

ISL/SS/SE/23/2023-2024

30<sup>th</sup> June, 2023

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

**Sub.:** 28<sup>th</sup> Annual General Meeting Results of Remote E-voting and E-voting at AGM.

Dear Sir / Madam,

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Voting Results along with Scrutinizer's Report on the resolutions passed at the 28<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> June, 2023.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully

**For Inspirisys Solutions Limited**



**S.Sundaramurthy**  
Company Secretary



Encl: as above

30<sup>th</sup> June, 2023

**Sub: Declaration of Voting Results of the 28th Annual General Meeting held on Friday, 30th June, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 2:00 PM.**

The details are as follows:

Sl. No.	Notice Items	Resolutions (Ordinary / Special)	Mode of Voting - Remote e-voting / E-voting at AGM
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting / E-voting at AGM
2.	To appoint a Director in place of Mr. Murali Gopalakrishnan, (DIN: 08066529) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	

Based on the Report of the Scrutinizer, I hereby declare that the resolutions for the above-mentioned items have been passed with requisite majority by the shareholders.

Thanking you.

**For Inspirisys Solutions Limited**



**Koji Iketani**  
Chairman & Non-Executive Director





## CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

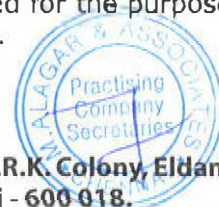
**To,**

The Chairperson,  
Inspirisys Solutions Limited  
1<sup>st</sup> Floor, Dowlath Towers,  
New Door No.57, 59, 61 & 63  
Taylors Road, Kilpauk  
Chennai – 600010

**Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 28<sup>th</sup> Annual General Meeting (AGM) of Inspirisys Solutions Limited held on Friday, June 30, 2023 at 02.00 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).**

1. The 28<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **Inspirisys Solutions Limited** ("The Company") was held on Friday, June 30, 2023 at 02.00 PM through Video Conferencing / Other Audio Visual Means, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("LODR Regulations") .
2. I, **M. Alagar, Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the votes cast through remote E-Voting and E-Voting at the AGM for passing the items on the agenda as contained in the 28<sup>th</sup> AGM Notice dated May 10, 2023.
3. In view of the relaxation by the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 2/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28th December, 2022, has permitted conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above mentioned circulars the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.





4. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC/ OAVM:
  - i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
  - ii. SEBI (LODR) Regulations 2015, relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.
5. The Company had availed the voting facility offered by National Securities Depository Limited (NSDL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
6. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the National Securities Depository Limited (NSDL).
7. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Friday, June 23, 2023) were entitled to vote on the resolution as set out in the AGM Notice.
8. The remote E-Voting commenced on Monday, 26<sup>th</sup> June, 2023, 9:00 AM (IST) and ended on Thursday, 29<sup>th</sup> June, 2023 at 5:00 PM (IST) and the NSDL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by NSDL at the AGM.
9. The shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
10. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
11. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are submitted by me as under:





**Resolution No.1**

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	68	65	3
2.	Number of votes cast by them	28325815	28325735	80
3.	% of votes cast	100	99.9997	0.0003

**RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

**Resolution No.2**

To appoint a Director in place of Mr. Murali Gopalakrishnan, (DIN: 08066529) who retires by rotation and, being eligible, offers himself for re-appointment. (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	68	66	2
2.	Number of votes cast by them	28325815	28325810	5
3.	% of votes cast	100	100.0000	0.0000

**RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.







**M. Alagar & Associates**  
Practising Company Secretaries

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For **M. Alagar & Associates**

**M. Alagar**  
**Managing Partner**  
**FCS: 7488**  
**COP: 8196**  
**UDIN: F007488E000528635**  
**Peer Review Certificate No: 1707/2022**



**Date: June 30, 2023**  
**Place: Chennai**

*Counter Signed*

**For Inspriays Solutions Limited**

**K. J. METARU**  
**Chairman**

## Annexure I

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.			1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,77,12,125	2,77,12,125	100	2,77,12,125	0	100.0000	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2,77,12,125</b>	<b>2,77,12,125</b>	<b>100</b>	<b>27,712,125</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1,19,04,748	6,13,690	5.1550	6,13,610	80	99.9870	0.0130
	E- Voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1,19,04,748</b>	<b>6,13,690</b>	<b>5.1550</b>	<b>6,13,610</b>	<b>80</b>	<b>99.9870</b>
<b>Total</b>		<b>3,96,16,873</b>	<b>2,83,25,815</b>	<b>71.4994</b>	<b>2,83,25,735</b>	<b>80</b>	<b>99.9997</b>	<b>0.0003</b>



<b>Resolution No.</b>			2. To appoint a Director in place of Mr. Murali Gopalakrishnan, (DIN: 08066529) who retires by rotation and, being eligible, offers himself for re-appointment.					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	2,77,12,125	2,77,12,125	100	2,77,12,125	0	100.0000	0
	<b>E- Voting at AGM</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>27,712,125</b>	<b>27,712,125</b>	<b>100</b>	<b>27,712,125</b>	<b>0</b>	<b>100.0000</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>E- Voting at AGM</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	1,19,04,748	6,13,690	5.1550	6,13,685	5	99.9992	0.0008
	<b>E- Voting at AGM</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>1,19,04,748</b>	<b>6,13,690</b>	<b>5.1550</b>	<b>6,13,685</b>	<b>5</b>	<b>99.9992</b>
<b>Total</b>		<b>3,96,16,873</b>	<b>2,83,25,815</b>	<b>71.4994</b>	<b>2,83,25,810</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>

