

INSPIRISYS SOLUTIONS LIMITED
TRANSCRIPT OF THE 28TH ANNUAL GENERAL MEETING

Day & Date	: Friday, 30 th June 2023
Time	: 2:00 PM
Deemed Venue of the Meeting	: First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63 Taylors Road, Kilpauk, Chennai – 600 010.

2:00 PM – Mr. S. Sundaramurthy, Company Secretary.

Good Afternoon to everybody, I request Mr. Koji Iketani Chairman to start the meeting.

Mr. Koji Iketani, Chairman

Good Afternoon.

Mrs. Ruchi Naithani, Independent Director

Good Afternoon.

Mr. Rajesh R. Muni, Independent Director

Good Afternoon.

Mr. Koji Iketani, Chairman

Welcome to this Annual General Meeting of Inspirisys Solutions Limited being held through Video Conferencing and Other Audio Visual Means for the fourth year in a row.

May I request Mr. Sundaramurthy to support in conducting in the proceeding of the AGM.

Mr. S. Sundaramurthy, Company Secretary.

Thank you Chairman Sir.

Pursuant to the relaxation granted by Ministry of Corporate Affairs and SEBI, this meeting is being held through Video Conferencing (VC) / Other Audio Visual Means (OAVM). All the Shareholders have been sent communication for their participation in this AGM by e-mail.

I would like to announce that the number of shareholders present in this meeting are 34 and 1 representation under Section 113 of the Companies Act 2013, have been received and registered and also recorded their presence at the meeting. The requisite quorum is present for this meeting.

The Register of Director Shareholding under Section 170 and Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act 2013 are available for inspection. This will remain accessible to the members for inspection electronically if they so desire.

I would like to request the members to consider that the notice convening this AGM and the Directors report as already sent to the members electronically as read.

Now I request Mr. Koji Iketani, Chairman to give a speech to the Shareholders.

Mr. Koji Iketani, Chairman

Yes.

Dear Shareholders,

Welcome once again to all of you at this Virtual Annual General Meeting of the Company. Thank you for taking time out to attend this meeting.

I would also like to welcome all the Directors and wish to introduce my fellow Directors of the Company.

Mr. Murali Gopalakrishnan, who is an Executive Director & CEO,

Mr. Toru Horiuchi, who is an Non Executive, Non Independent Director,

Mr. Rajesh R. Muni, Independent Board Member,

Mrs. Ruchi Naithani, Independent Board Member,

Mr. M S Jagan, Independent Board Member.

This meeting is also being attended by Mr. R.Balaji, Chief Financial Officer, Mr. S. Sundaramurthy, Company Secretary and our Statutory Auditors and Secretarial Auditors.

I wish to inform you about the presence of the respective Chairman/Chairperson of various committees of the Board of Directors.

Audit Committee Chairman – Mr. Rajesh R. Muni.

Nomination and Remuneration Committee Chairperson – Mrs. Ruchi Naithani.

Stakeholders Relationship Committee & CSR Committee Chairman – Mr. M S Jagan.

I wish to give a brief of the performance of the Company for the financial year 2022-23.

Total Revenue for the year ended 31st March 2023 on consolidated basis stood at Rs. 39,522 Lakhs which is an increase of 14% from the Total Revenue of Rs. 34,698 Lakhs reported for 31st March 2022. Total Revenue on Standalone basis for the year ended 31st March 2023 stood at Rs.36,001 Lakhs which is an increase of 19% from the total revenue of Rs. 30,355 Lakhs reported for year ended 31st March 2022.

Growth in Revenue and Margins helped the Company improve the Consolidated EBITDA for the financial year ended 31st March 2023 to Rs. 1,795 Lakhs from Rs. 229 Lakhs for the year ended 31st March 2022. The Company made an EBITDA of Rs. 3,414 Lakhs on a Standalone basis for the year ended 31st March 2023 compared to Rs. 1,297 Lakhs for 31st March 2022.

Whilst the Company's Standalone performance was profitable with a profit before tax of Rs. 2,206 Lakhs for 31st March 2023 the losses from the subsidiary Company in Dubai for the year brought down profit before tax to Rs. 156 Lacs at consolidated level.

Thank you once again.

I will now request Mr. Murali Gopalakrishnan, Executive Director & CEO to give a brief speech on the Company's performance during the year along with the future plans to the shareholders.

Mr. Murali Gopalakrishnan, Executive Director and CEO.

Thank you Mr. Chairman.

Dear Shareholders,

A very warm welcome to you, to the 28th Annual General Meeting of your Company. We are once again meeting virtually for the fourth year in a row and thank you for taking time out for attending this AGM. The Audited Financial Statements for your Company for the financial year ended March 31, 2023 along with the Director's Report have already been circulated to you. With your permission, we may take them as read.

I would like to share the business performance of the Company and the plans for the future.

The Company undertook a organization-wide restructuring which into effect from November 1, 2022 when I had also taken over as the Executive Director and CEO of the Company. With the revised Structure we have aligned the sales, practice, and delivery under the respective Business Divisions, and the Business Units have been grouped under Infrastructure, Product Engineering, and Warranty Divisions.

As we wrapped up the financial year ended March 31, 2023 I would like to briefly reflect the financial performance of the Company for the year 22-23. Overall the performance of the Company for the year ended March 31st 2023 was better than the previous year ended March 31st 2022. Revenue in 22-23 at consolidated basis grew by 14% over 21-22 and on standalone basis grew by 19%. The Revenue for the year ended March 31st 2023 was at Rs. 39,522 lakhs on consolidated basis and Rs. 36,001 lakhs on standalone basis. Earnings before interest, depreciation and tax stood at Rs. 1,795 lakhs up from Rs. 229 Lakhs in the year ended March 31, 2022. On Standalone basis the EBITDA was at Rs.3,414 lakhs in Financial year 22-23 compared to Rs.1,297 lakhs for 21-22. Poor performance and losses reported from one of the overseas subsidiaries in UAE brought down the profits for the year 22-23. This was on account of COVID-19 and its impact in UAE business since 2019 onwards which has resulted in such poor performance. The major contribution to the better performance in FY22-23 has come from the Banking Business Unit under the Product Engineering Division the banking business unit has outperformed its numbers for previous year with the launch of Government Business suite which is an IP owned by our Company. We have successfully rolled out the GBS Solution for many banks including private sector banks over the last two years and have been well received. We continue to expand our horizon for this product in acquiring new Banks.

Whilst the Management Discussion and Analysis is given in detail in the Annual Report which is already with you, I would like to touch upon a few issues.

Let me start with the Global Economic Overview,

The year 2022, was marked by substantial uncertainty in the global economy caused by a multitude of adverse shocks, including the impact of COVID-19 pandemic and the Ukraine-Russia war. These events had unforeseeable effects, including unprecedented levels of inflation in many economies. The Central banks tightened their policies to rein in inflation and ensure that inflation expectations remained stable.

Financial Markets were rattled by the unexpected failure of two specialized regional banks in the United States in 22-23, along with a loss of confidence in Credit Suisse, a globally significant bank. Despite the Challenges posing a threat to the economic recovery, many economies performed better than anticipated in the latter half of 2022, largely due to robust domestic conditions. However,

according to the IMF's World Economic Outlook, global growth decelerated to 3.2% and is projected to drop further to 2.8% in 2023, before eventually rebounding to 3% in 2024.

According to forecast by Gartner, worldwide IT spending is expected to reach 4.6 trillion in 2023, representing a 5.5% increase from 2022, with the ongoing economic challenges, all regions across the globe are predicted to experience positive IT spending growth in 2023. The IT Services segment is also predicted to continue its growth trajectory through 2024, driven primarily by the infrastructure as a service market, which is projected to see over 30% growth in 2023. Despite the ongoing layoffs in the tech industry, there remains a critical shortage of skilled IT Labour.

The global economy is facing a challenging period of weak medium-term growth, with geopolitical fragmentation, slower labor force growth, and weaker prospects for previously fast-growing economies such as China. The world economy is not currently expected to return to pre-pandemic growth rates, over the medium term.

Moving on to the Indian Economy

The Indian economy continues to grow robust resilience to external shocks and global uncertainties. According to the International Monetary Fund India's growth is expected to reach 5.9% in Financial Year 2024 and have an average growth rate of 6.1% over the next five years. Although the world has emerged from the pandemic's shadow and learned to coexist with it, the outlook is influenced by various factors such as geopolitical crises, supply chain realignments, global inflation and tight monetary policy conditions.

The National Statistical Office has reported that India's GDP growth slowed to 4.4% in Q3 of 2023 from 6.3% in Q2 of 2023, despite strong export performance. However, India's service exports saw significant boost, increasing by 30% between April and February likely due to the depreciation of the Currency against the Dollar, the trend of remote working, and a growing demand for digitization.

In the Fiscal year 2024 it is anticipated to witness swifter progress in investments due to favorable government policies and stable macroeconomic conditions, a reduction in nonperforming loans in banks and substantial corporate deleveraging that will enhance bank lending. Despite the global slowdown, India's economic growth rate is more substantial than several other economies and is indicative of relatively robust domestic consumption with a lesser reliance on global demand.

Now I move on to the IT Industry Outlook and Overview.

The technology industry has not only survived but thrived amidst the pandemic-induced disruptions of recent years. The crisis has pushed numerous organizations into the future, hastening digital transformation and significantly transforming work models. However, the tech industry is likely to face ongoing challenges in 2023 concerning supply chains, the workforce, and innovation, which have been further compounded by substantial macroeconomic and global uncertainties.

As per Gartner research, the IT software market has achieved a valuation of 880 billion exhibiting a growth rate of 11% from 2022 to 2023 thereby emerging as the swiftest growing section in the IT market. The need to automate operations, mitigate talent supply-related challenges, facilitate hybrid or remote work models, and enhance cybersecurity efforts are some of the factors fuelling the demand for software solutions among organizations.

The technology industry in India has achieved a revenue of over 245 billion in financial year 2023, including hardware, indicating a 8.4% year-on-year growth. Exports are forecast to reach 194 billion growing at 9.4%. Meanwhile, the domestic technology sector is anticipated to reach 51 billion growing

at 4.9% year on year. A decade ago, India held the tenth position in the global economy, but today it is ranked fifth. India is expected to continue its growth trajectory in the future, largely due to a robust and diverse technology ecosystem.

I would like to talk about the opportunities and threats.

Inspirisys Solutions Limited is strategically positioned with a Comprehensive portfolio based on its solution capabilities under its Business Units viz. Infrastructure, Cloud, Enterprise Security, Banking and Product Engineering & Development. By leveraging its extensive contextual knowledge of its customers businesses, the company develops unique, high quality and impactful solutions that are tailored to deliver differentiated business outcomes, primarily focused on five industry verticals which is BFSI, Telecom, Government PSU, Manufacturing and Healthcare.

As the technology industry continues to evolve, new players is emerging technology in these areas are establishing new standards for agility, flexibility, and innovation leading to intensified competition in the technology services market. Our primary competitors are large, global technology service providers. Our Customers are looking not to not only enable their digital future but also to drive hyper efficiencies across their technology infrastructure, applications, and core operations enabling them to achieve cost leadership in their respective businesses.

We are recognized by our clients for our ability to consistently deliver an integrated perspective by leveraging our broad and deep technology and domain expertise and drawing on insights across sectors most importantly for our capacity to provide end to end solutions and services.

At Inspirisys we are committed to innovation by developing modular products and services that address some of the most pragmatic automation of business processes which otherwise impact efficiency and productivity thereby transforming our clients operations.

Now I would like to talk on some specific issues related to our Business units.

To start with the IT Infrastructure cloud and Security

Globally managed IT infrastructure services market is expected to experience a 11% CAGR during the period 2023 to 2028 driven by the increasing adoption of outsourcing IT infrastructure services. Companies are outsourcing to manage cost and focus on their core business activities as well as to update outdated hardware.

Our infrastructure cloud and security division has a comprehensive and integrated approach to core modernization enabling our customers to experience the latest technological advancements re-imagine their IT Infrastructure. We provide end-to-end solutions for infrastructure transformation covering data centre and network, data management, digital workplace, enterprise security solutions and the entire spectrum of Cloud Infrastructure solution services.

On the Banking Solutions, Banks continue to make significant changes to compete in the new banking world this includes adopting digital-first approaches like embedded finance, marketing marketplace banking and banking as a service. In 2023 we expect more financial institutions to implement these emerging models.

The demand for core banking packages and associated software is expected to grow as banks deliver on digitalization strategies. Our Banking practice is positioned around three key pillars Core Banking Solution which is Finacle, Government Business Module (GBM) and Government Business Suite (GBS). The Finacle solution is around implementation, migration, support and customization to the banking

segment. We also have our IP based Banking Solutions GBM and GBS. GBS is a comprehensive solutions for government payment transactions that are feature reach and feature rich and secure IP.

On the Product Engineering and Development Business Unit.

The demand for advanced technologies is driving the growth of the Product Engineering services market. Automation, Big data, Blockchain, Distributed architecture, Internet of Things, AI, Metaverse are drive driving demand. Technology segments areas of growth will continue to center around digital CX, Digitization, cloud computing, building products enabled by SaaS, cybersecurity and Platformizations. One underlying theme that will become even more prominent is the Focus on quality talent. Which entails developing expertise in niche and pure tech areas such as cloud, AI, ML, NLP via reskilling and upskilling.

Inspirisys Product Engineering division offers the most current technologies with services across various geographies on industry 4.0 and emerging technologies. These technologies include Cloud Services, Data Sciences, Devops, RPA, Artificial Intelligence, Machine Learning, Analytics, Testing and Test Automation, Consulting and other business related technologies offerings.

On the Human Resource Management front

The last three years have been a period of exceptional disruption, affecting every company worldwide. From COVID, the global economic meltdown, hybrid working, ChatGPT and great resignations to layoffs it's been a rollercoaster ride for businesses.

To circumvent these challenges and stay ahead of the curve, we remain committed to driving positive change in our workplace by continual efforts in flattening hierarchies, streamlining processes, tapping into a broad talent pool, searching for technical and innate human skills, ensuring great candidate experience, reskilling, re-inventing new reforms of leadership, embracing government directives, employee engagement initiatives, ensuring workforce well being, sustaining company culture, aligning performance with purpose and enabling greater trust. Ultimately we are shaping the future of work through our continued efforts in these areas.

Moving on to focus areas of the Company

Being a technology services company Inspirisys continues to evaluate the newer technologies that can help customers achieve digitally maturity to increase operational excellence and better user experience. As part of continuous endeavour to keep pace with critical new technologies, Inspirisys has invested in building new technology competencies like Artificial Intelligence, Machine Learning etc., which is imperative for long term growth and sustenance. With the varied offerings and capabilities being built in the new technologies, the company is geared to offer a wide spectrum of services that are in demand both in domestic and overseas markets. The ability to stitch together complex, integrated solutions that address the needs of all stakeholders in the enterprise, along with the high level of trust engendered in customer relationships, helps us to win transformation deals.

Our focus on Infra, Cloud and Security and the agility and flexibility to cross leverage these platforms, will help the company to capitalise on the situation. Also the shift towards newer technologies like Cloud, Automation, AI etc., and our investments on the RIM and SOC will prove favourable to the Company.

Inspirisys has evolved into preferred partner for many of the OEMs that we work with in transforming our vision into value. We see our future expansion and growth in products solutions and services that we offer constantly diversifying and making sustainable contribution to our customers.

Industry vertical specific service offerings have been formulated with key focus verticals continuing to be BFSI, Manufacturing, Telecom and Healthcare. Our GTM structure and leveraging across business divisions to provide end to end IT solutions has helped to address cross sell and upsell opportunities from our existing as well as prospective clients.

We continue to perform with integrity and every one at Inspirisys play a vital role in fulfilling that commitment that exemplifies our core values in our day to day activities. This includes delivering best in class solutions and services to our customers. At Inspirisys we understand customer challenges and bring in value added solutions. We are a customer focused solutions company and bring in ideas, technologies and solutions to our customers. We strive to provide the best solutions and services to our customers that exceeds industry standards.

As we move forward, we are committed to delivering exceptional value to our clients. We will continue to invest in new technologies, develop innovative solutions, and foster a culture of collaboration and innovation. Our goal is to remain a trusted partner to our customers and we will work tirelessly to ensure that we meet their needs and exceed their expectations which will give their that positive experience.

The key focus of the company continues to be on increasing the shares of services business in India, increase the share of exports / overseas business, cross sell its services across divisions and geographies, develop niche products and services and target private sector including multinational companies in India, thereby improving the profitability of the company going ahead.

As a responsible corporate entity, the company has contributed a sum of Rs.17.68 lakhs as part of the Corporate Social Responsibility (CSR) to Aide at Action an NGO towards Education of Children of migrant workers working in brick kilns. The Director beneficiaries are 601 children of migrant workers and 142+ adolescent girls and women.

To conclude, on behalf of the Board and Management I would like to thank all the shareholders for their understanding and reposing their faith in the company. I would also like to take this opportunity to thank the Board Members, Management and all the employees of the company for their support and cooperation. I also want to express my sincere appreciation to our customers, partners, bankers and all our stakeholders. A special thanks to the Statutory and Internal Auditors and Secretarial Auditor. Last but not the least, I would like mention that CAC Holdings Corporation has continued to provide us with the necessary financial and other support required by the company and I would like to express my appreciation for the same.

With this I would like to conclude my speech. Thank you very much for your patience.

Mr. Sundaramurthy, I would like you to support in conducting the other matters of this AGM.

Mr. S. Sundaramurthy, Company Secretary

Thank you sir, Thank you Murali-san.

Now I would like to read the Qualifications / Observations / Comments or other Remarks from the financial transaction mentioned in the Statutory Auditors and Secretarial Auditors Report.

As disclosed in Note No.7c (Trade Receivables) to the Standalone & Consolidated Financial Statements.

The Company has reported an amount of Rs.4,033 lakhs as trade receivables from its wholly owned subsidiary, Inspirisys Solutions North America, as at 31st March, 2023 which are significantly overdue.

Further, due to non-realization of aforesaid trade receivables within the prescribed time limit, the company is in non-compliance with Clause C.20 of the Master Direction – Export of Goods and Services (updated as on November 22, 2022) (Master Direction) and is liable to pay Goods and Service Tax liability along with interest and penalty on such export sales in accordance with sub rule 1 of 96A of CGST Rules. The impact of noncompliance with the master direction for non-realization of export proceeds within stipulated timeline has been determined by the Management to be immaterial to the standalone financial statements. The management is confident of recovering the aforesaid receivables from the subsidiary based on the business plans as detailed out in the management note and accordingly no expected credit loss provision has been made against such long outstanding receivables under Ind AS 109, Financials Instruments and no provision is recognized towards aforesaid GST liability including interest and penalty. However in the absence of sufficient appropriate audit evidence regarding the timing and extent of cash flows that will be available with the subsidiary to settle these dues, we are unable to comment upon the recoverability of the carrying value of the said trade receivables as at 31st March 2023 and impact on goods and services tax liability, including penalty and interest that may be levied, and the consequential impact thereof, if any, on the accompanying standalone and consolidated financial statements.

Item No.2 As disclosed with note 41(b) to the Standalone and note 40(b) to the Consolidated Financial Statements (Emphasis of Matter – Show cause notice from SEBI)

Describes uncertainty related to outcome in respect of show cause notice received from the Securities Exchange Board of India for alleged violations with the Securities Exchange Board of India Act, 1992 and Securities Contract (Regulation) Act, 1956 and rules and regulations made thereunder in earlier years. In view of the Company's management, the aforesaid matter is not expected to have a material impact on the accompanying standalone and consolidated financial statements of the Company.

Item No.3 As disclosed with Note 43 to the Standalone and the Consolidated Financial Statements (Emphasis of Matter – Disqualification of Director under Section 164 (2)) and point no.1 of Secretarial Audit Report.

Note no.43 of Standalone and the Consolidated Financial Statements

Describes that one of the directors of the company has resigned during the year pursuant to disqualification under Section 164 (2) of the Companies Act, 2013. In view of the Management, the aforesaid matter does not have material impact on the accompanying standalone and consolidated financial statements or functioning of the company.

Point no.1 of Secretarial Audit Report says

Mr. Raj Khalid DIN number 169691 Independent Director of the Company has been disqualified as director pursuant to section 164 (2) of the Companies Act, 2013 read with section 167 (1)(a) of the Companies Act, 2013. Further we noted that he has resigned the position of directorship with effect from April 30, 2023.

The Explanations / Comment are given by the Board of Directors in the Annual Report at page nos.13 & 14.

We would also like to inform you that the company provide remote e-voting facility to all shareholders which got over yesterday at 5:00 PM. Those who have not voted through remote e-voting, the facility for voting electronically is provided at the AGM for the members. This facility is for all the shareholders who have not voted through remote e-voting. They will be able to vote here. I would also like to inform the members that show of hands is not permissible at the AGM.

I wish to inform the shareholders that the Board of Directors has appointed Mr. M. Alagar, Managing Partner (Membership No.F7488 and CoP No.8196) of M/s. M. Alagar Associates, Practicing Company Secretaries, Chennai as the Scrutinizer to scrutinize the voting process (both remote e-voting and e-voting process at the AGM) for the resolutions included in the notice of the 28th AGM.

Now I would like to request the members who have registered themselves as speaker shareholders to ask their questions and/or provide any comments on the financial statements for the financial year ended 31st March 2023 along with the report of the Auditors and Directors thereon and to invite questions on any of the agenda items stated in the notice calling the AGM.

All the shareholders who are registered as speaker shareholders are requested to give their name and folio number before they ask their questions. You are requested to keep your questions to point and the time available to each speaker shareholder is three minutes. Please refrain from talking for a long time as this will take away the time for other shareholders to ask their questions. Please direct your questions to the concerned financial year and relevant to the company. Thank you for your cooperation in advance.

Now Q&A Session.

Now I request the Moderator to conduct a Q & A Session.

Moderator:

Thank you Sir.

Dear Shareholders

We will now move on to the Q & A Session. We will take the questions in the order as how speaker shareholders have registered themselves.

As our first Speaker Mr. Pramod Jain has not connected for this AGM, we will move on to the Second speaker.

Mr. Santosh Kumar Saraf, Speaker Shareholder:

Hello..

Moderator:

We have speaker Mr.

Mr. Santosh Kumar Saraf, Speaker Shareholder:

Hello

Moderator:

We have speaker Mr. Santosh Saraf connected.

Mr. Santosh Kumar Saraf, Speaker Shareholder:

One minute One minute

Mr. Murali Gopalakrishnan, Executive Director & CEO.

Yes Sir good afternoon sir we are able to see you now.

Moderator:

Kindly proceed with your question. You are requested

Mr. Santosh Kumar Saraf, Speaker Shareholder:

Respected Chairman, Board Member and my fellow Shareholders, My Name is Santosh Kumar Saraf, I am from Kolkata, First of all Namaskar to all of you.

Mr. Murali Gopalakrishnan, Executive Director & CEO.

Thank you.

Mr. Santosh Kumar Saraf, Speaker Shareholder:

Hope all our directors, all our clients, all our regional staff, and also all shareholder who are presently today in VC meeting are in good health. Sir, in your speech you explained so many things and also Chairman explained why company became in loss in despite of we are get the profit but foreign entity made loss due to that we became a loss, consolidated loss. Sir.

I want to know what is step you are taking to foreign entity to become a profit full company so our indian consolidated business will become profit and so we get a dividends Sir.

Sir I, you express so many things growth and what's your future plan and what you want to say sir have you any plan to raise capital to acquire a new company and what type what product you have launched during the year sir.

And how many new clients you added during the year sir.

Sir out of 1628 employee how many percentage of women employees / female employees sir please tell because I think women power is so necessary in the coming year.

Sir there are some dispute cases are pending from 2008 related to income tax so why step we are taken to solve and clean all the disputes.

Sir this year liquid expenses is increased by 60% what is the reason the liquid expenses increased by 60%.

At last I thank you all Sundaramurthy, he is very nice person sir he always been in contact with the shareholder Sir. So I expressly thank Mr. Sundaramurthy for his corporation with us sir only one thing I want to tell Mr. Sundaramurthy next time when you send the link you send the speaker number it is better for us to answer.

At last all our Director and all our Senior Manager staff and employee and shareholder, wish for them and their family a happy financial year 2022-2024 with healthy, wealthy and prosperity also thank all for good operations sir. sir I request next year when we meet will be in VC meeting is good if not possible for VC meeting if you held a physical meeting then I request to with combined with physical and VC. The VC can be better because all like us shareholders also can join from their home I see the picture of the Director many directors those are joining in his place this is only possible in VC meeting otherwise all Director come to one place and this is very difficulty for them and also shareholdings and also involve so many cost. Sir I request you to the next year will meet VC if physical then combined with VC sir thank you for giving your time. Once again I thank to Sundaramurthy.

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Thank you Sir Thank you very much Mr. Saraf this is Murali here.

Mr. S. Sundaramurthy, Company Secretary

Sir Complete the questions and

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Ok all the questions., okay.

Mr. S. Sundaramurthy, Company Secretary,

Nagaraj.

Moderator,

We have speaker Mr. Abhishek Connected.

Mr. Abhishek, Speaker Shareholder,

Moderator can you hear me.

Moderator,

Yeah, speaker Mr. Abhishek Connected,

Mr. Murali Gopalakrishnan, Executive Director & CEO

Yes.

Moderator,

Kindly proceed with your question.

Mr. Abhishek, Speaker Shareholder,

Sir yes sir let me switch on the camera sir camera is not enabled moderator. Moderator can you enable the camera can you give me a popup.

Mr. Murali Gopalakrishnan, Executive Director & CEO.

Yeah we are trying to do that sir.

Your audio is not clear can you adjust your mic or something.

Mr. Abhishek, Speaker Shareholder,

Now it will be clear sir now its fine sir?

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Slightly better its okay we can manage yes Mr. Abhishek.

Mr. S. Sundaramurthy, Company Secretary,

You can proceed.

Mr. Abhishek, Speaker Shareholder,

Sir My name is Abhishek, shareholder of the Company, my DPID IN30163741359155 first of all I congratulate the management on the eve of Annual general body meeting. I trust all is well with you and your family in this challenging situation our company did well much more than the current market cap after completing more than a decade of successful operation profitability and becoming one of the established brand of the respective segment.

I would like to know how our business has been impacted in these past 4 years of this covid time corona while there is subsequent lockdown have left virtually no industry untouched. After the covid how many employees as of date our company, as any employee are sacked, viz salary in percentage, I would like to know and what are the cost cutting initiatives has been done by the management.

And what are the steps will be taken by the management to reduce the other expenses including professional charges and audit fees, Sir then our stock has been restricted from trading in the Bombay Stock Exchange on category of ESM and GSM so what are the steps been taken by the management to overcome the same, what is the reason the stock is been put under the ESM and GSM category Sir, because of the uneven increase of the share price or what is the particular reason because most of the cases when insider trading or something happens from Bombay most of the company being put into GSM and ASM Category that we should not trade in this particular category when I able to browse I am not able to find the reason kindly enlighten us on the reason for taking the company into ESM and GSM it will helpful for us to understand sir and what steps you have taken to kindly take necessary steps so that the public can start trading in the Bombay Stock Exchange so that our company can run forward.

And we can see that our company has not declared any dividend to the minority investor category since 2012 so for the past 11 years all the shareholders are being eagerly waiting for a dividend from the company sir so what proactive steps have been taken by the management to declare some minor dividend to the investor past 11 years not dividend really a challenging aspect to them from take necessary step to that a minor dividend is declared.

Nothing much to ask sir I am a well wisher of the company and have done from so several years. Hope that management will take steps in the right spirit and nothing much to ask I wish the Company and the Board of Directors great success and prosperity in the coming future and one more shareholder sir Mr. AV Mani Sundaram he is also joined to the virtual platform but he is facing some difficult challenges in this virtual platform in his mobile so kindly allow to join from the same device he will announce his folio number and name before speaking.

Mr. Murali Gopalakrishnan, Executive Director & CEO.

He's come I think he have to speak

Mr. S. Sundaramurthy, Company Secretary,

No sir, He has not given properly his details.

Mr. Abhishek, Speaker Shareholder,

Thank you for giving this opportunity, just a second sir Mani sundaram will speak.

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Yes Sir, thank you very much.

Mr. Mani Sundaram, Speaker,

I am Mani Sundaram my DP number is IN30163741521740 another DPID also IN30039400000055 some urgently I have registered as a speaker this is the number I holding in the.....

Mr. Murali Gopalakrishnan

What happened.

Mr. S. Sundaramurthy, Company Secretary.

They got disconnected

Mr. Murali Gopalakrishnan, Executive Director & CEO,

He got disconnected?

Mr. Abhishek is still there?

No..

Should we ask.. its not a problem with these guys right ? NSDL

Mr. S. Sundaramurthy, Company Secretary,

No no nsdl is not their problem

Mr. Murali Gopalakrishnan, Executive Director & CEO,

So they got disconnected

Mr. S. Sundaramurthy, Company Secretary,

Yeah.

Mr. S. Sundaramurthy, Company Secretary,

Not coming.

NSDL Official

Dear Sir we can move on to the next speaker or?

Mr. S. Sundaramurthy, Company Secretary,

Okay we can

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Yeah move to the next one

Moderator,

Speaker shareholders have concluded their questions we request the chairman to proceed.

Mr. Koji Iketani, Chairman

May I request Mr. Murali Gopalakrishnan, Executive Director and CEO to respond to the questions by the Shareholders.

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Thank you Mr. Chairman, so I will start responding to the questions raised by Mr. Saraf he has logged in and raised a few questions, he had also sent a few questions by email for which we will also respond to that email and share him our responses on that.

Primarily he was focused on the Dubai losses so just want to update the shareholders that we have taken remedial action on the Dubai operations there are couple of projects which we had taken to undertake in Dubai head got cost overruns and therefore the losses has gone up so we have taken action to cut down those losses and we will definitely see some progress in the current year.

As well as capital infusion in concerned for the new investments and other options that we had discussed during my speech we don't need at this point of time we are not envisaging any capital infusion if there is a need then we will at that point of time discuss about it.

With regard to the female and male ratio I think at this point of time we are at 23% to 77% female to male ratio in terms of the workforce that we have the reason why the large workforce is on male dominated is because of the field work workers that we have and therefore we are unable to really make any progress on that so we will achieve our best to move on with the other the software side of it as we go on in the couple of years.

On the disputed cases I would request Mr. Balaji to respond on the disputed cases which are pending.

Balaji-san.

Mr. R. Balaji, Chief Financial Officer,

Yeah.

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Those are the tax related and indirect tax related cases which are pending right? He had asked for that I don't think it is here.

Mr. S. Sundaramurthy, Company Secretary,

Its in the annual report sir.

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Its in the annual report.

Generally you can talk.

Mr. S. Sundaramurthy, Company Secretary,

Generally you can talk.

You can move to other question.

Mr. R. Balaji, Chief Financial Officer,

Yeah the disputed tax has been given in the annual report it is on

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Page no.57.

Mr. R.Balaji, Chief Financial Officer,

Yeah page 57 in the annual report.

So this is most of the direct tax cases are pending with the High Court so there the court is taking only some priority cases and not on the normal cases or this kind of you know IT cases so even our case is not even what you call listed or numbered at this stage and it will get numbered soon, I think but some of the things which we are you know looking at from it is from 2000.....

Mr. Murali Gopalakrishnan, Executive Director & CEO,

07-08 I think

Mr. R.Balaji, Chief Financial Officer,

Yeah it is 2005-06 and 07-08 to 2012-13 onwards

Mr. Murali Gopalakrishnan, Executive Director & CEO,

So upto 2012-13 onwards

Mr. R.Balaji, Chief Financial Officer,

And after that none of the cases we have gone for appeal and we got refund from the department in the last 4-5 years.

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Thank you, thank you Mr. Balaji

Mr. R.Balaji, Chief Financial Officer,

Thank you

Mr. Murali Gopalakrishnan, Executive Director & CEO,

So I think the last point that Mr. Saraf had mentioned was if we have a physical meeting next time we should also look at considering VC connection also so that all shareholders can participate. We will certainly look into that suggestion which has come from Mr. Saraf.

Moving on to the next set of questions from Mr. Abhisek who had also joined us on the video conferencing I think one of his request was to understand what is been the impact of Covid in the in terms of percentage terms how much has it affected the supply chain and all that so we would like to probably respond to that saying effect of covid has reduced considerably in the year 22-23 the overall business climate has improved, the supply chain was affected initially during covid phases first and second phase of the covid that had happened and later due to chips shortage and the Ukraine war there has been some disturbances on the supply chain which has impacted our business as well during that period. However these has been become stabilized during the year financial year 22-23 so we don't have any major concerns on that.

The other question that he had also triggered off is what will be the cost cutting initiatives that has been taken by the company is another question he has posted in his email as well. So in terms of cost cutting we have already done most of the cost cutting during our covid period where we want to cut down the cost and probably make sure we don't incur huge losses so that has been really done pretty well in the last few years but if you see now I think any further cost cutting would actually impact the business and therefore there are no avenues to cut cost at this point of time we would certainly be

investing on people and other requirements as we move on with the business growth that is expected in the next few years so that was the second question he asked. On the dividend part yes we had made profits in the current year but the profits are not adequate for us to pay dividends so therefore we will we have to really grow the business and grow the profitability of the company at which point of time we would look at probably declaring the dividend.

And yeah the other question that he had was on the ESM stage so I would request Sundaramurthy-san to respond to that point which he had raised on the BSE trading has been restricted to on account of the ESM that they had brought in.

Mr. S. Sundaramurthy, Company Secretary,

Yes

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Over to you Sundaramurthy-san

Mr. S. Sundaramurthy, Company Secretary,

Thank you sir.

The company shares have been moved to stage II under stock exchange mechanism under ESM Enhanced Surveillance Mechanism with effect from 16th June 2023. This mechanism has introduced during June 2023 to curb the volatility on the high low share price variation for the companies that have market cap of less than 500 crores. As per circulars the stock exchanges on ESM any securities on stage II shall under shall be under trade to trade with price band of 2% and trading is permitted once in a week (i.e) Monday of First week, Monday of that week, it is also mentioned in the above circular that the shortlisting of this securities under ESM is purely on account of market surveillance and it is it should not be construed as an adverse action against the concerned company.

In this regard we have sent a communication to stock exchange and that why the company shares have kept under this mechanism and when will our share be moved out of ESM, we will be closely monitoring with Stock exchanges to move out of from the ESM.

Thank you sir

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Thank you Mr. Sundaramurthy, I think we have answered most of the questions there are lot of other questions also Mr. Abhishek had posted in his email, we will actually share our responses by email back to Mr. Abhishek.. yeah

Over to you.. All the questions been answered at this point of time, over to you Sundaramurthy-san

Mr. S. Sundaramurthy, Company Secretary,

Thank You sir.

I would like to request the members who are participating in this meeting and not voted through remote e-voting will have an opportunity to cast their vote during the meeting through e-voting system provided by NSDL on the agenda items stated in the notice of the 28th AGM. The results of voting (i.e.) Remote e-voting and e-voting conducted at the AGM along with consolidated scrutinizers report will be placed on the Company's Notice Board and website of the company viz.

www.inspirisys.com and also on the website of NSDL and communicated to BSE Ltd. and National Stock Exchange of India Ltd. within two working days from the closing of the AGM.

Now, I request the Chairman Mr. Iketani to provide the closing remarks to thank everyone.

Mr. Koji Iketani, Chairman,

I wish to thank all the members for their presence and support and would like to announce after casting of the votes by the members at the 28th AGM, I declare that the meeting as closed.

Mr. S. Sundaramurthy, Company Secretary,

Thank You, Chairman,

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Thank you, Chairman,

Mr. Koji Iketani, Chairman,

Thank you, everybody.

Mr. Murali Gopalakrishnan, Executive Director & CEO,

Thank you.. Thank you, everyone.