

ISL/SS/SE/56/2024-2025
20th December, 2024

The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
Trading Symbol: INSPIRISYS	Scrp Code: 532774

Dear Sir / Madam,

Sub: Postal Ballot E-voting Results.

In compliance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Postal Ballot Voting Results in the prescribed format, along with Scrutinizer's Report on the resolutions passed through the postal ballot.

Kindly acknowledge and take this into your records.

Thanking You,

Yours Faithfully,

For Inspirisys Solutions Limited


S. Sundaramurthy
Company Secretary



Encl. as above

20th December, 2024.

Sub: Declaration of Voting Results of the Postal Ballot.

The details are as follows;

Sl.No.	Notice Item	Resolution (Ordinary / Special)	Mode of voting
1	Appointment of Mr. Satoshi Iwanaga, (DIN: 10817792) as Non-Executive (Non-Independent) Director of the Company	Ordinary	Remote E-Voting
2	Re-appointment of Mr. M S Jagan, (DIN: 02002827) as an Independent Director of the Company for a second consecutive term of 5 years	Special	Remote E-Voting
3	Re-appointment of 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	Special	Remote E-Voting

Based on the Report of the scrutinizer, I hereby declare that the resolutions for the above mentioned items have been passed with requisite majority.

This is for your information and records.

Thanking You,

Yours Faithfully,

For Inspirisys Solutions Limited



S. Sundaramurthy
Company Secretary



SCRUTINIZER REPORT ON THE POSTAL BALLOT

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

To,

**The Board of Directors,
Inspirisys Solutions Limited,
1st Floor, Dowlath Towers,
New Door Nos.57, 59, 61 & 63,
Taylors Road, Kilpauk,
Chennai - 600010**

Sub: Scrutinizer's Report on passing of the Resolutions set-out in the postal ballot notice dated November 08, 2024, through remote e-Voting.

Dear Sir,

1. I, M Alagar, Practising Company Secretary (COP:8196), Managing Partner of M. Alagar & Associates, (Firm Registration No. : P2011TN078800) a peer reviewed firm of Practising Company Secretaries (Peer Review Certificate No. 6186/2024), Chennai have been appointed as the Scrutinizer by the Board of Directors of **Inspirisys Solutions Limited ("the Company")**, to scrutinize the vote cast through remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on the postal ballot resolutions contained in postal ballot notice dated November 08, 2024 ("**the Notice**") in accordance with the provisions of Section 108 and 110 of Companies Act, 2013 ("**the Act**"), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**the MCA**"), vide General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April, 2020, 09/ 2023 dated September 25, 2023 and subsequent circulars of which latest being Circular No. 09/2024 dated 19th September 2024 (collectively "**the MCA Circulars**") allowing the companies to conduct postal ballot process through e-voting.
2. I submit the report as under;
 - (i) The company has completed the dispatch of Notice of Postal Ballot by e-mail on November 19, 2024 to its Members, whose name appeared on the Register of Members / List of Beneficial Owners as on November 15, 2024 ("**Cut Off Date**").
 - (ii) The company has made an advertisement regarding dispatch of postal ballot notice in Financial Express (English Language) and in Makkal Kural (Tamil Language) dated November 20, 2024.



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GST No : 33ABMFM8069L1ZL



- (iii) The Company had availed the voting facility offered by National Securities Depository Limited ("NSDL"), for facilitating remote e-Voting to enable the members to exercise their right to vote by electronic means.
- (iv) The remote E-voting period commenced on Wednesday, November 20, 2024, at 09:00 a.m. (IST) and ended on Thursday, December 19, 2024 at 05.00 p.m. (IST) and the e-voting facility for members was immediately disabled thereafter.
- (v) At the end of the e-voting period, the results were downloaded from NSDL e-voting platform (www.evoting.nsdl.com).
- (vi) Particulars of electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014 as amended.
- (vii) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to e-Voting on the resolutions contained in the aforesaid Postal Ballot Notice.
- (viii) My responsibility as a Scrutinizer is to scrutinize and ensure that the vote cast through e-Voting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to e-Voting as per the facility provided by NSDL, the agency engaged by the Company to provide e-Voting facility.
- (ix) The shareholders exercised their voting only by electronic mode and a summary of e-voting results is given hereunder:-

Resolution No: 1

Ordinary Resolution for appointment of Mr. Satoshi Iwanaga (DIN: 10817792) as a Non-Executive (Non-Independent) Director of the Company

S. No	Particulars	Total	Assent	Dissent
1.	Total Number of members voting	57	51	6
2.	Number of votes cast by them	27800214	27799135	1079
3.	% of votes cast	100	99.9961	0.0039



RESULT:

I report that the Ordinary Resolution as set out in the postal ballot notice dated November 08, 2024 has been passed by the members with requisite majority.

Resolution No: 2

Special Resolution for re-appointment of Mr. M S Jagan (DIN: 02002827) as an Independent Director of the Company for a second consecutive term of 5 years

S. No	Particulars	Total	Assent	Dissent
1.	Total Number of members voting	56	49	7
2.	Number of votes cast by them	27800189	27799010	1179
3.	% of votes cast	100	99.9958	0.0042

RESULT:

I report that the Special Resolution as set out in the postal ballot notice dated November 08, 2024 has been passed by the members with requisite majority.

Resolution No: 3

Special Resolution for re-appointment of 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

S. No	Particulars	Total	Assent	Dissent
1.	Total Number of members voting	56	48	8
2.	Number of votes cast by them	27800189	27798980	1209
3.	% of votes cast	100	99.9957	0.0043

RESULT:

I report that the Special Resolution as set out in the postal ballot notice dated November 08, 2024 has been passed by the members with requisite majority.

Voting details as required under Regulation 44(3) of SEBI (LODR) Regulations 2015, is enclosed as **Annexure-1** of this report.



- (x) The Electronic data and relevant records relating to remote e-Voting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the postal ballot and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you

Yours truly,

For M. Alagar & Associates
Practising Company Secretaries
Firm Registration No: P2011TN078800
Peer Review Certificate No.:6186/2024


M. Alagar
Managing Partner
FCS: 7488/COP: 8196
UDIN: F007488F003441006ss



Date: December 20, 2024
Place: Chennai

Countersigned by:
For **Inspirisys Solutions Limited**

Koji Iketani
Chairman and Non-Executive Director
DIN: 08486128

Annexure -1

Date of the AGM / EGM	Not applicable (Resolutions passed through postal ballot on Thursday, December 19, 2024, being the last date for casting votes through electronic means)
Total Number of Shareholders on record date (i.e., November 15, 2024 – cut-off date for voting purpose)	7329
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)



The details of Voting Results with regard to the Ordinary/Special Resolutions as required under Regulation 44(3) of the SEBI Listing Regulations, are as under:

Resolution No.			1. Appointment of Mr. Satoshi Iwanaga (DIN: 10817792) as Non-Executive (Non-Independent) Director of the Company					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4/(2))*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	27712125	27712125	100.0000	27712125	0	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27712125	27712125	100.0000	27712125	0.0000	100.0000
Public-Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	11904748	88089	0.7399	87010	1079	98.7751	1.2249
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11904748	88089	0.7399	87010	1079	98.7751
Total		39616873	27800214	70.1727	27799135	1079	99.9961	0.0039

Resolution No.			2. Re-appointment of Mr. M S Jagan (DIN: 02002827) as an Independent Director of the Company for a second consecutive term of 5 years					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	27712125	27712125	100.0000	27712125	0	100.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27712125	27712125	100.0000	27712125	0	100.0000
Public-Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	11904748	88064	0.7397	86885	1179	98.6612	1.3388
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11904748	88064	0.7397	86885	1179	98.6612
Total		39616873	27800189	70.1726	27799010	1179	99.9958	0.0042



Resolution No.			3. Re-appointment of Mr. Murali Gopalakrishnan (DIN: 08066529) as the Whole-time Director, designated as Executive cum Chief Executive Officer of the Company for a term of 3 (three) years					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	Remote E-Voting	27712125	27712125	100.0000	27712125	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27712125	27712125	100.0000	27712125	0	100.0000
Public- Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote E-Voting	11904748	88064	0.7397	86855	1209	98.6271	1.3729
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11904748	88064	0.7397	86855	1209	98.6271
Total		39616873	27800189	70.1726	27798980	1209	99.9957	0.0043

