

ISL/SS/SE/50/2022-2023
21st November, 2022

The National Stock Exchange of India Ltd. Exchange Plaza Bandra-Kurla Complex Bandra East Mumbai 400 051	BSE Ltd. P.J. Towers Dalal Street Mumbai 400 001
Symbol: INSPIRISYS	Scrip Code: 532774

Dear Sir / Madam,

Sub: Proceedings relating to the resolutions passed by way of Postal Ballot through e-voting by the shareholders of the Inspirisys Solutions Limited.

Pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on General Meeting, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, in view of the current circumstances prevailing due to continuing COVID-19 pandemic and in furtherance to the above said MCA Circulars, the company had issued the Postal Ballot Notice dated 12th October, 2022 to obtain approval from shareholders only through the e-voting system on resolutions set forth in the Postal Ballot Notice dated 12th October, 2022 of the Company.

The Board of Directors, in their meeting held on 12th October, 2022, appointed Mr. M. Alagar, Managing Partner (Membership no. F7488 and CoP No. 8196) of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai, as the scrutinizer to conduct the postal ballot through e-voting process in a fair and transparent manner.

The Notice of the Postal Ballot along with explanatory statement were sent only by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent or Depository / Depository Participants. The notice of Postal Ballot was also placed on the website of the Company.

The Company completed the dispatch of Notice of Postal Ballot by email on 21st October, 2022. The Notice of completion of dispatch of Postal Ballot was published in all editions of Financial Express in India (in English language) and in Makkal Kural (in Tamil language) on 22nd October, 2022.

It was informed to the shareholders that the Company has offered e-voting facility through National Securities Depository Limited (NSDL) to cast their votes electronically and the e-voting window was open from 9.00 AM IST on 22nd October, 2022 till 5.00 PM IST on 20th November, 2022.

The scrutinizer after carrying out the scrutiny of votes casted electronically submitted his report on 21st November, 2022.

The Consolidated Results are extracted herein:

Sl. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In Percentage)	Votes casted against (In Numbers)	Votes casted Against (In Percentage)
1	To appoint Mr.Murali Gopalakrishnan (DIN: 08066529) as a Director.	Ordinary	27823779	99.89	31126	0.11
2	To appoint Mr.Murali Gopalakrishnan (DIN: 08066529) as a Whole Time Director to be designated as Executive Director cum Chief Executive Officer.	Special	27822774	99.88	32131	0.12
3	To appoint Mr.Toru Horiuchi (DIN: 08111162) as a Non-Executive (Non-Independent) Director of the company.	Ordinary	27823774	99.89	31131	0.11

On the basis of the Scrutinizer's Report, the Company Secretary being the person authorised to declare the results of the Postal Ballot, declared the following resolutions, as set out in the Postal Ballot Notice dated 12th October, 2022 was declared to have been passed by the members with requisite majority by means of Postal Ballot on 20th November, 2022.

Resolution No.: 1 – Ordinary Resolution

To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company and in accordance with the provisions of 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. Murali Gopalakrishnan (DIN: 08066529), who has been appointed as an Additional Director of the Company with effect from 1st November, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, subject to the approval of the members at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, as required in terms of the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Ordinary resolution was passed with requisite majority as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	27823779	-	27823779
Votes cast 'AGAINST' the resolution	31126	-	31126
Percentage of votes cast in 'FAVOUR'	99.89	-	99.89

Based on the above, the aforesaid Ordinary Resolution stand approved by the Members with requisite majority.

Resolution No.: 2 – Special Resolution

To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Whole Time Director to be designated as Executive Director cum Chief Executive Officer.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 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 (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 the appointment of Mr. Murali Gopalakrishnan (DIN: 08066529) as an Executive Director cum Chief Executive Officer – Key Managerial Personnel (KMP) of the Company (whose directorship is liable to retirement by rotation) for the period from 1st November, 2022 to 31st March, 2025 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 (hereinafter referred to as “the **Board**” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said 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 of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Special resolution was passed with requisite majority as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	27822774	-	27822774
Votes cast 'AGAINST' the resolution	32131	-	32131
Percentage of votes cast in 'FAVOUR'	99.88	-	99.88

Based on the above, the aforesaid Special Resolution stand approved by the Members with requisite majority.

Resolution No.: 3 – Ordinary Resolution

To appoint Mr. Toru Horiuchi (DIN: 08111162) as a Non-Executive (Non-Independent) Director of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company and in accordance with the provisions of 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. Toru Horiuchi (DIN: 08111162), who has been appointed as an Additional Director (Non-Executive & Non-Independent) of the Company with effect from 1st November, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, subject to the approval of the members at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, as required in terms of the Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Ordinary resolution was passed with requisite majority as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	27823774	-	27823774
Votes cast 'AGAINST' the resolution	31131	-	31131
Percentage of votes cast in 'FAVOUR'	99.89	-	99.89

Based on the above, the aforesaid Ordinary Resolution stand approved by the Members with requisite majority.

Please arrange to take the same on record.

Yours faithfully,

For Inspirisys Solutions Limited

S.Sundaramurthy
Company Secretary