

ISL/SS/SE/51/2022-2023

21st November, 2022

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
Symbol: INSPIRISYS	Scrip Code: 532774

Dear Sir / Madam,

Sub: Postal Ballot E-voting Results.

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 resolution passed through Postal Ballot.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully.

For Inspirisys Solutions Limited



S.Sundaramurthy
Company Secretary



Encl: as above

21st November, 2022

Sub: Declaration of Voting Results of the Postal Ballot.

The details are as follows:

Sl. No.	Notice Item	Resolution (Ordinary / Special)	Mode of Voting - Remote E-Voting
1.	To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Director.	Ordinary	E-Voting
2.	To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Whole Time Director to be designated as Executive Director cum Chief Executive Officer.	Special	E-Voting
3.	To appoint Mr. Toru Horiuchi (DIN: 08111162) as a Non-Executive (Non-Independent) Director of the company.	Ordinary	E-Voting

Based on the Report of the Scrutinizer, I hereby declare that the resolution for the above-mentioned item have been passed with requisite majority.

Thanking you.

For Inspirisys Solutions Limited



**S.Sundaramurthy
Company Secretary**



M. ALAGAR B.Com , FCS., LLB

Managing Partner

Registered Valuer & Insolvency Professional

D. SARAVANAN B Com., ACS.,

Partner

M.ALAGAR & ASSOCIATES

Practising Company Secretaries

SCRUTINIZER REPORT ON THE POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 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: Scrutinizer's Report on postal ballot through E-Voting in respect of passing of the resolutions set-out in the postal ballot notice dated October 12, 2022

Dear Sir,

1. I, M. Alagar, Practising Company Secretary (COP No.8196), and Managing Partner of M. Alagar & Associates, Practicing Company Secretaries, Chennai have been appointed as the Scrutinizer by the Board of Directors of Inspirisys Solutions Limited ("**the Company**"), to conduct the postal ballot through E-voting process in a fair and transparent manner and ascertaining the requisite majority on the postal ballot resolutions contained in postal ballot notice dated October 12, 2022 ("**the Notice**") pursuant to Section 110 of Companies Act, 2013 read with Section 108 of the Companies Act, 2013 ("**the Act**") and Rule 20 & Rule 22 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**") and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**the MCA**"), vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively "**the MCA Circulars**") allowing the companies to hold general meetings/conducting postal ballot process through e-voting, in view of the Covid-19 pandemic.

2. I submit my report as under;

i.The company has completed the dispatch of Notice of Postal Ballot by e-mail on October 21, 2022 to its Members, whose name appeared on the Register of Members / List of Beneficial Owners as on October 14, 2022.



- ii. The company has made an advertisement regarding dispatch of postal ballot notice in Financial Express (English Language) and in Makkal Kural (Tamil Language) Chennai Edition on October 22, 2022.
- iii. We monitored the process of electronic voting through the scrutinizer's secured link provided by National Securities Depository Limited ("E-voting Agency") on the designated website.
- iv. The e-voting period remained open from Saturday, October 22, 2022 (9.00 a.m.) till Sunday, November 20, 2022 (5.00 p.m.).
- v. Particulars of electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose.
- vi. The E-voting period commenced on Saturday, October 22, 2022 (9.00 a.m.) till Sunday, November 20, 2022 (5.00 p.m.) and the e-voting facility for members was immediately disabled after 5.00 pm on November 20, 2022.
- vii. The shareholders exercised their voting only by electronic mode.
- viii. A summary of e-voting is given hereunder below:-

3. Item No : 1 To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Director (Ordinary Resolution)

S.No.	Particulars of E-Voting	No of shareholders	No. of shares / E- voting total	Percentage on net valid votes
1.	Total Votes received	85	27854905	100
2.	Votes with assent	71	27823779	99.89
3.	Votes with dissent	14	31126	0.11

RESULT:

I report that the Ordinary Resolution with regard to Item No.1 as set out in the Postal Ballot Notice has been passed by members with requisite majority.



4. **Item No.: 2 To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Whole Time Director to be designated as Executive Director cum Chief Executive Officer (Special Resolution)**

S.No.	Particulars of E-Voting	No of shareholders	No. of shares / E- voting total	Percentage on net valid votes
1.	Total Votes received	85	27854905	100
2.	Votes with assent	69	27822774	99.88
3.	Votes with dissent	16	32131	0.12

RESULT:

I report that the Special Resolution with regard to Item No.2 as set out in the Postal Ballot Notice has been passed by members with requisite majority.

5. **Item No.: 3 To appoint Mr. Toru Horiuchi (DIN: 08111162) as a Non-Executive (Non-Independent) Director of the company (Ordinary Resolution)**

S.No.	Particulars of E-Voting	No of shareholders	No. of shares / E- voting total	Percentage on net valid votes
1.	Total Votes received	85	27854905	100
2.	Votes with assent	70	27823774	99.89
3.	Votes with dissent	15	31131	0.11

RESULT:

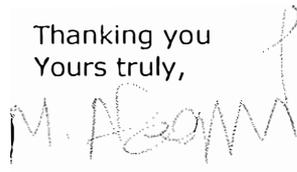
I report that the Ordinary Resolution with regard to Item No.3 as set out in the Postal Ballot Notice has been passed by members with requisite majority.



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

- ix) We will hand over all other papers/ records relating to electronic voting for safe custody to the Company, upon signing of minutes of the meeting by the Chairperson.
- x) You may accordingly declare the result of voting through Postal Ballot.

Thanking you
Yours truly,




M. Alagar
Managing Partner
COP.No. 8196
Membership No.7488
UDIN: F00 7488000 1955 4-78
Peer Review Certificate No: 1707/2022

Date: November 21, 2022
Place: Chennai

Counter Signed

For Inspireys Solutions Limited


KOJI KETANI
Chairman

Annexure

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, are as under:

Resolution No.			1. To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Director					
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		27712125	100.0000	27712125	0	100.0000	0
	E- Voting at AGM	27712125	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27712125	27712125	100.0000	27712125	0	100.0000	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	E- Voting at AGM	170	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	170	0	0	0	0	0	0
Public- Non Institutions	E-Voting		142780	1.1994	111654	31126	78.2000	21.8000
	E- Voting at AGM	11904578	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11904578	142780	1.1994	111654	31126	78.2000	21.8000
Total		39616873	27854905	70.3107	27823779	31126	99.8882	0.1117



Resolution No.			2. To appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Whole Time Director to be designated as Executive Director cum Chief Executive Officer					
Resolution required: (Ordinary/ Special)			Special 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	27712125	27712125	100.0000	27712125	0	100.0000	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27712125	27712125	100.0000	27712125	0	100.0000
Public- Institutions	E-Voting	170	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		170	0	0	0	0	0
Public- Non Institutions	E-Voting	11904578	142780	1.1994	110649	32131	77.4961	22.5039
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11904578	142780	1.1994	110649	32131	77.4961
Total		39616873	27854905	70.3107	27822774	32131	99.8846	0.1154



Resolution No.			3. To appoint Mr. Toru Horiuchi (DIN: 08111162) as a Non-Executive (Non-Independent) Director of the company					
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	27712125	27712125	100.0000	27712125	0	100.0000	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27712125	27712125	100.0000	27712125	0	100.0000
Public- Institutions	E-Voting	170	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		170	0	0	0	0	0
Public- Non Institutions	E-Voting	11904578	142780	1.1994	111649	31131	78.1965	21.8035
	E-Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11904578	142780	1.1994	111649	31131	78.1965
Total		39616873	27854905	70.3107	27823774	31131	99.8882	0.1118

