

ISL/SS/SE/09/2018-2019
08th January, 2019

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

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 31/12/2018.

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 31/12/2018.

Please arrange to take the same on record.

Yours faithfully,

**For Inspirisys Solutions Limited
(formerly Accel Frontline Limited)**



**S.Sundaramurthy
Company Secretary**

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: **Inspirsys Solutions Limited** (formerly Accel Frontline Limited)
2. Quarter ending: **31/12/2018**

I. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director | PAN ⁵ & DIN | Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee) ⁶ | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | 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. | Malcolm F. Mehta | AFWPM8643Q03277490 | Chairman & Chief Executive Officer | 01/07/2017 | N.A. | 01 | 0 | 0 |
| Mr. | Bin Cheng | N.A.06913491 | Non-Executive Director | 13/08/2014 | N.A. | 01 | 02 | 0 |
| Mrs. | Ruchi Naithani | AACPN7934J00531608 | Independent Director | 11/09/2014 | 5 years | 01 | 01 | 0 |
| Mr. | Raj Khalid | AAGPK6838C00169691 | Independent Director | 05/12/2014 | 5 years | 01 | 02 | 01 |
| Mr. | Rajesh R. Muni | AADPM3986E00193527 | Independent Director | 06/05/2017 | 5 years | 02 | 03 | 02 |

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category 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.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵ |
|---|--|--|
| 1. Audit Committee | Mr. Rajesh R. Muni Mr. Bin Cheng Mrs. Ruchi Naithani Mr. Raj Khalid | Independent Director and Chairman of Audit Committee Non-Executive Director Independent Director Independent Director |
| 2. Nomination & Remuneration Committee | Mrs. Ruchi Naithani Mr. Bin Cheng Mr. Raj Khalid | Independent Director and Chairperson of Nomination & Remuneration Committee Non-Executive Director Independent Director |
| 3. Risk Management Committee (if applicable) | N.A. | N.A. |
| 4. Stakeholders Relationship Committee ¹ | Mr. Raj Khalid Mr. Bin Cheng Mr. Rajesh R. Muni | Independent Director and Chairman of Stakeholders Relationship Committee Non-Executive Director Independent Director |

⁵Category 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 quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 07/08/2018 | 05/11/2018 | 89 |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| Audit Committee | | | |
| 05/11/2018 | Yes, Adequate Quorum was present | 07/08/2018 | 89 days |
| Nomination & remuneration committee | | | |
| - | Yes, Adequate Quorum was present | 07/08/2018 | -- |
| Stakeholders relationship committee | | | |
| 05/11/2018 | Yes, Adequate Quorum was present | 07/08/2018 | -- |

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

V. Related 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 | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N.A. |

Note

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **N.A.**

For Inspirisys Solutions Limited
(formerly Accel Frontline Limited)



S. Sundaramurthy

S.Sundaramurthy
Company Secretary & Compliance Officer

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.