

Annexure IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019.

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L30006TN1995PLC031736
ii.	Registration Date	8th June, 1995
iii.	Name of the Company	Inspirisys Solutions Limited (Formerly Accel Frontline Limited)
iv.	Category/Sub-Category of the Company	Information Technology
v.	Address of the Registered office and contact details	First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010, Tamil Nadu, India. Tel: 044 - 42252000 Email: nagaraj.v@inspirisys.com Website: www.inspirisys.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083. Tel: 022-49186270 Fax: 022-49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Systems Integration	99831326	53
2	IT Services	99831512	42
3	Warranty Management Services	99831323	5

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	CAC Holdings Corporation 24-1, Hakozaki-cho, Nihonbashi Chuo-ku, Tokyo 103-0015, Japan.	N.A	Holding	64.98%	2(46)
2.	Inspirisys Solutions IT Resources Limited (Formerly Accel IT Resources Limited) 1st Floor, Dowlath Towers, New Door Nos. 57,59,61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.	U80903TN2007PLC062824	Subsidiary	100%	2(87)
3.	Accel Frontline DMCC Office No. 2803, Saba 1 Tower Cluster E, P.O. Box: 488019, Jumeirah Lake Towers, Dubai, UAE.	N.A.	Subsidiary	100%	2(87)
4.	Network Programs (USA) Inc., 1430, Broadway, Suite No. 1805, New York, NY - 10018, USA.	N.A.	Subsidiary	100%	2(87)
5.	Inspirisys Solutions Japan KK (Formerly Accel Japan KK) 1-3-5, Higashi Shimbashi, Minato, Tokyo 1050021, Japan.	N.A.	Subsidiary	100%	2(87)
6.	Inspirisys Solutions North America, Inc. (Formerly Accel North America Inc.,) 2975 Bowers Ave Ste 323 Santa Clara CA 95051, United States of America (USA)	N.A	Subsidiary	100%	2(87)
7.	Inspirisys Solutions Europe Ltd. (Formerly Accel Technologies Ltd.) 268, Bath Road, Slough, Berkshire SL1 4DX, United Kindom (UK)	N.A	Subsidiary	100%	2(87)

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a. Individual / HUF	0	0	0	0	0	0	0	0	0
b. Central Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.(s)	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	0	0	0	0	0	0	0	0	0
e. Banks / FI	0	0	0	0	0	0	0	0	0
f. Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	0	0	0	0	0	0	0	0
2. Foreign									
g. NRIs-Individuals	0	0	0	0	0	0	0	0	0
h. Other-Individuals	0	0	0	0	0	0	0	0	0
i. Bodies Corp.	1,78,57,125	0	1,78,57,125	60.00	2,20,87,125	0	2,20,87,125	64.98	4.98
j. Banks / FI	0	0	0	0	0	0	0	0	0
k. Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	1,78,57,125	0	1,78,57,125	60.00	2,20,87,125	0	2,20,87,125	64.98	4.98
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	1,78,57,125	0	1,78,57,125	60.00	2,20,87,125	0	2,20,87,125	64.98	4.98
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b. Banks / FI	29,890	0	29,890	0.10	29,890	0	29,890	0.09	(0.01)
c. Central Govt	0	0	0	0	0	0	0	0	0
d. State Govt(s)	0	0	0	0	0	0	0	0	0
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. FIIs	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1)	29,890	0	29,890	0.10	29,890	0	29,890	0.09	(0.01)

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non Institutions									
a. Bodies Corp.									
(i) Indian	51,90,637	0	51,90,637	17.44	50,74,792	0	50,74,792	14.93	(2.51)
(ii) Overseas	0	0	0	0	0	0	0		0
b. Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 2 lakhs	31,09,381	48,357	31,57,738	10.61	30,59,430	42,756	31,02,186	9.13	(1.48)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	26,66,905	0	26,66,905	8.96	28,72,344	0	28,72,344	8.45	(0.51)
c) NBFCs registered with RBI	0	0	0	0	1100	0	1100	0.00	0.00
c) Others (Specify)									
i) Clearing Member	1,35,285	0	1,35,285	0.45	1,42,298	0	1,42,298	0.42	(0.03)
ii) Non Resident Indians (REPAT)	3,09,689	5,350	3,15,039	1.06	3,03,104	5,350	3,08,454	0.91	(0.15)
iii) Non Resident Indians (NON REPAT)	22,846	0	22,846	0.08	18,973	0	18,973	0.06	(0.02)
iv) Trusts	0	0	0	0.00	0	0	0	0.00	0
v) Hindu Undivided family	3,62,483	0	3,62,483	1.22	3,23,372	0	3,23,372	0.95	(0.27)
vi) IEPF	23,925	0	23,925	0.08	31,339	0	31,339	0.09	0.01
Sub-Total (B) (2)	1,18,21,151	53,707	1,18,74,858	39.90	1,18,26,752	48,106	1,18,74,858	34.94	(4.96)
Total Public Shareholding (B)=(B) (1)+ (B) (2)	1,18,51,041	53,707	1,19,04,748	40.00	1,18,56,642	48,106	1,19,04,748	35.02	(4.98)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2,97,08,166	53,707	2,97,61,873	100	3,39,43,767	48,106	3,39,91,873	100	0

Note: Percentage in bracket represents negative percentage.

ii. Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	CAC Holdings Corporation	1,78,57,125	60.00	0	2,20,87,125	64.98	0	4.98
	Total	1,78,57,125	60.00	0	2,20,87,125	64.98	0	4.98

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	1,78,57,125	60.00	1,78,57,125	60.00
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.): 1. Preferential Allotment - 27/03/2019	42,30,000	4.98%		
3	At the End of the year	2,20,87,125	64.98	2,20,87,125	64.98

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding during the year	
		No. of Shares	% of the Total shares of the company	No. of Shares	% of the Total shares of the company
1	AMICORP TRUSTEES (INDIA) PRIVATE LIMITED				
	At the Beginning of the year	44,64,279	15.00	44,64,279	15.00
	Date wise Increase / Decrease in Shareholding during the years pecifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): *	0	0		
	At the End of the year or on the date of separation, if Separated during the year.	44,64,279	13.13	44,64,279	13.13
2	PRAFUL MEHTA DEEPAK MEHTA				
	At the Beginning of the year	2,41,417	0.81	2,41,417	0.81
	Date wise Increase / Decrease in Shareholding during the years pecifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): *	1,42,092	0.32		
	At the End of the year or on the date of separation, if separated during the year.	3,83,509	1.13	3,83,509	1.13
3.	KANCHAN DUNGERSHI DEDHIA ASHOK DUNGERSHI DEDHIA				
	At the Beginning of the year	2,92,000	0.98	2,92,000	0.98
	Date wise Increase / Decrease in Shareholding during the years pecifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): *	4,897	0.11		
	At the End of the year or on the date of separation, if separated during the year.	2,96,897	0.87	2,96,897	0.87
4.	ASHWIN DUNGERSHI DEDHIA				
	At the Beginning of the year	2,92,228	0.98	2,92,228	0.98
	Date wise Increase / Decrease in Shareholding during the years pecifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): *	0	0		
	At the End of the year or on the date of separation, if separated during the year.	2,92,228	0.86	2,92,228	0.86

5.	KANTA DUNGERSHI DEDHIA				
	At the Beginning of the year	2,30,240	0.77	2,30,240	0.77
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):*	2,757	0.08		
	At the End of the year or on the date of separation, if separated during the year.	2,32,997	0.69	2,32,997	0.69
6.	RAHUL KAYAN				
	At the Beginning of the year	2,62,817	0.88	2,62,817	0.88
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):*	(32,367)	(0.20)		
	At the End of the year or on the date of separation, if separated during the year.	2,30,450	0.68	2,30,450	0.68
7.	RAVINDRAKUMAR VINAYKUMAR RUIA AKSHAY RAVINDRAKUMAR RUIA				
	At the Beginning of the year	1,58,040	0.53	1,58,040	0.53
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):*	0	0		
	At the End of the year or on the date of separation, if separated during the year.	1,58,040	0.46	1,58,040	0.46
8.	VEJBAI DUNGERSHI DEDHIA				
	At the Beginning of the year	1,50,382	0.51	1,50,382	0.51
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):*	0	0		
	At the End of the year or on the date of separation, if separated during the year.	1,50,382	0.44	1,50,382	0.44
9.	SATISH GOPALAKRISHNA PILLAI				
	At the Beginning of the year	1,16,202	0.39	1,16,202	0.39
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):*	0	0		
	At the End of the year or on the date of separation, if separated during the year.	1,16,202	0.34	1,16,202	0.34
10.	DIVYESH AMBALAL SHAH SMITA DIVYESH SHAH				
	At the Beginning of the year	1,35,388	0.45	1,35,388	0.45
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):*	(23,049)	(0.12)		
	At the End of the year or on the date of separation, if separated during the year.	1,12,339	0.33	1,12,339	0.33

* It is not feasible to track movement of shares on daily basis. The changes are because of market transactions.

The above details are given as on 31st March, 2019. The Company is listed and 99.86% shareholding is in dematerialized form.

The aforesaid holdings by top Ten Shareholders is based on market operations.

v. Shareholding of Directors and Key Managerial personnel

Directors and Key Managerial Personnel do not have any shareholding in the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2018				
i) Principal Amount	13,431	3,826	NIL	17,257
ii) Interest due but not paid	36	-	NIL	36
iii) Interest accrued but not due	-	42	NIL	42
Total (i+ii+iii)	13,467	3,868	NIL	17,335
Change in Indebtedness during the financial year				
- Addition	2,35,349	880	NIL	2,36,229
- Reduction	2,37,532	634	NIL	2,38,166
Net Change	(2,183)	246	NIL	(1,937)
Indebtedness at the end of the financial year 31.03.2019				
i) Principal Amount	11,284	4,069	NIL	15,353
ii) Interest due but not paid	-	-	NIL	-
iii) Interest accrued but not due	-	45	NIL	45
Total (i+ii+iii)	11,284	4,114	NIL	15,398

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Mr. Malcolm F. Mehta Chairman & Chief Executive Officer (WTD)*	Total
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	187.25	187.25
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	147.59	147.59
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00
2.	Stock Option	0.00	0.00
3.	Sweat Equity	0.00	0.00
4.	Commission		
	- as % of profit	0.00	0.00
	- others, specify...	0.00	0.00
5.	Others, please specify - Retirement Benefits		
	- PF contribution	0.22	0.22
	- Gratuity contribution	2.43	2.43
	Total (A)	337.49	337.49
	Ceiling as per the Act	Not Applicable	-

(*) M/s. CAC Holdings Corporation, Japan is reimbursing the cost and other expenses incurred by the Company for the employment of Mr. Malcolm F. Mehta.

B. Remuneration to other Directors

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Mrs. Ruchi Naithani	Mr. Raj Khalid	Mr. Rajesh R. Muni	Total
1.	Independent Directors				
	• Fee for attending board/committee meetings	6.00	5.40	6.40	17.80
	• Commission	0.00	0.00	0.00	0.00
	• Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	6.00	5.40	6.40	17.80
2.	Other Non-Executive Directors				Total
	• Fee for attending board/committee meetings	0.00	0.00	0.00	0.00
	• Commission	0.00	0.00	0.00	0.00
	• Others, please specify	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00
	Total (B) = (1+2)	6.00	5.40	6.40	17.80
	Total Managerial Remuneration (A)				337.49
	Total Remuneration (A+B)				355.29
	Overall Ceiling as per the Act	Not Applicable			

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Mr. Murali Gopalakrishnan, Chief Financial Officer	Mr. S.Sundaramurthy, Company Secretary	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	64.37	19.43	83.81
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	0.29	0.00	0.29
	(c) Profits in lieu of salary under section 17 (3) of Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission - as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5.	Others, please specify Retirement Benefits - PF Contribution	0.22	0.22	0.43
	- Gratuity Contribution	1.15	0.29	1.44
	Total	66.03	19.94	85.97

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There was no penalties / punishment / compounding of offences for the year ending 31st March, 2019.