

**ISL/SS/SE/42/2021-2022**  
**7<sup>th</sup> January, 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

Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 31/12/2021.**

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 31/12/2021.

Please arrange to take the same on record.

Yours faithfully,

**For Inspirisys Solutions Limited**



**S.Sundaramurthy**  
**Company Secretary & Compliance Officer**



**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: **Inspirisys Solutions Limited**  
2. Quarter ending: **31/12/2021**

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A(1)]	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	03277490	Executive - Chairman & Chief Executive Officer	07/05/2014	01/07/2020	NA	NA	04/06/1968	1	0	0	0
Mrs.	Ruchi Naithani	00531608	Independent Director	11/09/2014	11/09/2019	NA	87.20	21/12/1969	1	1	2	0
Mr.	Raj Khalid	00169691	Independent Director	05/12/2014	05/12/2019	NA	84.26	05/12/1953	1	1	2	1
Mr.	Rajesh R. Muni	00193527	Independent Director	06/05/2017	06/05/2017	NA	55.25	23/12/1951	2	2	3	2
Mr.	Koji Iketani	08486128	Non-Executive Director	19/06/2019	19/06/2019	NA	NA	07/11/1962	1	0	1	0
Mr.	M S Jagan	02002827	Independent Director	07/02/2020	07/02/2020	NA	22.24	29/06/1956	1	1	2	1
<p>Whether Regular chairperson appointed – Yes Whether Chairperson is related to managing director or CEO – No \$PAN of any director would not be displayed on the website of Stock Exchange &amp;Category 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.</p>												



<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Rajesh R. Muni	Independent Director and Chairman of Audit Committee	06/05/2017	NA
		Mrs. Ruchi Naithani	Independent Director	11/09/2014	NA
		Mr. Raj Khalid	Independent Director	01/03/2017	NA
		Mr. Koji Iketani	Non-Executive Director	08/08/2019	NA
		Mr. M S Jagan	Independent Director	11/06/2020	NA
2. Nomination & Remuneration Committee	Yes	Mrs. Ruchi Naithani	Independent Director and Chairperson of Nomination & Remuneration Committee	11/09/2014	NA
		Mr. Raj Khalid	Independent Director	06/02/2015	NA
		Mr. Rajesh R. Muni	Independent Director	08/08/2019	NA
3. Risk Management Committee (if applicable)		NA			
4. Stakeholders Relationship Committee	Yes	Mr. Raj Khalid	Independent Director and Chairman of Stakeholders Relationship Committee	06/02/2015	NA
		Mr. Rajesh R. Muni	Independent Director	04/11/2017	NA
		Mrs. Ruchi Naithani	Independent Director	08/08/2019	NA
5. Corporate Social Responsibility Committee	Yes	Mr. Malcolm F. Mehta	Executive Director and Chairman of Corporate Social Responsibility Committee	07/08/2018	NA
		Mrs. Ruchi Naithani	Independent Director	07/08/2018	NA
		Mr. Rajesh R. Muni	Independent Director	07/08/2018	NA
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					
<b>III. Meeting of Board of Directors</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
09/08/2021	09/11/2021	Yes	6	4	91 days
* to be filled in only for the current quarter meetings					
<b>IV. Meetings of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b> 09/11/2021	Yes	5	4	09/08/2021	91 days



<b>Nomination &amp; Remuneration Committee</b>					
08/11/2021	Yes	3	3	-	-
<b>Stakeholders relationship committee</b>					
08/11/2021	Yes	3	3	09/08/2021	-
<b>Corporate Social Responsibility Committee</b>					
08/11/2021	Yes	3	2	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA) refer note below</b>		
Whether prior approval of audit committee obtained			Yes		
Whether shareholder approval obtained for material RPT			NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes		
<b>Note:</b> 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.					
<b>Vi. Affirmations</b>					
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk management committee (as applicable) - NA</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>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.</li> <li>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. <b>NA</b></li> </ol>					
<b>For Inspirisys Solutions Limited</b>					
 <b>S. Sundaramurthy</b> <b>Company Secretary &amp; Compliance Officer</b>					

**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.