

ISL/SS/SE/29/2024-2025 08<sup>th</sup> July, 2024

The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block,

Bandra-Kurla Complex,

Bandra (East), Mumbai 400 051

Trading Symbol: INSPIRISYS

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai 400 001

Scrip Code: 532774

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30/06/2024.

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 30/06/2024.

Please arrange to take the same on record.

Yours faithfully,

For Inspirisys Solutions Limited

S.Sundaramurthy

Company Secretary & Compliance Officer

Encl: as above



## 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

2. Quarter ending: 30/06/2024

I. Cor	nposition of Bo	oard of Directors										
Title (Mr ./ Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) 8	Initial Date of Appointment	Date of Reappointmen t	Date of Cessation	Tenur e* (in month s)	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.	Koji Iketani	08486128	Non-Executive Director - Chairman	19/06/2019	-	NA	NA	07/11/1962	1	0	2	0
Mr.	Murali Gopalakrish nan	08066529	Executive Director - Chief Executive Officer	01/11/2022	-	NA	NA	05/06/1965	1	0	0	0
Mrs.	Ruchi Naithani	00531608	Independent Director	11/09/2014	11/09/2019	NA	117.19	21/12/1969	1	1	2	0
Mr.	Rajesh Ramniklal Muni	00193527	Independent Director	06/05/2017	06/05/2022	NA	85.25	23/12/1951	2	2	3	2
Mr.	M S Jagan	02002827	Independent Director	07/02/2020	07/02/2020	NA	52.22	29/06/1956	1	1	2	1
Mr.	Toru Horiuchi	08111162	Non-Executive Director	01/11/2022	-	NA	NA	26/08/1967	1	0	0	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.



Regular chairperson appointed  Mr. Rajesh Ramniklal Muni  Independent Director and Chairman of Audit Committee  Yes  Mr. Ruchi Naithani  Mr. Ruchi Naithani  Independent Director  Mr. M. S. Jagan  Mr. Ruchi Naithani  Independent Director  Mr. M. S. Jagan  Mr. Ruchi Naithani  Independent Director  Mr. Ruchi Naithani  Independent Director  Mr. Ruchi Naithani  Independent Director  Mr. Ruchi Naithani  Mr. M. S. Jagan  Mr. Rajesh Ramniklal Muni  Mr. Rajesh Ramn	
Audit Committee  Yes  Mrs. Ruchi Naithani Independent Director 08/08/2019 N Mr. M. S. Jagan Independent Director 11/09/2014 N Mr. M. S. Jagan Independent Director 11/09/2014 N Mr. Ruchi Naithani Independent Director 11/09/2014 N Mr. Ruchi Naithani Independent Director and Chairpress of 11/09/2014 N Mr. Koji Iketani Non-Executive Director and Chairpress of 11/09/2014 N Mr. Koji Iketani Non-Executive Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 01/11/2022 N Mr. M. S. Jagan Independent Director 01/11/2022 N Mr. M. S. Jagan Independent Director 01/105/2023 N Mr. M. S. Jagan Independent Director 10/105/2023 N Mr. Rajesh Ramniklal Muni Independent Director 10/105/2023 N Mr. M. S. Jagan Independent Director 10/1	Date of Cessation
Yes	NA
Mr. Koji Iketani   Non-Executive Director   08/08/2019   Non-Executive Director   11/06/2020   Non-Executive Director   08/08/2019   Non-Executive Director   01/11/2022   Non-Executive Director   01/05/2023   Non-Executi	NA
Mr. M S Jagan Independent Director 11/06/2020 N Mrs. Ruchi Naithani Independent Director and Chairperson of Nomination & Remuneration Committee  Yes Mr. Rajesh Ramniklal Muni Independent Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 01/11/2022 N Mr. M S Jagan Independent Director 01/15/2023 N Mr. M S Jagan Independent Director 01/15/2023 N Mr. M S Jagan Independent Director 01/15/2023 N Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  Wr. Rajesh Ramniklal Muni Independent Director and Chairman of Stakeholders Relationship Committee Independent Director Independent Director 08/08/2019 N Mr. Rajesh Ramniklal Muni Independent Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 01/05/2023 N Mr. M S Jagan Independent Director 01/05/2023 N Mr. Male Independent Director 01/05/2023 N Mr. Murali Gopalakrishnan Executive Director 01/05/2023 N Mr. Male Independent Director 01/05/2023 N Mr. M S Jagan	NA
Mr. Rajesh Ramniklal Muni Independent Director and Chairperson of Nomination & Remuneration Committee  Yes  Mr. Rajesh Ramniklal Muni Independent Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 01/10/2022 N Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  Mr. Rajesh Ramniklal Muni Independent Director and Chairman of Stakeholders Relationship Committee  Mr. Rajesh Ramniklal Muni Independent Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 01/05/2023 N Mr. Koji Iketani Non-Executive Director 01/05/2023 N Mr. M S Jagan Independent Director 01/05/2023 N Mr. M S Jagan N Mr. M S Jagan Independent Director 01/05/2023 N Mr. M S Jagan N	NA
Mr. Rajesh Ramniklal Muni Independent Director 01/11/2022 N Mr. M S Jagan Independent Director 01/105/2023 N Mr. M S Jagan Independent Director 01/105/2023 N Mr. M S Jagan Independent Director 01/105/2023 N Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  Mr. Rajesh Ramniklal Muni Independent Director 04/11/2017 N Mrs. Ruchi Naithani Independent Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 08/08/2019 N Mr. M S Jagan Independent Director 01/05/2023 N Mr. M S Jagan Independent Director 01/11/2017 N Mrs. Ruchi Naithani Independent Director 01/11/2017 N Mrs. Ruchi Naithani Non-Executive Director 01/11/2022 N Mr. M S Jagan Independent Director and Chairman of Corporate Social Responsibility Committee  Mrs. Ruchi Naithani Independent Director and Chairman of Corporate Social Responsibility Committee  Mrs. Ruchi Naithani Independent Director 07/08/2018 N Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N Mr. Murali Gopalakrishnan Executive Director 07/08/2023 N Mr. Murali Gopalakrishnan Executive Director 07/08/202	NA
Mr. Koji Iketani Non-Executive Director 01/11/2022 N Mr. M S Jagan Independent Director 01/05/2023 N  NA  Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  Mr. Rajesh Ramniklal Muni Independent Director 04/11/2017 N Mr. Rajesh Ramniklal Muni Independent Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 01/05/2023 N Mr. M S Jagan Independent Director 08/08/2019 N Mr. Koji Iketani Non-Executive Director 01/05/2023 N Mr. M S Jagan Independent Director and Chairman of Corporate Social Responsibility Committee  Mr. Rajesh Ramniklal Muni Independent Director and Chairman of Corporate Social Responsibility Committee  Mr. Ruchi Naithani Independent Director 30/108/2018 N Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N Mr. Aurali Gopalakrishnan Executive Director 01/05/2023 N  Accategory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen of Meeting (if any) in the previous Date(s) of Meeting (if any) in the previous Independent Meeting of Board of Directors present*  My Mumber of Directors present*  Number of independent Independent Meeting of Meeting (if any) in the relevant of Meeting (if any) in the rel	NA
Mr. M S Jagan Independent Director 01/05/2023 N  NA  Mr. M S Jagan Independent Director and Chairman of Stakeholders Relationship Committee  4. Stakeholders Relationship Committee  Yes Mr. Rajesh Ramniklal Muni Independent Director 04/11/2017 N  Mr. Royi Iketani Independent Director 08/08/2019 N  Mr. Koji Iketani Non-Executive Director 01/05/2023 N  Mr. M S Jagan Independent Director 08/08/2019 N  Mr. Koji Iketani Non-Executive Director 01/05/2023 N  Mr. M S Jagan Independent Director and Chairman of Corporate Social Responsibility Committee  Mrs. Ruchi Naithani Independent Director and Chairman of Corporate Social Responsibility Committee  Mrs. Ruchi Naithani Independent Director 07/08/2018 N  Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N  Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N  Mr. Ruchi Naithani Executive Director 07/08/2018 N  Mr. Murali Gopalakrishnan Executive Director 07/08/203 N  Mr. M S Jagan Independent Director 07/08/2018 N  Mr. Murali Gopalakrishnan Executive Director 07/08/203 N  Mr. M S Jagan Independent Director 07/08/2018 N  Mr. Murali Gopalakrishnan Executive Director 07/08/203 N  Mr. M S Jagan Independent Director 07/08/2018 N  Mr. M S Jagan	NA
A. Stakeholders Relationship Committee  Yes  Mr. M S Jagan  Mr. M S Jagan  Independent Director and Chairman of Stakeholders Relationship Committee  Mr. Rajesh Ramniklal Muni  Independent Director  Mr. Roji Iketani  Non-Executive Director  O1/05/2023  Nr. M S Jagan  Mr. M S Jagan  Independent Director  O8/08/2019  Non-Executive Director  O1/05/2023  Nr. M S Jagan  Mr. M S Jagan  Independent Director  O8/08/2019  Non-Executive Director  O1/05/2023  Nr. M S Jagan  Independent Director and Chairman of Corporate Social Responsibility  Committee  Yes  Mr. Rajesh Ramniklal Muni  Mr. Rajesh Ramniklal Muni  Independent Director and Chairman of Corporate Social Responsibility  Committee  Non-Executive Director and Chairman of O1/05/2023  Nr. M S Jagan  Independent	NA
A. Stakeholders Relationship Committee  Yes  Mr. Rajesh Ramniklal Muni Independent Director Okyo June 1 Independent Director Okyo June 1 Independent Director Okyo June 2 Independent Director and Chairman of Corporate Social Responsibility Committee  Yes  Mr. Koji Iketani Non-Executive Director and Chairman of Corporate Social Responsibility Committee  Yes  Mrs. Ruchi Naithani Independent Director Or/08/2018 Nr. Rajesh Ramniklal Muni Independent Director Or/08/2018 Nr. Murali Gopalakrishnan Executive Director Or/08/2023 Nr. Murali Gopalakrishnan Executive Director Or/08/2023 Nr. Murali Gopalakrishnan Executive Director Or/08/2023 Nr. Murali Gopalakrishnan II. Meeting of Board of Directors Oate(s) of Meeting (if any) in the previous Appear of the previous Present of Meeting (if any) in the relevant  Number of independent Meeting of Meeting (if any) in the relevant  Number of independent Meting of Meeting (if any) in the relevant  Number of independent Meting of Meeting (if any) in the relevant  Number of independent Meting of Meeting (if any) in the relevant	
Mrs. Ruchi Naithani Independent Director 08/05/2023 N Mr. Koji Iketani Non-Executive Director 01/05/2023 N Mr. M S Jagan Independent Director and Chairman of Corporate Social Responsibility Committee  Yes Mrs. Ruchi Naithani Independent Director and Chairman of Corporate Social Responsibility Committee  Mrs. Ruchi Naithani Independent Director 07/08/2018 N Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N Mr. Murali Gopalakrishnan Executive Director 01/05/2023 N  & 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 relevant   Meeting (if any)	NA
Mr. Koji Iketani Non-Executive Director 01/05/2023 N  Mr. M S Jagan Independent Director and Chairman of Corporate Social Responsibility Committee  Yes Mrs. Ruchi Naithani Independent Director 07/08/2018 N  Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N  Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N  &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 relevant   Meeting of Board of Directors present*   Meeting of Meeting (if any) in the relevant   Meeting of Meeting of Meeting of Meeting (if any) in the relevant   Meeting of	NA
Mr. M S Jagan Independent Director and Chairman of Corporate Social Responsibility  Yes Mrs. Ruchi Naithani Independent Director 07/08/2018 N  Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N  Mr. Murali Gopalakrishnan Executive Director 07/08/2018 N  &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 purpose of independent Meeting (if any) in the relevant the relevant of Point Corporate Social Responsibility  Mr. M S Jagan Independent Director and Chairman of Corporate Social Responsibility  O7/08/2018 N  O7/08/2018 N  O7/08/2018 N  Number of Directors write all categories separating them with hyphen  Number of Directors present*  Number of independent directors present*  Of Meeting (if any) in the relevant of Point Corporate Social Responsibility  O7/08/2018 N  Number of independent directors present*	NA
Corporate Social Responsibility Yes  Mrs. Ruchi Naithani Independent Director 07/08/2018 N Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N Mr. Murali Gopalakrishnan Executive Director 01/05/2023 N  & 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  Date(s) of Meeting (if any) in the relevant	NA
**Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N  **Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N  **Mr. Murali Gopalakrishnan Executive Director 01/05/2023 N  **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 part of independent directors present*  **Date(s) of Meeting (if any) in the relevant the relevant of the previous present in the relevant the relevant in the re	NA
Mr. Rajesh Ramniklal Muni Independent Director 07/08/2018 N. Mr. Murali Gopalakrishnan Executive Director 01/05/2023 N. Rectagory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen places of Meeting (if any) in the relevant of Meeting (if any) in the relevant Independent Independe	NA
Mr. Murali Gopalakrishnan Executive Director 01/05/2023 N  ACategory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  II. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the relevant  Date(s) of Meeting (if any) in the relevant	NA
II. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the previous any) in the relevant  Date(s) of Meeting (if any) in the relevant  Number of Directors present*  Number of Directors present*  Number of Directors present*  Number of Directors present*  Number of independent directors present*  of	NA
III. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the previous any) in the relevant the relevant to the previous of Meeting (if any) in the relevant to the relevant to the previous of Meeting (if any) in the relevant to the relevant	
Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the relevant  Date(s) of Meeting (if any) in the relevant  Number of Directors present*  Number of Directors present*  Number of independent directors present*  of	
Meeting (if any) in the relevant of	
	Maximum gap between any two consecutive (in number of days)
08/02/2024 Yes 6 3 99	91 days



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					
10/05/2024	Yes	4	3	08/02/2024	91 days
Nomination & Remuneration Committee					
09/05/2024	Yes	4	3	-	- 11 11 11 11 11 11 11 11 11 11 11 11 11
Stakeholders relationship committee					
09/05/2024	Yes	4	3	08/02/2024	90 days
Corporate Social Responsibility Committee	e				
09/05/2024	Yes	4	3	-	-

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is

\*\*to be filled in only for the current quarter meetings

V Rolated 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

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.

2 If status is "No" details of non-compliance may be given here.

### VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Risk management committee (as applicable) NA
- 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.
- 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.
- 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

For Inspirisys Solutions Limited

S.Sundaramurthy

Company Secretary & Compliance Officer

# spiris Chennai 600 010

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#### 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.