

FORM NO. MGT - 7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of Section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	Corporate Identification Number (CIN) of the Company	L30006TN1995PLC031736
	Global Location Number (GLN) of the Company	-
	Permanent Account Number (PAN) of the company	AAACA5622M
(ii)	(a) Name of the company	INSPIRISYS SOLUTIONS LIMITED
	(b) Registered office address	1st Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai, Tamil Nadu 600 010.
	(c) e-mail ID of the company	sundaramurthy.s@inspirisys.com
	(d) Telephone number with STD code	04442252000
	(e) Website	www.inspirisys.com
(iii)	Date of Incorporation	08/06/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v)	Whether company is having share capital	Yes
(vi)	Whether shares listed on recognized Stock Exchange(s)	Yes

a) If yes, details of stock exchanges where shares are listed

S.No	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

b)	CIN of the Registrar and Transfer Agent	U67190MH1999PTC118368
	Name of the Registrar and Transfer Agent	Link Intime India Private Limited
	Registered office address of the Registrar and Transfer Agents	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Mumbai City, Maharashtra 400083

(vii) *Financial year From date	From (DD/MM/YYYY)	To (DD/MM/YYYY)
	01/04/2022	31/03/2023
(vii) Whether Annual general meeting (AGM) held	Yes	
(a) If yes, Date of AGM	-	
(b) Due date of AGM	Will be held within 30/09/2023	
(c) Whether extension of AGM was granted - Yes / No.	No	
(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	N.A	
(e) Extended due date of AGM after grant of extension	N.A	
(f) Specify the reasons for not holding the same	--	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities	3
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S. No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	31.0%
2	J	Information and communication	J6	Computer programming, consultancy and related activities	65.8%
3	N	Support service to Organizations	N7	Other support services to organizations	3.2%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

* No. of Companies for which information is to be given	7
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S. No	Name of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held
1	CAC Holdings Corporation	-	Holding	69.95

2	Inspirisys Solutions IT Resources Limited	U80903TN2007PLC062824	Subsidiary	100
3	Inspirisys Solutions DMCC	-	Subsidiary	100
4	Network Programs (USA) Inc.,	-	Subsidiary	100
5	Inspirisys Solutions Japan KK	-	Subsidiary	100
6	Inspirisys Solutions North America, Inc.	-	Subsidiary	100
7	Inspirisys Solutions Europe Ltd.	-	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) SHARE CAPITAL

a) Equity Share Capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,00,00,000	3,96,16,873	3,96,16,873	3,96,16,873
Total amount of equity shares (in Rupees)	50,00,00,000	39,61,68,730	39,61,68,730	39,61,68,730

Number of classes	1
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Class of Shares:	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares @ Rs. 10/-				
Number of equity shares	5,00,00,000	3,96,16,873	3,96,16,873	3,96,16,873
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,00,00,000	39,61,68,730	39,61,68,730	39,61,68,730

b) Preference Share Capital-

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in Rupees)	0	0	0	0

Number of classes	0
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c) Unclassified Share Capital-

Particulars	Authorised Capital
Total amount of unclassified shares	0

d) Break-up of paid-up share capital

Class of Shares	No. of shares			Total Nominal Amount	Total Paid up amount	Total Premium
	Physical	Demat	Total			
Equity Share:						
At the beginning of the year	39,306	3,95,77,567	3,96,16,873	39,61,68,730	39,61,68,730	0
Increase during the year	0	0	0	0	0	0
(i) Public Issue	0	0	0	0	0	0
(ii) Rights Issue	0	0	0	0	0	0
(iii) Bonus Issue	0	0	0	0	0	0
(iv) Private Placement / Preferential Allotment	0	0	0	0	0	0
(v) ESOPs	0	0	0	0	0	0
(vi) Sweat Equity shares allotted	0	0	0	0	0	0
(vii) Conversion of Preference shares	0	0	0	0	0	0
(viii) Conversion of Debentures	0	0	0	0	0	0
(ix) GDRs / ADRs	0	0	0	0	0	0
(x) Others, specify						
Decrease during the year	0	0	0	0	0	0
(i) Buy-back of shares	0	0	0	0	0	0
(ii) Shares Forfeiture	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify	0	0	0	0	0	0
At the end of the year	39,106	3,95,77,767	3,96,16,873	39,61,68,730	39,61,68,730	0
Preference Shares						
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
(i) Issues of shares	0	0	0	0	0	0
(ii) Re-issue of forfeited shares	0	0	0	0	0	0
(iii) Others, specify						
Decrease during the year	0	0	0	0	0	0
(i) Redemption of shares	0	0	0	0	0	0
(ii) Shares forfeited	0	0	0	0	0	0
(iii) Reduction of share capital	0	0	0	0	0	0
(iv) Others, specify						
At the end of the year	0	0	0	0	0	0

ISIN of the equity shares of the Company -

INE020G01017

(ii) Details of stock split / consolidation during the year (for each class of shares):- 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 – Stock
Number of Shares/ Debentures/ Units Transferred	
Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	
Ledger Folio of Transferee	
Transferee's Name	

(iv) Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of Debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	No. of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i)	Turnover	3,60,00,19,051
(ii)	Net worth of the Company	89,94,63,363

VI. (a) SHARE HOLDING PATTERN - Promoter

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/ Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non - resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3	Insurance companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial institutions	0	0	0	0
6	Foreign institutional investors	0	0	0	0
7	Mutual funds	0	0	0	0
8	Venture capital	0	0	0	0
9	Body corporate (not mentioned above)	2,77,12,125	69.95	0	0
10	Others	0	0	0	0
	Total	2,77,12,125	69.95	0	0

Total number of shareholders (promoters)	1
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(b) SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual / Hindu Undivided Family				
	(i) Indian	64,73,188	16.34	0	0
	(ii) Non - resident Indian (NRI)	4,13,385	1.04	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3	Insurance companies	0	0	0	0

4	Banks	0	0	0	0
5	Financial institutions	0	0	0	0
6	Foreign institutional investors	0	0	0	0
7	Mutual funds	0	0	0	0
8	Venture capital	0	0	0	0
9	Body corporate (not mentioned above)	49,53,173	12.50	0	0
10	Others – IEPF, Ltd. Liability Partnership & Clearing Member	65,002	0.17	0	0
	Total	1,19,04,748	30.05	0	0

Total number of shareholders (other than promoters)	8,044
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Total number of shareholders (Promoters + Public / other than promoters)	8,045
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**VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	8,320	8,044
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non - Executive	Executive	Non - Executive	Executive	Non - Executive
A. Promoter	1	1	1	2	0	0
B. Non-Promoter	0	4	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors Representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	6	0	0

**Number of Directors and Key managerial personnel
(who is not director) as on the financial year end date**

10

(B) (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year: if any)
MURALI GOPALAKRISHNAN	08066529	Wholetime Director	0	-
RUCHI NAITHANI	00531608	Director	0	-
RAJ KHALID	00169691	Director	0	-
RAJESH MUNI	00193527	Director	0	-
KOJI IKETANI	08486128	Director	0	-
MURARI SWAMIMALAI JAGAN	02002827	Director	0	-
TORU HORIUCHI	08111162	Director	0	-
MURALI GOPALAKRISHNAN	ABBPM6827B	CEO	0	-
SUNDARAMURTHY SHANMUGAM	BFRPS2754C	Company Secretary	0	-
BALAJI RAMANUJAM	ACQPB9026K	CFO	0	-

(ii) Particulars of change in director(s) and Key managerial personnel during the year -

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ change in designation/ Cessation)
Murali Gopalakrishnan	08066529	Additional Director	01/11/2022	Appointment
Murali Gopalakrishnan	08066529	Whole Time Director	01/11/2022	Change in designation
Murali Gopalakrishnan	ABBPM6827B	CEO	01/11/2022	Appointment
Toru Horiuchi	08111162	Additional Director	01/11/2022	Appointment
Toru Horiuchi	08111162	Director	20/11/2022	Change in designation
BALAJI RAMANUJAM	ACQPB9026K	CFO	01/11/2022	Appointment
MALCOLM F. MEHTA	03277490	Whole Time Director	31/10/2022	Resignation
MALCOLM F. MEHTA	AFWPM8643Q	CEO	31/10/2022	Resignation
MURALI GOPALAKRISHNA	ABBPM6827B	CFO	31/10/2022	Resignation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number	% of total shareholding
Annual General Meeting [AGM]	30/06/2022	8126	36	70.11

Postal Ballot (PB)	20/11/2022	8189	85	70.31
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B. BOARD MEETINGS:

Number of meetings held

6

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	Attendance	
			No. of Directors attended	% of Attendance
1	8th April, 2022	6	6	100
2	10th May, 2022	6	5	83.33
3	8th August, 2022	6	6	100
4	12th October, 2022	6	6	100
5	7th November, 2022	7	7	100
6	7 th February, 2023	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of Meeting	Date of meeting	Total No. of Members as on the Date of Meeting	Attendance	
				No. of Members attended	% of Attendance
1	Audit Committee	10th May, 2022	5	4	80
2	Audit Committee	8th August, 2022	5	5	100
3	Audit Committee	12th October, 2022	5	5	100
4	Audit Committee	7th November, 2022	5	5	100
5	Audit Committee	7 th February, 2023	5	5	100
6	Stakeholders Relationship Committee	9th May, 2022	3	3	100
7	Stakeholders Relationship Committee	5th August, 2022	3	3	100
8	Stakeholders Relationship Committee	4th November, 2022	3	3	100
9	Stakeholders Relationship Committee	6 th February, 2023	3	3	100
10	Nomination & Remuneration Committee	9th May, 2022	3	3	100
11	Nomination & Remuneration Committee	12th October, 2022	3	3	100
12	Nomination & Remuneration Committee	4th November, 2022	4	4	100

13	Corporate Social Responsibility committee	9th May, 2022	3	3	100
14	Corporate Social Responsibility committee	5th August, 2022	3	3	100
15	Corporate Social Responsibility committee	6 th February, 2023	3	3	100

D. ATTENDANCE OF DIRECTORS

Sl. No.	Name of the Director	Board of Meetings			Committee Meetings			Whether attended AGM held on 30/06/2022 (Y/N/NA)
		No. of meeting which director was entitled to attend	No. of Meeting attended	% of attendance	No. of meetings which director was entitled to attend	No. of Meeting attended	% of attendance	
1	MURALI GOPALAKRISHNAN	2	2	100	0	0	0	NA
2	RUCHI NAITHANI	6	6	100	15	15	100	Yes
3	RAJ KHALID	6	6	100	12	12	100	Yes
4	RAJESH MUNI	6	6	100	15	15	100	Yes
5	KOJI IKETANI	6	5	83.33	6	5	83.33	Yes
6	MURARI SWAMIMALAI JAGAN	6	6	100	6	6	100	Yes
7	TORU HORIUCHI	2	2	100	0	0	0	NA
8	MALCOLM MEHTA F	4	4	100	2	2	100	Yes

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Murali Gopalakrishnan (with effect from 01/11/2022)	Executive Director & CEO	43,06,383	0	0	9,000	43,15,383
2	Malcolm F. Mehta (Director upto 31/10/2022)	Wholetime Director	1,24,24,668	0	0	12,600	1,24,37,268
	Total		1,67,31,051	0	0	21,600	1,67,52,651

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commis sion	Stock Option/ Sweat equity	Others	Total Amount
1	MURALI GOPALAKRISH NAN (CFO upto 31/10/2022)	Chief Financial Officer	58,60,734	0	0	12,600	58,73,334
2	SUNDARAMU RTHY SHANMUGAM	Company Secretary	25,64,401	0	0	21,600	25,86,001
3	RAMANUJAM BALAJI (WEF 01/11/2022)	Chief Financial Officer	19,15,590	0	0	9,000	19,24,590
Total			1,03,40,725	0	0	43,200	1,03,83,925

Number of other directors whose remuneration details to be entered 4

S. No.	Name	Designation	Gross Salary	Commis sion	Stock Option/ Sweat equity	Others	Total Amount
1	RUCHI NAITHANI	Director	0	0	0	8,75,000	8,75,000
2	RAJ KHALID	Director	0	0	0	8,00,000	8,00,000
3	RAJESH MUNI	Director	0	0	0	1,175,000	1,175,000
4	MURARI SWAMIMALAI JAGAN	Director	0	0	0	6,50,000	6,50,000
Total			0	0	0	3,500,000	3,500,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS

Nil

Name of the company/directors/officers	Name of the court/concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Details of penalty/punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil +

Name of the company/directors/officers	Name of the court /concerned Authority	Date of Order	Name of the Act and section under which penalized / punished	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Core rupees or more or turnover of Fifty Core rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M.Alagar

Whether associate or fellow

Associate Fellow

Certificate of practice number

8196

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorized by the Board of Directors of the company vide resolution no.

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dated 12/10/2022 M/YYYY) to sign this form and declare that all requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by



Company Secretary



Company Secretary in Practice

Membership Number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM
3. Copy of MGT-8
4. Optional Attachment(s), if any