

ISL/SS/SE/10/2021-2022
26th May, 2021

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

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31/03/2021.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are forwarding herewith the Annual Secretarial Compliance Report for the year ended 31/03/2021 issued by the Practicing Company Secretary.

Please arrange to take the same on record.

Thanking You.

Yours faithfully,

For Inspirisys Solutions Limited

S.Sundaramurthy
Company Secretary & Compliance Officer

Encl: as above

SECRETARIAL COMPLIANCE REPORT OF INSPIRISYS SOLUTIONS LIMITED
FOR THE YEAR ENDED MARCH 31, 2021

We, **M. Alagar & Associates** have examined:

- a) All the documents and records made available to us and explanation provided by Inspirisys Solutions Limited ("the listed entity")
- b) The filings/ submissions made by the listed entity to the stock exchanges.
- c) Website of the Listed Entity
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended **March 31, 2021** ("**Review Period**") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("SEBI LODR, 2015")
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **not applicable for the Review Period**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **not applicable for the Review Period**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **not applicable for the Review Period**

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **not applicable for the Review Period**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **not applicable for the Review Period**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT, 2015")

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
NIL			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- c) There were **no actions taken** against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2020	Actions taken by the listed entity, if any	Comments on the actions taken by the listed entity
1	<p>Regulation 18 of SEBI LODR</p> <p>Constitution of Audit Committee</p>	<p>Less than two-thirds of the members of audit committee were Independent Directors for the period between August 8, 2019 and November 7, 2019.</p>	<p>The Company had duly constituted the Audit Committee as per the Regulation, on November 7, 2019, subsequent to imposition of fine by Stock Exchanges.</p>	<p>Requisite action was duly taken prior to issuance of our previous report for the financial year ended March 31, 2020.</p>

For M. Alagar and Associates

MUTHAIA ALAGAR
Digitally signed by MUTHAIA ALAGAR
Date: 2021.05.25 19:14:41 +05'30'

M. Alagar
Managing Partner
FCS No.: 7488
CoP No.: 8196
UDIN: F007488C000354329

Place: Chennai
Date: May 25, 2021