



ISL/SS/SE/15/2021-2022
7th July, 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 30/06/2021.

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 30/06/2021.

Please arrange to take the same on record.

Yours faithfully,

For Inspirisys Solutions Limited

SHANMUGAM
SUNDARAMU
RTHY

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SUNDARAMURTHY
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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: **Inspirsys Solutions Limited**
2. Quarter ending: **30/06/2021**

| 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 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 | 81.2 | 21/12/1969 | 1 | 1 | 2 | 0 |
| Mr. | Raj Khalid | 00169691 | Independent Director | 05/12/2014 | 05/12/2019 | NA | 78.3 | 05/12/1953 | 1 | 1 | 2 | 1 |
| Mr. | Rajesh R. Muni | 00193527 | Independent Director | 06/05/2017 | 06/05/2017 | NA | 49.2 | 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 | 16.2 | 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.

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| 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) |
| 08/02/2021 | 10/05/2021 | 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* |
| Audit Committee 10/05/2021 | Yes | 5 | 4 | 08/02/2021 | 90 days |

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| Nomination & Remuneration Committee | | | | | |
|---|-----|---|---|------------|---|
| 07/05/2021 | Yes | 3 | 3 | - | - |
| Stakeholders relationship committee | | | | | |
| 07/05/2021 | Yes | 3 | 3 | 05/02/2021 | - |
| Corporate Social Responsibility Committee | | | | | |
| 07/05/2021 | Yes | 3 | 2 | 05/02/2021 | - |

* 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

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 | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | 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.

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 (as applicable) - NA
- 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 the board of directors may be mentioned here. **NA**

For Inspirisys Solutions Limited

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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.