

ISL/SS/SE/20/2022-2023
30th June, 2022

The National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex
Bandra East
Mumbai 400 051

The BSE Ltd.
P.J. Towers
Dalal Street
Mumbai 400 001

Dear Sir / Madam,

Sub.: 27th 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 27th Annual General Meeting held on 30th June, 2022.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully

For Inspirisys Solutions Limited



S.Sundaramurthy
Company Secretary



Encl: as above

30th June, 2022

Sub: Declaration of Voting Results of the 27th Annual General Meeting held on Thursday, 30th June, 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 2:00 PM.

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, 2022 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. Koji Iketani, (DIN: 08486128) who retires by rotation and, being eligible, offers himself for re-appointment.	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



Malcolm F. Mehta
Chairman & Chief Executive 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 No.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 27th Annual General Meeting (AGM) of Inspirisys Solutions Limited held on Thursday, June 30, 2022 at 02.00 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

1. **M. Alagar, Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of **Inspirisys Solutions Limited ("the Company")** for the **Annual General Meeting held on Thursday, June 30, 2022 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**") to conduct the Remote E-Voting and E-Voting at the AGM for passing the items on the agenda as contained in the AGM Notice dated May 10, 2022 of the 27th Annual General Meeting ("**AGM**") of the Equity Shareholders of the Company.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, has permitted 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 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.



3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC/ OAVM:
 - i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
 - ii. SEBI (LODR) Regulations 2015, relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.
4. 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.
5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the National Securities Depository Limited (NSDL).
6. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Thursday, June 23, 2022) were entitled to vote on the resolution as set out in the AGM Notice.
7. The remote E-Voting commenced on Sunday, 26th June, 2022, 9:00 AM (IST) and ended on Wednesday, 29th June, 2022 at 5:00 PM (IST) and the NSDL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by NSDL at the AGM
8. The shareholders 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 on remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
9. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
10. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are submitted by me 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, 2022 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	64	51	13
2.	Number of votes cast by them	27804950	27786957	17993
3.	% of votes cast	100	99.94	0.06

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. Koji Iketani, (DIN: 08486128) 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	63	50	13
2.	Number of votes cast by them	27804930	27786937	17993
3.	% of votes cast	100	99.94	0.06

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.

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

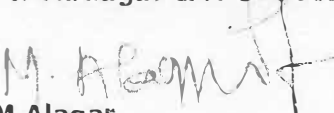
Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

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**


M. Alagar
Managing Partner
FCS: 7488
COP: 8196
UIN: F007488D00054.7720

Date: June 30, 2022

Place: Chennai

Counter Signed

For Inspirisys Solutions Limited


Malcolm F. Mehta
Chairman & Chief Executive Officer

Annexure I

The details of Voting Results with regard to the Ordinary/Special 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, 2022 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	2,77,12,125	0	100	0
	E- Voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		2,77,12,125	2,77,12,125	100	27,712,125	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	E- Voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1,19,04,748	92,825	0.7797	74,832	17,993	80.6162	19.3838
	E-Voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		1,19,04,748	92,825	0.7797	74,832	17,993	80.6162
Total		3,96,16,873	2,78,04,950	70.1846	2,77,86,957	17,993	99.9353	0.0647

Resolution No.			2. To appoint a Director in place of Mr. Koji Iketani, (DIN: 08486128) 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	2,77,12,125	0	100	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27,712,125	27,712,125	100	27,712,125	0	100
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	92,805	0.7796	74,812	17,993	80.6120	19.3880
	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	92,805	0.7796	74,812	17,993	80.6120
Total		3,96,16,873	2,78,04,930	70.1846	2,77,86,937	17,993	99.9353	0.0647

