

ISL/SS/SE/06/2023-2024

19th April, 2023

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
Symbol: INSPIRISYS	Scrip Code: 532774

Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 31/03/2023.

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 31/03/2023.

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: **Inspirsys Solutions Limited**
2. Quarter ending: **31/03/2023**

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.	Murali Gopalakrishnan	ABBPM6827B08066529	Executive – Chief Executive Officer	01/11/2022	01/11/2022	NA	NA	05/06/1965	1	0	0	0
Mrs.	Ruchi Naitihani	AACPNT7934J00531608	Independent Director	11/09/2014	11/09/2019	NA	102.20	21/12/1969	1	1	2	0
Mr.	Raj Mohamed Iqbal Khalid	AAGPK6838C00169691	Independent Director	05/12/2014	05/12/2019	NA	99.26	05/12/1953	1	1	2	1
Mr.	Rajesh Ramnikal Muni	AADPM3986E00193527	Independent Director	06/05/2017	06/05/2022	NA	70.25	23/12/1951	2	2	3	2
Mr.	Koji Iketani	N.A.08486128	Non-Executive Director – Chairman	19/06/2019	19/06/2019	NA	NA	07/11/1962	1	0	1	0
Mr.	M S Jagan	AAKPJ1225E02002827	Independent Director	07/02/2020	07/02/2020	NA	37.24	29/06/1956	1	1	1	0
Mr.	Toru Horuchi	AWSPH3647L08111162	Non-Executive Director	01/11/2022	01/11/2022	NA	NA	26/08/1967	1	0	0	0

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 Ramniklal Muni	Independent Director and Chairman of Audit Committee	06/05/2017	NA	
		Mrs. Ruchi Naithani	Independent Director	11/09/2014	NA	
		Mr. Raj Mohamed Iqbal Khalid	Independent Director	01/03/2017	NA	
		Mr. Koji Iketani	Non-Executive Director	08/08/2019	NA	
		Mr. M S Jagann	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 Mohamed Iqbal Khalid	Independent Director	06/02/2015	NA	
		Mr. Rajesh Ramniklal Muni	Independent Director	08/08/2019	NA	
		Mr. Koji Iketani	Non-Executive Director	01/11/2022	NA	
3. Risk Management Committee (if applicable)		NA				
4. Stakeholders Relationship Committee	Yes	Mr. Raj Mohamed Iqbal Khalid	Independent Director and Chairman of Stakeholders Relationship Committee	06/02/2015	NA	
		Mr. Rajesh Ramniklal Muni	Independent Director	04/11/2017	NA	
		Mrs. Ruchi Naithani	Independent Director	08/08/2019	NA	
5 Corporate Social Responsibility Committee	Yes	Mr. M S Jagann	Independent Director and Chairman of Corporate Social Responsibility Committee	01/11/2022	NA	
		Mrs. Ruchi Naithani	Independent Director	07/08/2018	NA	
		Mr. Rajesh Ramniklal 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*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
12/10/2022	07/02/2023	Yes	7	4	4	91 days
07/11/2022	-	Yes	-	-	-	-
* 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						
07/02/2023	Yes	5	4	12/10/2022	-	91 days
-	-	-	-	07/11/2022	-	-
Nomination & Remuneration Committee						
-	-	-	-	12/10/2022	-	-



-	-	-	04/11/2022	22 days
Stakeholders relationship committee				
06/02/2023	Yes	3	04/11/2022	93 days
Corporate Social Responsibility Committee				
06/02/2023	Yes	3	-	-
* 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		

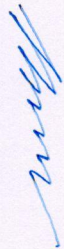
Note:

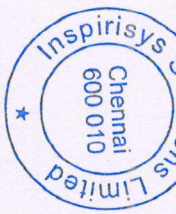
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

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 (as applicable) - NA
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. **NA**

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.

1. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA) refer note below	If Status is "No" details of non-compliance may be given here	If Yes provide link to website
As per regulation 46(2) of the LODR:	Yes	NA	www.inspirisys.com
Details of business	Yes	NA	www.inspirisys.com
Terms and conditions of appointment of independent directors	Yes	NA	www.inspirisys.com
Composition of various committees of board of directors	Yes	NA	www.inspirisys.com
Code of conduct of board of directors and senior management personnel	Yes	NA	www.inspirisys.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	NA	www.inspirisys.com
Criteria of making payments to non-executive directors	Yes, the same is disclosed in the Annual Report for the FY 2021-2022 under Investors Section on the website.	NA	www.inspirisys.com
Policy on dealing with related party transactions	Yes	NA	www.inspirisys.com
Policy for determining 'material' subsidiaries	Yes	NA	www.inspirisys.com
Details of familiarization programmes imparted to independent directors	Yes	NA	www.inspirisys.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	NA	www.inspirisys.com
Email address for grievance redressal and other relevant details	Yes	NA	www.inspirisys.com
Financial results	Yes	NA	www.inspirisys.com
Shareholding pattern	Yes	NA	www.inspirisys.com
Details of agreements entered into with the media companies and/or their associates	NA	NA	-
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	NA	-
New name and the old name of the listed entity	NA	NA	-
Advertisements as per regulation 47 (1)	Yes	NA	www.inspirisys.com
Credit rating or revision in credit rating obtained	NA	NA	-
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	NA	www.inspirisys.com



As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	NA	www.inspirisys.com
Materiality Policy as per Regulation 30	Yes	NA	www.inspirisys.com
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	NA	-
It is certified that these contents on the website of the listed entity are correct.	Yes	NA	-

II Annual Affirmations	Regulation Number	Compliance status (Yes/No/NA) refer note below	If Status is "No" details of non-compliance may be given here
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	NA
Board composition	17(1), 17(1A) & 17(1B)	Yes	NA
Meeting of Board of directors	17(2)	Yes	NA
Quorum of board meeting	17(2A)	Yes	NA
Review of Compliance Reports	17(3)	Yes	NA
Plans for orderly succession for appointments	17(4)	Yes	NA
Code of Conduct	17(5)	Yes	NA
Fees/compensation	17(6)	Yes	NA
Minimum Information	17(7)	Yes	NA
Compliance Certificate	17(8)	Yes	NA
Risk Assessment & Management	17(9)	Yes	NA
Performance Evaluation of Independent Directors	17(10)	Yes	NA
Recommendation of Board	17(11)	Yes	NA
Maximum number of directorship	17A	Yes	NA
Composition of Audit Committee	18(1)	Yes	NA
Meeting of Audit Committee	18(2)	Yes	NA
Composition of nomination & remuneration committee	19(1) & (2)	Yes	NA
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	NA
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	NA
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	NA
Meeting of Stakeholder Relationship Committee	20(3A)	Yes	NA
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	NA
Policy for related party Transaction	23(1),(4),(5),(6),(7) & (8)	Yes	NA
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	NA
Approval for material related party transactions	23(4)	NA	-



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

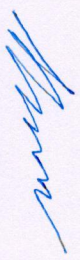
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2 If status is "No" details of non-compliance may be given here.
3 If the Listed Entity would like to provide any other information the same may be indicated here.

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.

Yes

For Inspirisys Solutions Limited


S. Sundaramurthy
Company Secretary & Compliance Officer



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


R. Balaji
Chief Financial Officer

