

**ISL/SS/SE/51/2021-2022**  
**18<sup>th</sup> March, 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 / 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 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 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021, in view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the above said MCA Circulars, the company had issued the Postal Ballot Notice dated 8th February, 2022 to obtain approval from shareholders only through the e-voting system on resolutions set forth in the Postal Ballot Notice dated 8<sup>th</sup> February, 2022 of the Company.

The Board of Directors, in their meeting held on 8<sup>th</sup> February, 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 15<sup>th</sup> February, 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 16<sup>th</sup> February, 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 on 16<sup>th</sup> February, 2022 till 5.00 PM on 17<sup>th</sup> March, 2022.



The scrutinizer after carrying out the scrutiny of votes casted electronically submitted his report on 18<sup>th</sup> March, 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	Re-appointment of Mr. Rajesh R. Muni as an Independent Director.	Special Resolution	27795744	99.89	31621	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 8th February, 2022 was declared to have been passed by the members with requisite majority by means of Postal Ballot on 17th March, 2022.

#### Resolution No.: 1 – Special Resolution

##### 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 6<sup>th</sup> May, 2022 to 5<sup>th</sup> 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."



The Special resolution was passed with requisite majority as follows:

	<b>E-votes</b>	<b>Ballot votes</b>	<b>Total</b>
Votes cast in 'FAVOUR' of the resolution	27795744	-	27795744
Votes cast 'AGAINST' the resolution	31621	-	31621
Percentage of votes cast in 'FAVOUR'	99.89	-	99.89

Based on the above, the aforesaid Special 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

