

ISL/SS/SE/43/2019-2020
11th October, 2019

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: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30/09/2019.

Pursuant to Regulation 27 (2) (a) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we are forwarding herewith the Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30/09/2019.

Please arrange to take the same on record.

Yours faithfully,

For Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)



S.Sundaramurthy
Company Secretary



Enc.:a.a.

**Quarterly Compliance Report on Corporate Governance
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity: **Inspirisys Solutions Limited** (Formerly Accel Frontline Limited)
2. Quarter ending: **30/09/2019**

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) ⁶	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Malcolm F. Mehta	03277490	Executive - Chairman & Chief Executive Officer	07/05/2014	01/07/2017	NA	NA	04/06/1968	1	0	0	0
Mr.	Bin Cheng	06913491	Non-Executive Director	13/08/2014	NA	NA	NA	12/11/1962	1	0	2	0
Mrs.	Ruchi Naithani	00531608	Independent Director	11/09/2014	11/09/2019	NA	5 years	21/12/1969	1	1	2	0
Mr.	Raj Khalid	00169691	Independent Director	05/12/2014	NA	NA	5 years	05/12/1953	1	1	2	1
Mr.	Rajesh R. Muni	00193527	Independent Director	06/05/2017	NA	NA	5 years	23/12/1951	2	2	3	2
Mr.	Koji Iketani	08486128	Non-Executive Director	19/06/2019	NA	NA	NA	07/11/1962	1	0	1	0

Whether Regular chairperson appointed – Yes
Whether Chairperson is related to managing director or CEO – No
\$PAN of any director would not be displayed on the website of Stock Exchange
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Rajesh R. Muni	Independent Director and Chairman of Audit Committee	06/05/2017	NA
		Mr. Bin Cheng	Non-Executive Director	13/08/2014	NA
		Mrs. Ruchi Naithani	Independent Director	11/09/2014	NA
		Mr. Raj Khalid	Independent Director	01/03/2017	NA
		Mr. Koji Iketani	Non-Executive Director	08/08/2019	NA
2. Nomination & Remuneration Committee	Yes	Mrs. Ruchi Naithani	Independent Director and Chairperson of Nomination & Remuneration Committee	11/09/2014	NA
		Mr. Bin Cheng	Non-Executive Director	13/08/2014	NA
		Mr. Raj Khalid	Independent Director	06/02/2015	NA
		Mr. Rajesh R. Muni	Independent Director	08/08/2019	NA
3. Risk Management Committee (if applicable)		NA			
4. Stakeholders Relationship Committee	Yes	Mr. Raj Khalid	Independent Director and Chairman of Stakeholders Relationship Committee	06/02/2015	NA
		Mr. Bin Cheng	Non-Executive Director	06/02/2015	NA
		Mr. Rajesh R. Muni	Independent Director	04/11/2017	NA
		Mrs. Ruchi Naithani	Independent Director	08/08/2019	NA
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
09/05/2019	08/08/2019	Yes	6	3	49 days
19/06/2019	-	-	-	-	-
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
08/08/2019	Yes	4	3	09/05/2019	90



Nomination & Remuneration Committee					
08/08/2019	Yes	3	2	09/05/2019	
-	-	-	-	19/06/2019	
Stakeholders relationship committee					
08/08/2019	Yes	3	2	09/05/2019	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					
V. Related Party Transactions					
Subject			Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>					
VI. Affirmations					
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. NA</p>					
For Inspirisys Solutions Limited (Formerly Accel Frontline Limited)					
 S.Sundaramurthy Company Secretary & Compliance Officer					

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Compliance Report on Corporate Governance
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Inspirisys Solutions Limited (Formerly Accel Frontline Limited)</p>  <p>S.Sundaramurthy Company Secretary & Compliance Officer</p>		