

ISL/SS/SE/49/2021-2022

15th February, 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

Dear Sir,

Sub: Intimation of Postal Ballot.

Further, to our intimation dated 8th February, 2022 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

In compliance with Ministry of Corporate Affairs (MCA) Circulars, the Postal Ballot Notice has been sent to the shareholders only through electronic mode on 15th February, 2022 to those members whose e-mail addresses are registered with the Company/Depositories as on cut-off date of 4th February, 2022.

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



Enclosed: Postal Ballot Notice



INSPIRISYS SOLUTIONS LIMITED

CIN: L30006TN1995PLC031736

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

Tel: 044 – 4225 2000

Email: sundaramurthy.s@inspirisys.com Website: www.inspirisys.com

POSTAL BALLOT NOTICE

**(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH
THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)**

**To
THE MEMBERS OF INSPIRISYS SOLUTIONS LIMITED**

NOTICE is hereby given to the Members of Inspirisys Solutions Limited (the "Company") pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on General Meeting (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), 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 and 20/2021 dated 8th December, 2021 (collectively "MCA Circulars") in view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the above said MCA Circulars, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("RTA") or Depository / Depository Participants and the communication of assent / dissent of the Members will take place only through the remote e-voting system to transact the special business, set out in this notice, as special resolution. This Postal Ballot process is accordingly being initiated in compliance with the above-mentioned MCA Circulars.

The proposed resolutions and explanatory statement pertaining to the said resolution, pursuant to Section 102 of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration. Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 8th February, 2022 has 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 ("Scrutinizer") for conducting the postal ballot through e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108, 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 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time the Company has also extended e-voting facility to its members. The

facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited ("NSDL"). The e-voting facility is available from Wednesday, 16th February, 2022 (09:00 A.M.) till Thursday, 17th March, 2022 (05:00 P.M.). For e-voting, please read the "process/instructions for e-voting" carefully enumerated in the notes to this notice.

The notice of the postal ballot has also been uploaded on the Company's website at www.inspirisys.com under the 'Investors Section'.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Company latest by Friday, 18th March, 2022. The result of the postal ballot will be announced on Friday, 18th March, 2022 and displayed at the Company's registered office. In addition to the results being communicated to the stock exchanges, the results along with the Scrutinizer's report will also be placed on the Company's website at www.inspirisys.com and on the website of NSDL.

SPECIAL BUSINESS:

Item No.: 1 Re-appointment of Mr. Rajesh R. Muni as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), 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 ("the Act"), and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and 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, Mr. Rajesh R. Muni (DIN: 00193527), 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 reappointed as an Independent Director of the Company, to hold office for a second term of five years, with effect from 6th May, 2022 to 5th May, 2027 not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. Rajesh R. Muni, Non-Executive Independent Director of the Company, who will attain the age of 75 years during the second term of office."

"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."

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

**Place: Chennai
Date: 08th February, 2022**

**S.Sundaramurthy
Company Secretary**

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto, which forms part of this Postal ballot notice for your consideration.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members / list of beneficial owners as on the Cut-off date i.e., Friday, 4th February, 2022. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Link Intime India Private Ltd, Registrar and Transfer Agent of the Company.
3. The Notice shall also be uploaded on the website of the Company at www.inspirisys.com and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com . All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. Only a member holding equity share(s) as of the cut-off date is entitled to exercise his vote through e-voting and the voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Cut-off date i.e., Friday, 4th February, 2022, being the 'Cut-off date' fixed for this purpose.
5. The Board of Directors have 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 process in a fair and transparent manner.
6. Members can cast their vote online from Wednesday, 16th February, 2022 (09:00 A.M.) till Thursday, 17th March, 2022 (05:00 P.M.). The e-voting module shall be disabled by NSDL thereafter and no voting shall be allowed beyond 05:00 P.M. on Thursday, 17th March, 2022.
7. All documents referred to in this Postal Ballot Notice shall be available for inspection electronically until the last date of e-voting i.e. Thursday, 17th March, 2022. Members seeing to inspect such documents can send an email to sundaramurthy.s@inspirisys.com.
8. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services of NSDL. Instructions for remote e-voting are provided in the Notice.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company / Depository Participant(s) for receiving all communication from the Company electronically.
10. **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 in their web site 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

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 in their web site 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. 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.

11. PROCEDURE / INSTRUCTIONS FOR E-VOTING

The instructions for members for e-voting are as under:

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

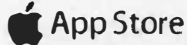
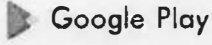


A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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.	1. Existing IDeAS user can visit the e-Services website of NSDL URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to

	<p>e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 Inspirisys Solutions Limited 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 with a copy marked to evoting@nsdl.co.in.

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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in
4. The Scrutinizer will submit the report to the Chairman or a person authorised by him after completion of the scrutiny and the result of the postal ballot will be announced on Friday, 18th March, 2022 at the registered office of the Company. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.inspirisys.com and on the NSDL website.
5. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified by the Company for e-voting, namely Thursday, 17th March, 2022.

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.
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. If you are an Individual shareholders 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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 IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.: 1

The Board of Directors of the Company has appointed Mr. Rajesh R. Muni, as an Additional Director on 6th May, 2017, which was approved by the shareholders in the Annual General Meeting held on 15th September, 2017. The term of Mr. Rajesh R. Muni (i.e. 5 years) as an Independent Director will expire on 5th May, 2022. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has re-appointed Mr. Rajesh R. Muni, as an Independent Director in the meeting held on 8th February, 2022 for a second term for a period of five years i.e. from 6th May, 2022 to 5th May, 2027 under the provisions of the Companies Act, 2013. As per Section 149(10) of the Companies Act, 2013, read with Schedule IV to the Act, 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 Board performance of Mr. Rajesh R. Muni, the Board of Directors state that the re-appointment of Mr. Rajesh R. Muni 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. Rajesh R. Muni for the office of Director of the Company. Mr. Rajesh R. Muni, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received a declaration from Mr. Rajesh R. Muni 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. Rajesh R. Muni, 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 SEBI Listing Regulations, are provided in the Annexure A to this notice.

In the Performance Evaluation, the performance of Mr. Rajesh R. Muni 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 been benefitted from his relevant specialization and expertise in the knowledge. The Nomination & Remuneration Committee, recommended the re-appointment of the aforesaid Independent Director and Board of Directors of the Company has approved and recommended the re-appointment of the aforesaid Independent Director, for a second term for a period of five years, as provided in the resolution.

In the opinion of the Board of Directors, he fulfils the condition specified in the Act for such re-appointment and his re-appointment is in the interest of the Company. Mr. Rajesh R. Muni will attain the age of 75 years on 22nd December, 2026 and in order to continue his directorship, a Special Resolution has to be passed. The Board considers that his continued association would be of immense benefit to the Company and recommends the special resolution for continuation of his directorship in the Company post 22nd December, 2026 in order to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations. Accordingly, the Board recommends passing of the resolution at Item No. 1 of the Notice as a Special Resolution. Save and except Mr. Rajesh R. Muni, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in anyway concerned or interested, financially or otherwise in the resolution.

Brief profile of Mr. Rajesh R. Muni, Independent Director of the Company, is given below:

Mr. Rajesh R. Muni completed his B. Com. (Hons.) in the year 1973 and pursued the course of Chartered Accountancy in India and is a Fellow Member of The Institute of Chartered Accountants of India. He has undertaken Business Management Consultancy Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai. He has been in practice since 1978 and is the Proprietor of the concern R. R. Muni & Co. Chartered Accountants, Mumbai. The concern provides professional services for conduct of audits, (statutory and internal), advises on accounting matters, management related subjects, Company Law and secretarial work, Direct Taxes, etc. He has been a lecturer in various colleges and for students of Chartered Accountancy on subjects of Accounts, Income Tax and Audit etc. He has been faculty at seminars of professional interests at different forums.

He was the President of Bombay Chartered Accountants' Society during 2003-2004 and has served the society in various capacities since 1992-1993. He was a chairman of Human Resources Committee, Membership & Public Relations Committee and was a co-chairman of Accounting & Auditing Committee of the Society. He is associated with the activities of Chamber of Tax Consultants, Mumbai in different committees since more than 20 years. He is a member of National Executive Committee of All India Federation of Tax Practitioners.

Additional information in respect of Mr. Rajesh R. Muni, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

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

**Place: Chennai
Date: 8th February, 2022**

**S.Sundaramurthy
Company Secretary**

Annexure A to the Notice dated 8th February, 2022

Details of Directors seeking re-appointment

Name of Director	Mr. Rajesh R. Muni
Date of Birth / Age	23rd December, 1951 / 70 Years
Date of Appointment	6th May, 2017
Qualification	Chartered Accountant, B. Com. (Hons.), Business Management Consultancy Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai.
Expertise	He has been in practice since 1978 and is the Proprietor of the concern R. R. Muni & Co. Chartered Accountants, Mumbai. He has expertise in professional services for conduct of audits, (statutory and internal), advises on accounting matters, management related subjects, Company Law and secretarial work, Direct Taxes, etc., He has been a lecturer in various colleges and for students of Chartered Accountancy on subjects of Accounts, Income Tax and Audit etc.
Terms and conditions of re-appointment	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (including sitting fees, if any)	Sitting Fees paid for attending Board & Committee Meetings was Rs. 4.80 lakhs for the year ended 31st March, 2021
Remuneration proposed to be paid	Sitting fees for attending Board and Committee Meetings
Chairmanship / Membership of the Committees of the Board of Director of the Company.	<ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination & Remuneration Committee – Member • Stakeholders Relationship Committee – Member • Corporate Social Responsibility Committee - Member
Board Membership of other listed companies as on 31 st March, 2021	I G Petrochemicals Limited
Chairmanship / Membership of the Committee of other companies in which he / she is a Director as on 31 st March, 2021.	I G Petrochemicals Limited <ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination & Remuneration Committee – Member • Corporate Social Responsibility – Member
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on 31 st March, 2021.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil

No. of Board Meetings attended out of 4 meetings held as on 31 st March, 2021	4
Skills and capabilities required and the manner in which the proposed person meets such requirements.	<p>Expertise on technical, academic skills, general management, global business, technology, manufacturing / operations, risk management etc., shall understand company's structure, policies, and culture including the mission, vision, values, goals, current strategic plan and governance structure and also in which the Company operates including the industrial trends, challenges and opportunities, unique dynamics within the sector that are relevant to the success of the Company.</p> <p>Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties and in the opinion of the Board, the Director meets such requirements.</p>

From: Prajakta Pawle <PrajaktaP@nsdl.co.in>
Sent: 15 February, 2022 10:58 AM
To: Chidambaram N; Himali Singh; Soni Singh; Sivapazham P. A.
Cc: Amit Vishal; Pallavi Mhatre; Sarita Mote; Sundaramurthy S; Nagaraj V
Subject: RE: [External] FW: e-voting for INSPIRISYS SOLUTIONS LIMITED_Postal Ballot_EVEN : 119251

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 e-Voting for Postal Ballot of INSPIRISYS SOLUTIONS LIMITED- EVEN No – 119251

In this regard, we wish to confirm that the email communication has been sent to 7451 shareholders on 15 February, 2022

This is for your information and records.

For further information, the bounce cases file will be kept in RTA data path after T+2 days. You are requested to refer RTA login for the same

Prajakta Pawle | Officer | National Securities Depository Ltd.
prajaktap@nsdl.co.in | www.nsd.co.in