

ISL/SS/SE/27/2024-2025
28th June, 2024

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: 29th Annual General Meeting Results of Remote E-voting and E-voting at AGM.

Dear Sir / Madam,

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Voting Results along with Scrutinizer's Report on the resolutions passed at the 29th Annual General Meeting held on 28th June 2024.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully

For Inspirisys Solutions Limited


S.Sundaramurthy
Company Secretary & Compliance Officer



Encl: as above

28th June, 2024

Sub: Declaration of Voting Results of the 29th Annual General Meeting held on Friday, 28th June 2024, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 02:00 P.M.

The details are as follows:

Sl. No.	Notice Items	Resolutions (Ordinary / Special)	Mode of Voting - Remote e-voting / E-voting at AGM
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting / E-voting at AGM
2.	To appoint a Director in place of Mr. Toru Horiuchi, (DIN: 08111162) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	
3.	Appointment of the new Statutory Auditors M/s. MSKA & Associates, Chartered Accountants (Firm Reg. No. 105047W) for a term of 5 years in place of the retiring auditors M/s. Walker Chandiook & Co, Chartered Accountants.	Ordinary	

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

Thanking you.

For Inspirisys Solutions Limited



S.Sundaramurthy
Company Secretary & Compliance Officer



CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To,
The Chairperson,
Inspirisys Solutions Limited
1st Floor, Dowlath Towers,
New Door Nos.57, 59, 61 & 63
Taylors Road, Kilpauk
Chennai – 600010

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 29th Annual General Meeting (AGM) of Inspirisys Solutions Limited held on Friday, June 28, 2024 at 02.00 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

1. The 29th Annual General Meeting ("AGM") of the Equity Shareholders of **Inspirisys Solutions Limited** ("The Company") was held on Friday, June 28, 2024 at 02.00 PM through Video Conferencing / Other Audio Visual Means, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("LODR Regulations").
2. I, **M. Alagar, Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the votes cast through remote E-Voting and E-Voting at the AGM for passing the items on the agenda as contained in the 29th AGM Notice dated May 10, 2024.
3. In view of the relaxation by the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September 2023 (Collectively referred as "**MCA Circulars**") and Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13,2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (Collectively referred as "**SEBI Circulars**"), which permits the conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above mentioned circulars the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.



Members who have attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. As required under Section 101 of the Act read with aforementioned circulars issued by MCA and SEBI, the Notice of 29th AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "Financial Express" (English) and "Makkal Kural" (Tamil) on 05th June, 2024.
5. The Company had availed the voting facility offered by National Securities Depository Limited (NSDL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
6. The members of the Company holding shares as on the "**Cut-off**" date of (i.e. on Friday, June 21, 2024) were entitled to vote on the resolution as set out in the AGM Notice.
7. The remote E-Voting commenced on Monday, 24th June, 2024, 09:00 AM (IST) and ended on Thursday, 27th June, 2024 at 05:00 PM (IST) and the NSDL E-Voting platform was closed in due time.
8. The members who had voted by remote E-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
9. The management of the Company is responsible to ensure compliance with the requirements of the 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 remote E-voting prior to the AGM and E-voting during the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote E-voting prior to the AGM and E-voting during the AGM 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 e-voting system provided by NSDL, the agency engaged by the Company to provide remote E-voting facility prior to and E-voting facility during the AGM.
11. Based on the data downloaded from NSDL e-voting system I now submit my consolidated report on the results of remote E-voting prior to and E-voting during the AGM in respect of the resolutions proposed in the Notice of the AGM as under:

Resolution No.1

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon. (**Ordinary Resolution**)



S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	41	35	6
2.	Number of votes cast by them	2,78,19,507	2,78,11,194	8,313
3.	% of votes cast	100%	99.97%	0.03%

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.2

To appoint a Director in place of Mr. Toru Horiuchi, (DIN: 08111162) who retires by rotation and, being eligible, offers himself for re-appointment. (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	41	26	15
2.	Number of votes cast by them	2,78,19,507	2,77,80,251	39,256
3.	% of votes cast	100%	99.86%	0.14%

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.3

To appoint new Statutory Auditors M/s. MSKA & Associates, Chartered Accountants (Firm Registration No.: 105047W) for a term of 5 years in place of the retiring Auditors M/s. Walker Chandiook & Co, Chartered Accountants. (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	41	34	7
2.	Number of votes cast by them	2,78,19,507	2,78,11,193	8,314
3.	% of votes cast	100%	99.97%	0.03%

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting 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.:1707/2022


M.Alagar
Managing Partner
FCS: 7488
COP: 8196
UDIN: F007488F000634422



Date: June 28, 2024
Place: Chennai

Counter Signed
For Inspirisys Solutions Limited

Koji Iketani
Chairman and Non-Executive Director
DIN: 08486128

Annexure I

The details of Voting Results with regard to the Ordinary Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.			1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.					
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	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	E-Voting	2,77,12,125	2,77,12,125	100.0000	2,77,12,125	0	100.0000	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2,77,12,125	2,77,12,125	100.0000	2,77,12,125	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1,19,04,748	1,07,382	0.9020	99,069	8,313	92.2585	7.7415
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,04,748	1,07,382	0.9020	99,069	8,313	92.2585
Total		3,96,16,873	2,78,19,507	70.2214	2,78,11,194	8,313	99.9701	0.0299



Resolution No.			2. To appoint a Director in place of Mr. Toru Horiuchi, (DIN: 08111162) who retires by rotation and, being eligible, offers himself for re-appointment.					
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	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	E-Voting	2,77,12,125	2,77,12,125	100.0000	2,77,12,125	0	100.0000	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2,77,12,125	2,77,12,125	100.0000	2,77,12,125	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1,19,04,748	1,07,382	0.9020	68,126	39,256	63.4427	36.5573
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,04,748	1,07,382	0.9020	68,126	39,256	63.4427
Total		3,96,16,873	2,78,19,507	70.2214	2,77,80,251	39,256	99.8589	0.1411



Resolution No.			3. To appoint new Statutory Auditors M/s. MSKA & Associates, Chartered Accountants (Firm Registration No.: 105047W) for a term of 5 years in place of the retiring Auditors M/s. Walker Chandio & Co, Chartered Accountants.					
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	E-Voting	2,77,12,125	2,77,12,125	100.0000	2,77,12,125	0	100.0000	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2,77,12,125	2,77,12,125	100.0000	2,77,12,125	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1,19,04,748	1,07,382	0.9020	99,068	8,314	92.2575	7.7425
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,19,04,748	1,07,382	0.9020	99,068	8,314	92.2575
Total		3,96,16,873	2,78,19,507	70.2214	2,78,11,193	8,314	99.9701	0.0299

