period of (3) three years from 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2028 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Postal Ballot, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Murali Gopalakrishnan (DIN: 08066529) and the Company, subject to the same not exceeding the limits specified under Sections 197, 198, 200 and Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors / Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”.

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

**By order of the Board  
For Inspirisys Solutions Limited**

**Place: Chennai  
Date: 08<sup>th</sup> November, 2024**

**S.Sundaramurthy  
Company Secretary**

## NOTES:

1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on 15<sup>th</sup> November, 2024 (“**Cut Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Register of Transfer Agent / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not sent to Members for this Postal Ballot.
3. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to [sundaramurthy.s@inspirisys.com](mailto:sundaramurthy.s@inspirisys.com). Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective Depository Participants (DP). Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
4. The Postal Ballot Notice will also be available on Company's website at [www.inspirisys.com](http://www.inspirisys.com) and NSDL website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. All members are requested to cast their votes only through remote e-voting as per the procedure.
6. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e., 15<sup>th</sup> November 2024.
7. The Remote E-voting period will commence on Wednesday, 20<sup>th</sup> November, 2024, at 09:00 a.m. (IST) and will end on Thursday, 19<sup>th</sup> December, 2024, at 05.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
8. Inspection of Documents: During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 05:00 p.m. (IST).
9. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Thursday, 19<sup>th</sup> December, 2024, at 05.00 p.m. (IST). Any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of Companies (Management and Administration) Rules, 2015.
10. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorized person. A member cannot exercise his vote by proxy on postal ballot.
11. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., 19<sup>th</sup> December, 2024.
13. Any member who did not receive the Notice may send an email to [sundaramurthy.s@inspirisys.com](mailto:sundaramurthy.s@inspirisys.com).

#### 14. Procedure for registration of e-mail address by shareholders:-

Members holding shares in Physical mode, who have not registered their e-mail address with the company, may get their e-mail addresses registered with Link Intime India Pvt. Ltd. (Registrar & Share Transfer Agent - RTA) by clicking on [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Members holding shares in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). For permanent registration of email address for members holding shares in Demat mode, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

**The Members must read the detailed procedure on electronic voting provided below:**

**Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars, and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by NSDL.**

**The remote e-voting facility will be available during the following period:**

<b>Commencement of remote e-voting</b>	<b>Wednesday, 20<sup>th</sup> November, 2024, at 09:00 A.M (IST)</b>
<b>End of remote e-voting</b>	<b>Thursday, 19<sup>th</sup> December, 2024, at 05.00 P.M (IST).</b>

**The remote e-voting module shall be disabled by NSDL for voting at 05:00 pm (IST) on Thursday, 19<sup>th</sup> December, 2024. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.**

**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 for Individual shareholders holding securities in demat mode**





In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 in order 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.	<ol style="list-style-type: none"> <li data-bbox="787 199 1445 724">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li data-bbox="787 745 1445 934">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com.</a> Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="787 955 1445 1522">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="787 1543 1445 1659">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

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

- b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) 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](http://www.evoting.nsdl.com)
    - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. 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 [alagar@geniconsolutions.com](mailto:alagar@geniconsolutions.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta, Assistant Manager, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **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:**

1. 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 [sundaramurthy.s@inspirisys.com](mailto:sundaramurthy.s@inspirisys.com).
2. 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 [sundaramurthy.s@inspirisys.com](mailto:sundaramurthy.s@inspirisys.com). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 in order to access e-Voting facility.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE POSTAL BALLOT NOTICE**

### **Item No. 1**

The promoter, CAC Holdings Corporation, ("Promoter") nominated Mr. Satoshi Iwanaga (DIN: 10817792) to be appointed as a Non-Executive & Non-Independent Director of the Company, following the resignation of their nominee director, Mr. Koji Iketani with effect from 31<sup>st</sup> December, 2024. The Board of Directors of the Company held on 08<sup>th</sup> November, 2024, on the recommendation of the Nomination and Remuneration Committee held on 07<sup>th</sup> November, 2024, and pursuant to the provisions of Section 152 of the Act and the Articles of Association of the Company, has proposed Mr. Satoshi Iwanaga (DIN: 10817792) (a Non-Resident Director), as a Non-Executive & Non-Independent Director of the Company with effect from 01<sup>st</sup> January, 2025 subject to the approval of the members at the general meeting or postal ballot. Mr. Satoshi Iwanaga is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Brief resume of Mr. Satoshi Iwanaga, nature of his expertise in specific functional areas, names of companies in which he holds directorship, memberships/chairmanships of Board Committees and shareholding as stipulated under Listing Regulations, are provided in the Annexure A to this notice.

The relatives of Mr. Satoshi Iwanaga may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except Mr. Satoshi Iwanaga, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure A with this Notice.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No.1 to the shareholders of the Company.

### **Brief profile of Mr. Satoshi Iwanaga, DIN: 10817792 is given below:**

Mr. Satoshi Iwanaga is a finance professional with over 40 years of experience in international markets, strategic risk management, and business leadership. His extensive career is marked by a deep understanding of global finance and a proven ability to navigate complex challenges, driving sustainable growth.

Mr. Iwanaga began his academic journey with a Bachelor of Arts (B.A.) from the International Christian University's College of Liberal Arts in 1983. He later earned a Master of Arts (M.A.) in American Foreign Policy from Johns Hopkins University's School of Advanced International Studies (SAIS) in 1989, gaining insights into global economic systems and international policy.

He launched his career at the Industrial Bank of Japan (IBJ), where he held various roles, from the Foreign Finance Department to leadership positions, such as Director of the Management Group in the International Markets Administrative Division. His expertise in market analysis, foreign exchange, and strategic planning greatly contributed to IBJ's growth. After the merger of IBJ with Fuji Bank and Dai-Ichi Kangyo Bank that formed Mizuho Bank, he served as Head of the Market and Liquidity Risk Management Division in Europe and later as Counselor for the Asia Business Administration Department in Shanghai, gaining valuable experience in both European and Asian markets.

In 2019, after a distinguished career at Mizuho Bank, Mr. Iwanaga transitioned to Rakuten Securities Co., Ltd., where he served as Executive Officer and General Manager, further expanding his leadership in the Overseas Business Division. He continued his journey in 2021, joining OPTYWORKS Corporation, where he drives growth and strategic initiatives.

## **Item No. 2**

The Board of Directors of the Company had appointed Mr. M S Jagan, as an Independent Director on the Board of Directors for a period of 5 years with effect from 07<sup>th</sup> February, 2020 till 06<sup>th</sup> February 2025, which was approved by the shareholders in the Annual General Meeting held on 16<sup>th</sup> September, 2020. The First term of Mr. M S Jagan (i.e. 5 years) as an Independent Director of the Company will expire on 06<sup>th</sup> February, 2025. Based on the recommendation of the Nomination and Remuneration Committee held on 07<sup>th</sup> November 2024, the Board of Directors of the Company re-appointed Mr. M S Jagan, as an Independent Director in the meeting held on 08<sup>th</sup> November, 2024 for a second consecutive term for a period of 5 (five) years i.e. from 07<sup>th</sup> February, 2025 to 06<sup>th</sup> February, 2030 under the provisions of the Companies Act, 2013. As per Section 149(10) read with Schedule IV of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Mr. M S Jagan, Independent Director, the Board of Directors state that the re-appointment of Mr. M S Jagan would be in the interest of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. M S Jagan for the office of Director of the Company. Mr. M S Jagan, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director. The Company has received a declaration from Mr. M S Jagan confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations. Brief resume of Mr. M S Jagan, nature of his expertise in specific functional areas, names of companies in which he holds directorship, memberships/chairmanships of Board Committees and shareholding as required under SEBI (LODR) Regulations, 2015, are provided in the Annexure A to this notice. The sitting fees for attending the Board and its Committee meetings will be payable to Mr. M S Jagan as per the provisions of the Companies Act, 2013.

In the Performance Evaluation, the performance of Mr. M S Jagan was evaluated and he is effective and efficient on discharging his roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise in the knowledge. The Nomination & Remuneration Committee, recommended the re-appointment of Mr. M S Jagan and Board of Directors of the Company has approved and recommended his re-appointment for a second consecutive term for a period of 5 (five) years, as provided in the resolution.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, approval of the shareholders for Re-appointment of a person on the Board of Directors is to be taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Therefore it is proposed to seek the member's approval for the Re-appointment of Mr. M S Jagan as a Non-Executive & Independent Director of the Company, in terms of the applicable provisions of the Act.

Mr. M S Jagan is interested in the resolution set out at Item No. 2 of the Notice, which pertains to his re-appointment on the Board of the Company.

The relatives of Mr. M S Jagan may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends passing of the resolution at Item No. 2 of the Notice as a Special Resolution.

**Brief Profile of Mr. M S Jagan, Independent Director of the Company, is given below:**

Mr. M S Jagan completed his BE, from Indian Institute of Science, Bangalore in 1978 and PGDM, from IIM Ahmedabad in 1981. He commenced his post-engineering career with Tata Electric Companies and initiated his management career with Tata Administrative Services.

He has worked in the manufacturing, projects and service sectors for over 40 years for companies like ELGi, Sterling Holidays and Tatas.

His experience, as part of the Mahindra Group, includes implementation of the Mahindra World City project near Chennai. He has also been the CEO of Ascendas India, a Singapore-based Company, in the business of setting up IT Parks.

As an Independent Consultant for over 15 years in the field of Infrastructure, he has been responsible for various aspects of many projects from Master Planning, detailing for approvals including EIA and other aspects of SEZ and IT Parks. He has also been associated with financial structuring, project monitoring, implementation and marketing strategies for many projects.

He has been a visiting faculty in a Business School in Chennai and an Independent Director at Mahindra Integrated Township Limited, a wholly-owned subsidiary of Mahindra Life Sciences.

**Item No. 3**

Mr. Murali Gopalakrishnan was appointed as the Whole Time Director designated as Executive Director cum Chief Executive Officer (KMP) w.e.f 01<sup>st</sup> November, 2022 till 31<sup>st</sup> March 2025. Since the tenure of Mr. Murali Gopalakrishnan as Whole Time Director designated as Executive Director cum Chief Executive Officer will expire on 31<sup>st</sup> March, 2025, Mr. Murali Gopalakrishnan is proposed to be re-appointed as the Whole Time Director designated as Executive Director and Chief Executive Officer (Key Managerial Personnel - KMP) for a further period of 3 years.

Based on the evaluation of performance for the previous term and recommendation by the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 08<sup>th</sup> November, 2024 re-appointed Mr. Murali Gopalakrishnan, as a Whole Time Director, designated as Executive Director and Chief Executive Officer (KMP) subject to the approval of the shareholders, w.e.f 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March 2028 for a period of 3 (three) years at the revised remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

Pursuant to Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, approval of the shareholders for Re-appointment of a person on the Board of Directors is to be taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Therefore it is proposed to seek the member's approval for the Re-appointment of and remuneration payable to Mr. Murali Gopalakrishnan as an Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment and remuneration payable to Mr. Murali Gopalakrishnan are as under:

<b>Name</b>	<b>Details</b>	<b>Amount (in Rs)</b>
Mr. Murali Gopalakrishnan	Gross Fixed Salary	Rs. 9,00,000/- (Rupees Nine Lakhs only) per month



**a) PERQUISITES AND OTHER ALLOWANCES:**

In addition to the salary payable to Mr. Murali Gopalakrishnan, he shall also be entitled to the following perquisites and other allowances.

(i) Perquisites and allowances would include company provided motor vehicle with fuel reimbursements as per the policy of the Company. Further, the above mentioned salary components shall be reviewed and modified from time to time as agreed between Mr. Murali Gopalakrishnan and the company.

(ii) Contribution to Provident Fund & Gratuity will be as per the rules of the Company.

(iii) Mr. Murali Gopalakrishnan will be entitled to a vacation of 15 days for every completed year of service.

(iv) Mr. Murali Gopalakrishnan will also be entitled to 12 days of casual leave in a year as per Company Policy.

(v) Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of Company.

(vi) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committee thereof from the date of appointment.

(vii) Any increment in salary and perquisites and remuneration by way of incentive / bonus / performance linked incentive payable to Mr. Murali Gopalakrishnan, as may be determined by the Nomination and Remuneration Committee and the Board of Directors of the Company within the maximum permissible limits as specified in Schedule V of the Act.

**b) REMUNERATION BASED ON NET PROFITS:**

In addition to the salary, perquisites and allowances as set out above, Mr. Murali Gopalakrishnan shall be entitled to receive variable pay remuneration based on net profits of the company. Such remuneration based on net profits payable to him will be determined by the Board and / or the Nomination and Remuneration Committee of the Board for each financial year.

**c) MINIMUM REMUNERATION:**

If in any year during the tenure of Mr. Murali Gopalakrishnan, the Company has no profits or its profits are inadequate, the Company shall pay minimum remuneration to him, by way of above salary, perquisites and other allowances subject to the provisions of Sections 197, 198, 200 and Schedule V of the Companies Act, 2013 and the rules made thereunder, and such approvals of shareholders as may be required. The above salary, perquisites and other allowances will be subject any changes prescribed by the Central Government from time to time under the applicable provisions of Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

**d) VARIATION AND ALTERATIONS:**

The Board shall have the power to affect any variations, alterations or modifications in future in respect of the aforesaid terms of appointment and remuneration of Mr. Murali Gopalakrishnan within the limits specified in Sections 197, 198 and 200 and Schedule V of the Companies Act, 2013 or any statutory modifications, subscriptions or re-enactments thereof, as may be agreed to by the Board and Mr. Murali Gopalakrishnan.

**e) REIMBURSEMENT OF EXPENSES:**

Expenses incurred for travelling, boarding and lodging during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's

business, telephone, internet expenses at residence and mobile phone expenses, shall be reimbursed at actuals and not considered as perquisites.

Mr. Murali Gopalakrishnan and his family will be covered under the Medclaim insurance policy of the company. Mr. Murali Gopalakrishnan will also be covered under the Group Term Insurance Policy of the Company. The limits and coverage for such insurance will be as per the Company's Policy and the premium paid for such policies are not considered as perquisites.

**f) COMPENSATION FOR LOSS OF OFFICE:**

Subject expressly to the provisions of Section 202 of the Companies Act, 2013, the Company shall pay to Mr. Murali Gopalakrishnan compensation for loss of office or as consideration for retirement from office or in connection with such loss or retirement.

**g) CONFIDENTIALITY:**

Mr. Murali Gopalakrishnan shall not, during the tenure of this appointment, or at any time thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his or for whatever purpose, of any trade secret or confidential information concerning the financial position or arrangements of the company or any dealings, transactions or affairs relating to the Company's business obtained by him during his tenure there under. Mr. Murali Gopalakrishnan shall also use his best endeavors to prevent any other persons from doing so.

**h) TERMINATION:**

Mr. Murali Gopalakrishnan shall at any time be prevented by ill health or accident from performing his duties hereunder, he shall inform the Company and provide it with such details as it may reasonably require. In case of death, the Company will pay the salary and other emoluments payable hereunder for the then current month to the legal heirs of Mr. Murali Gopalakrishnan.

In either of the following events, namely if Mr. Murali Gopalakrishnan:-

(a) be guilty of such negligence in the conduct of the business or of any other act or omission inconsistent with his position as the Chief Executive Officer or any breach of this terms of appointment as, in the opinion of all other Directors for the time being of the Company, renders his continuation in the position as Chief Executive Officer undesirable:

OR

(b) becomes disqualified to act as a Director for any breach of Section 164 of the Companies Act, 2013.

the Company may by notice in writing to Mr. Murali Gopalakrishnan terminate his appointment with immediate effect.

Either party may terminate the appointment with a 90 (ninety) days' written notice period.

**i) AFTER TERMINATION:**

Mr. Murali Gopalakrishnan shall, on ceasing to be a Director of the Company for any reason whatsoever, forthwith return all company properties, movable and immovable, including, without limitation, all Company information, files, reports, memoranda, software, credit cards, door and file keys, computer access codes, laptops, mobile phones, cars and such other property which he shall have received or be in possession of or have prepared in connection with his employment with the Company, and shall not retain or make copies of any property belonging to the Company.

**j)** Terms of appointment shall be valid and remain in force as long as and to the extent they are not inconsistent with any of the provisions of the Companies Act, 2013 or any other statutory modification or re-enactment thereof, the Articles of Association as may be applicable in this regard and any other

applicable provisions for the time being in force.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Murali Gopalakrishnan as Executive Director in terms of the applicable provisions of the Act.

Mr. Murali Gopalakrishnan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Murali Gopalakrishnan under Section 190 of the Act.

Brief resume of Mr. Murali Gopalakrishnan, nature of his expertise in specific functional areas, names of companies in which he holds directorship, memberships/chairmanships of Board Committees and shareholding as required under SEBI (LODR) Regulations, 2015 are provided in the Annexure A to this notice.

Mr. Murali Gopalakrishnan is interested in the resolution set out at Item No. 3 of the Notice, which pertains to his re-appointment on the Board of the Company.

The relatives of Mr. Murali Gopalakrishnan may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends passing of the resolution at Item No. 3 of the Notice as a Special Resolution.

**Brief profile of Mr. Murali Gopalakrishnan, Director of the Company, is given below:**

**Mr. Murali Gopalakrishnan** is a Chartered Accountant and has a degree in Cost Accountancy. He has held several leadership positions in his professional career and has a strong General Management qualification including strategic planning, new business start-up, P&L responsibility, cost containment, working capital management & funding, accounts finalization and corporate governance. He possesses over 3 decades of rich experience in finance, accounts, operations and commercial spanning audit, consulting, manufacturing, IT and retail sectors.

Additional information in respect of Mr. Murali Gopalakrishnan, pursuant to Regulation 36 of the Listing Regulations and SS-2, is given at Annexure A to this Notice.

**ANNEXURE A**

**The Information in respect of Item No.1, 2 & 3 in accordance with Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards – 2 about the Director seeking Appointment is furnished hereunder.**

<b>Particulars</b>	<b>Item No.1</b>	<b>Item No.2</b>	<b>Item No.3</b>
Name of the Director	Mr. Satoshi Iwanaga	Mr. M S Jagan	Mr. Murali Gopalakrishnan
DIN	10817792	02002827	08066529
Date of Birth	22 <sup>nd</sup> May 1960	29 <sup>th</sup> June, 1956	05 <sup>th</sup> June, 1965
Date of First Appointment on the Board	The Nomination and Remuneration Committee (NARC) of the Company at its meeting held on 07 <sup>th</sup> November 2024, recommended and the Board of Directors at its Meeting held on 08 <sup>th</sup> November, 2024 proposed the appointment of Mr. Satoshi Iwanaga as Non-Executive & Non-Independent Director, subject to the approval of shareholders through postal ballot.	07 <sup>th</sup> February, 2020	01 <sup>st</sup> November, 2022
Qualification	B.A from International Christian University College of Liberal Arts and M.A from John Hopkins University SAIS.	BE from Indian Institute of Science, Bangalore and PGDM, from IIM Ahmedabad.	Chartered Accountant and a degree in Cost Accountancy.
Brief Resume of the Director	Forms part of explanatory statement to the Notice	Forms part of explanatory statement to the Notice	Forms part of explanatory statement to the Notice
Nature of expertise or experience in specific functional areas	He launched his career at the Industrial Bank of Japan (IBJ), where he held various roles, from the Foreign Finance Department to leadership positions, such as Director of the Management Group in the International	He has worked in the manufacturing, projects and service sectors for over 25 years for companies like Elgi, Sterling Holidays and Tatas. His experience, as part of the Mahindra Group, includes	He has held several leadership positions in his professional career and has a strong General Management qualification including strategic planning, new business start-up,

	<p>Markets Administrative Division. His expertise in market analysis, foreign exchange, and strategic planning greatly contributed to IBJ's growth. After the merger of IBJ with Fuji Bank and Dai-Ichi Kangyo Bank that formed Mizuho Bank, he served as Head of the Market and Liquidity Risk Management Division in Europe and later as Counselor for the Asia Business Administration Department in Shanghai, gaining valuable experience in both European and Asian markets.</p>	<p>implementation of the Mahindra World City project near Chennai. He was also the CEO of Ascendas India, a Singapore based Company, in the business of setting up IT Parks. As an Independent Consultant for over 15 years in the field of Infrastructure, he was responsible for various aspects of many projects from Master Planning, detailing for approvals including EIA and other aspects of SEZ and IT Parks. He was also associated with financial structuring, project monitoring, implementation and marketing strategies for many projects.</p>	<p>P&amp;L responsibility, cost containment, working capital management &amp; funding, accounts finalization and corporate governance. He possesses over 3 decades of rich experience in finance, accounts, operations and commercial spanning audit, consulting, manufacturing, IT and retail sectors.</p>
List of other Listed / Public Companies in which Directorships are held	Nil	Nil	Nil
Listed Entities from which proposed director has resigned in the past three years	Nil	Nil	Nil
Number of Board meetings attended during last year and Chairperson / Member of the Committee of the Board of Directors of the Company	NA	<p>Number of Board Meetings attended – 6</p> <p>Number of Meetings attended as Chairperson/Member of Committee of the Board:</p> <p>1. Member of Audit Committee – 6</p>	<p>Number of Board Meetings attended – 6</p> <p>Number of Meetings attended as Chairperson/Member of Committee of the Board:</p> <p>1. Member of Corporate Social</p>

		2. Member of Nomination And Remuneration Committee – 2 3. Member of Corporate Social Responsibility Committee – 3 4. Chairperson of Stakeholders Relationship Committee – 4	Responsibility Committee – 3
Chairperson / Member of the Committee of other listed / public companies in which he is a Director	Nil	Nil	Nil
Number of Shares held in the Company (Both own or held by / for other persons on a beneficial basis)	Nil	Nil	Nil
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if any	As per the provisions of Section 197 of the Companies Act, 2013, the Non-Executive Directors are entitled for sitting fees and reimbursement of expenses for participation in Meetings.	As per the provisions of Section 197 of the Companies Act, 2013, the Non-Executive Directors are entitled for sitting fees and reimbursement of expenses for participation in Meetings.	As per the provisions of Section 197 of the Companies Act, 2013, the detailed terms and conditions are provided in the Explanatory Statement for the said resolution.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil	Nil	Nil
Justification for choosing the appointee for appointment as an Director	As nominated by the Promoters CAC Holdings Corporation, Mr. Satoshi Iwanaga, with extensive experience in Business Management and Administration, will significantly contribute to the Company's future growth.	Mr. M. S. Jagan, with extensive experience as an Independent Director, has significantly contributed to the Company's growth and added substantial value over the past five years.	Mr. Murali Gopalakrishnan has been an integral member of the leadership team, actively contributing to strategy development, business transformation, and overseeing risk assessments, financial planning, projections, cost

			containment, and investments.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has over four decades of rich experience holding several leadership and counsellor positions across the banking sector, business administration department, International Market Administration Department. Additionally he has also been the Executive Officer and Deputy General Manager of Business Administration Division.	He brings extensive experience from his tenure with the Mahindra Group, including the successful implementation of the Mahindra World City project near Chennai. Additionally, he served as the CEO of Ascendas India, a Singapore-based company specializing in the development of IT parks.	He has over 30 years of experience with a proven track record, holding several leadership positions across finance, accounting, operations, and commercial functions. His expertise spans diverse sectors, including audit, consulting, manufacturing, IT, and retail.

**By order of the Board  
For Inspirisys Solutions Limited**

**Place: Chennai  
Date: 08<sup>th</sup> November, 2024**

**S.Sundaramurthy  
Company Secretary**



**vinethkumar**

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**From:** Nihar Kudaskar <Nihar.Kudaskar@nsdl.com>  
**Sent:** 19 November 2024 11:20  
**To:** Chidambaram  
**Cc:** Shruthi Shetty; Shefali Jajoo; Prajakta Pawle; Pallavi Mhatre; Amit Vishal; Elango Sethuramalingam; GopalaKrishnan A; 'Sundaramurthy S'; 'vinethkumar'  
**Subject:** RE: [EXTERNAL]RE: e-Voting for INSPIRISYS SOLUTIONS LIMITED - Postal Ballot- EVEN - 132179

**CAUTION: This email originated from outside your organization. Exercise caution when opening attachments or on clicking links from unknown senders.**

Dear Sir /Madam,

We refer to the electronic voting facility provided by NSDL in respect of ensuing evoting for INSPIRISYS SOLUTIONS LIMITED– PB - EVEN 132179

In this regard, we wish to confirm that the email communication has been sent to 6,590 shareholders on November 19, 2024.

This is for your information and records.

For further information, the bounce cases file will be kept in RTA's Login after T+2 days. You are requested to Check with RTA for the same.

Note : This is with reference to the e-Voting event of your esteemed company. In this regard, please note that in line with SEBI circular dated December 9, 2020, The listed entity shall provide the details of the upcoming events requiring voting to the Depository. In view of the aforesaid, you are requested to update the upcoming e-Voting details on Issuer Portal of NSDL on an immediate basis. Link to login on issuer portal: <https://eservices.nsdl.com/Auth/#/>