

ISL/SS/SE/37/2022-2023
17th October, 2022

The National Stock Exchange of India Ltd. Exchange Plaza Bandra-Kurla Complex Bandra East Mumbai 400 051 Symbol: INSPIRISYS	BSE Ltd. P.J. Towers Dalal Street Mumbai 400 001 Scrip Code: 532774
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Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30/09/2022.

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 30/09/2022.

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: **30/09/2022**



I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN S & 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	96.20	21/12/1969	1	1	2	0
Mr.	Raj Khalid	00169691	Independent Director	05/12/2014	05/12/2019	NA	93.26	05/12/1953	1	1	2	1
Mr.	Rajesh R. Muni	00193527	Independent Director	06/05/2017	06/05/2022	NA	64.25	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	31.24	29/06/1956	1	1	2	1

Whether Regular chairperson appointed – Yes
 Whether Chairperson is related to managing director or CEO – No
 SPAN 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)
08/04/2022	08/08/2022	Yes	6	4	89 days
10/05/2022	-	-	-	-	-
* 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					
08/08/2022	Yes	5	4	10/05/2022	89 days



Nomination & Remuneration Committee					
-	-	-	-	09/05/2022	-
Stakeholders relationship committee					
05/08/2022	Yes	3	3	09/05/2022	-
Corporate Social Responsibility Committee					
05/08/2022	Yes	3	2	09/05/2022	-
* 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					
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk management committee (as applicable) - NA</p> <p>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.</p> <p>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.</p> <p>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. NA</p>					
For Inspirisys Solutions Limited					
					
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.

Compliance Report on Corporate Governance
Under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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. **NA**

For Inspirisys Solutions Limited



S.Sundaramurthy
Company Secretary & Compliance Officer



Half year ending – 30/09/2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Inspirisys Solutions Limited

Murali Gopalakrishnan
Chief Financial Officer

