

ISL/SS/SE/02/2021-2022  
12<sup>th</sup> April, 2021

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 31/03/2021.**

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 31/03/2021.

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**

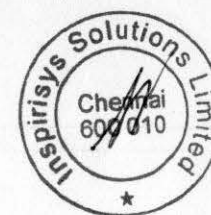
1. Name of Listed Entity: **Inspirisys Solutions Limited**  
2. Quarter ending: **31/03/2021**


<b>I. Composition of Board of Directors</b>												
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 proviso 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	78.2	21/12/1969	1	1	2	0
Mr.	Raj Khalid	00169691	Independent Director	05/12/2014	05/12/2019	NA	75.3	05/12/1953	1	1	2	1
Mr.	Rajesh R. Muni	00193527	Independent Director	06/05/2017	06/05/2017	NA	46.3	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	13.2	29/06/1956	1	1	2	1

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  
&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.



II. Composition of Committees					
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					
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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
09/11/2020	08/02/2021	Yes	6	4	90 days
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
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> 08/02/2021	Yes	5	4	09/11/2020	90 days



<b>Nomination &amp; Remuneration Committee</b>					
-	-	-	-	-	-
<b>Stakeholders relationship committee</b>					
05/02/2021	Yes	3	3	09/11/2020	-
<b>Corporate Social Responsibility Committee</b>					
05/02/2021	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>					
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (applicable to the top 500 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. 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. 5. 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>					
<b>For Inspirisys Solutions Limited</b>					
<b>S.Sundaramurthy</b> 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.



<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Composition of various committees of board of directors	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Criteria of making payments to non-executive directors	Yes, the same is disclosed in the Annual Report for the FY 2019-2020 under Investors Section on the website.	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Policy on dealing with related party transactions	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Policy for determining 'material' subsidiaries	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Email address for grievance redressal and other relevant details	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Financial results	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Shareholding pattern	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Details of agreements entered into with the media companies and/or their associates	NA	The company has not entered agreements with the media companies and/or their associates
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	The company has not done institutional investor meet and presentations
New name and the old name of the listed entity	NA	The company is not required to mention New name and the old name
Advertisements as per regulation 47 (1)	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	The company has not obtained credit rating
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>



<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Materiality Policy as per Regulation 30	Yes	<a href="http://www.inspirisys.com">www.inspirisys.com</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	The company does not come under top five hundred listed entities based on market capitalization
It is certified that these contents on the website of the listed entity are correct.	Yes	

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

**For Inspirisys Solutions Limited**



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

