



INSPIRISYS SOLUTIONS LIMITED

Corporate Identity Number: L30006TN1995PLC031736

Registered Office: First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010.

Tel. No.: 044-42252000

E-mail: sundaramurthy.s@inspirisys.com | **Website:** www.inspirisys.com

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 (1) of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ("NOTICE" OR "POSTAL BALLOT NOTICE")

**To,
THE MEMBERS OF INSPIRISYS SOLUTIONS LIMITED,**

NOTICE is hereby given, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Companies Act**" or "**Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and any other applicable provisions of the Act read with the relevant rules issued thereunder, read with guidelines prescribed by the Ministry of Corporate Affairs, inter alia, for conducting the postal ballot through remote e-voting vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (**collectively referred to as "MCA Circulars"**) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (**collectively referred to as "SEBI Circulars"**) and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India including any statutory modification(s) or reenactment(s) thereof for the time being in force, and other applicable provisions, if any, that the resolution appended herein below for seeking approval of the members of Inspirisys Solutions Limited ("**Company**") is proposed to be passed as a special resolution by way of Postal Ballot by way of voting by electronic means ("**Remote E-voting**") in accordance with Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**SEBI Delisting Regulations**").

In accordance with the MCA Circulars and SEBI Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 24th November, 2023 ("**cut-off date**") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Company's Registrar & Transfer Agent (hereinafter referred to as "**RTA**"), as to enable them to cast their votes electronically instead of submitting the postal ballot form.

The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Communication of assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the applicable provisions of the law.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and any other applicable provisions of law, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolution appended to this Notice by electronic means Remote E-voting only. For this purpose, the Company has availed the electronic voting platform of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The instructions for Remote e-voting are provided hereunder.

Members desiring to exercise their vote by way of Remote E-voting and are requested to carefully read the instructions mentioned herein. Members are requested to exercise their voting right on or before the close of working hours i.e., 5.00 p.m. (IST) on Friday, 29th December, 2023, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, pertaining to the resolution, setting out the material facts concerning such item and reasons thereof, are mentioned herein for your consideration.

The Notice has also been uploaded on the Company's website at www.inspirisys.com under the 'Investors Section'.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors ("**Board**") has appointed Mr. M. Alagar, Managing Partner, Practicing Company Secretary bearing Membership Number "F7488" and Certificate of Practice Number "8196", of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his consolidated report to the Board, after completion of scrutiny of voting cast under Remote E-voting facility in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman or in his absence by any of the Directors duly authorized by the Company or in their absence by the Company Secretary of the Company on or before Saturday, 30th December, 2023, at the Registered Office of the Company and will also be displayed along with the Scrutinizer's report on the website of the Company at www.inspirisys.com, and on the website of NSDL, besides being communicated to the Stock Exchanges, where the Equity Shares of the Company are listed. The last date specified by the Company for casting of voting through Remote E-voting will be taken as the date on which the resolution would be deemed to have passed, if approved by the requisite majority in accordance with Regulation 11 of the SEBI Delisting Regulations and the Companies Act.

The Remote E-voting shall commence on Thursday, 30th November, 2023, at 9:00 a.m. (IST) and will end on Friday, 29th December, 2023 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

SPECIAL BUSINESS:

Approval for Voluntary Delisting of Equity Shares having face value of ₹ 10/- (Indian Rupees Ten Only) each of Inspirisys Solutions Limited in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("SEBI Delisting Regulations"):

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to (i) initial public announcement dated Friday, 10th November, 2023 ("**Initial Public Announcement**") issued by Vivro Financial Services Private Limited, a merchant banker registered with the Securities and Exchange Board of India ("**Manager**" or "**Manager to the Offer**") for and on behalf of the promoter, CAC Holdings Corporation ("**Acquirer**") expressing the intention of the Acquirer to: (a) acquire all the Equity Shares of the Company that are held by public shareholders, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**SEBI Delisting Regulations**") ("**Public Shareholders**"); and (b) consequently voluntarily delist the Equity Shares from BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), where the Equity Shares of the Company are presently listed, as prescribed under the SEBI Delisting Regulations, by making a delisting offer in accordance with the SEBI Delisting Regulations ("**Delisting Proposal**"), and (ii) the approval of the Board of Directors of the Company accorded in its meeting held on Thursday, 16th November, 2023; and subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the SEBI Delisting Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and receipt of the necessary approvals from the Stock Exchanges; the Securities Contracts (Regulation) Act, 1956 (including the rules issued thereunder), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations, and guidelines, if any, and subject to such other approvals, permissions, and sanctions, as may be required and necessary for the Company and the Acquirer, under the applicable laws and subject to the terms of such approvals, consents, permissions, as may be necessary, and subject to such other conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, consents, permissions, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares from the Stock Exchanges pursuant to a Delisting Proposal being made by the Acquirer to acquire all the Equity Shares that are held by the Public Shareholders, in accordance with the SEBI Delisting Regulations and other applicable provisions of applicable law and the Company shall accordingly take all the necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares, in accordance with the SEBI Delisting Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the **Board**", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the SEBI Delisting Regulations and the applicable provisions of the Companies Act including making applications to the Stock Exchanges for seeking the in-principle and final approval for the Delisting Proposal and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit."

RESOLVED FURTHER THAT any one of the Directors of the Company or Mr. Murali Gopalakrishnan Executive Director and Chief Executive Officer, or Mr. R. Balaji, Chief Financial Officer or Mr. S. Sundaramurthy, Company Secretary & Compliance Officer be and are hereby severally authorized on behalf of the board of directors of the Company to file deeds, applications, documents and other related correspondence as maybe required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken or required to be taken by the board of directors of the Company in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

**By order of the Board
For Inspirisys Solutions Limited**

**Place: Chennai
Date: 16th November, 2023**

**S.Sundaramurthy
Company Secretary**

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.
2. The Company would be sending this Postal Ballot Notice to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, 24th November, 2023 ("**Cut-off Date**"). The Postal Ballot notice will also be sent through e-mail to all the Members, as on the cut-off date, who have registered their e-mail addresses with the Company/ Depository Participant ("**DP**").
3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent, and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their email addresses with the Company can now register the same by sending an e-mail at sundaramurthy.s@inspirisys.com. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to sundaramurthy.s@inspirisys.com. Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective DP. Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
5. The Postal Ballot Notice is placed at www.inspirisys.com and www.evoting.nsdl.com.
6. All members are requested to cast their votes only through remote e-voting as per the procedure.
7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
8. The Remote E-voting period will commence on Thursday, 30th November, 2023, at 9:00 a.m. (IST) and will end on Friday, 29th December, 2023, at 5.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
9. Inspection of Documents: During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
10. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Friday, 29th December, 2023, at 5.00 p.m. (IST). Any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of the Management Rules.
11. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on postal ballot.
12. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., 29th December 2023.

14. Any member who did not receive the Notice may either send an email to sundaramurthy.s@inspirisys.com.

15. Procedure for registration of e-mail address by shareholders:-

Members holding shares in Physical mode, who have not registered their e-mail address with the company, may get their e-mail addresses registered with Link Intime India Pvt. Ltd. (Registrar & Share Transfer Agent - RTA) by clicking on https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

Members holding shares in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in. For permanent registration of email address for members holding shares in Demat mode, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

The Members must read the detailed procedure on electronic voting provided below:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars, and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by NSDL.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Thursday, 30 th November, 2023, at 9:00 A.M (IST)
End of remote e-voting	Friday, 29 th December, 2023, at 5.00 P.M (IST).

The remote e-voting module shall be disabled by NSDL for voting at 5:00 pm (IST) on Friday, 29th December, 2023. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta, Assistant Manager, at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sundaramurthy.s@inspirisys.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sundaramurthy.s@inspirisys.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE POSTAL BALLOT NOTICE**

1. The equity shares of Inspirisys Solutions Limited ("**Company**"), having face value of ₹ 10/- (Indian Rupees Ten only) each are presently listed on BSE and NSE.
2. The Company has received Initial Public Announcement dated 10th November, 2023, from Vivro Financial Services Private Limited, Manager to the Delisting Offer, for and on behalf of its promoter, CAC Holdings Corporation ("**Acquirer**" or "**Promoter**") expressing the Acquirer's intention to (a) acquire all the Equity Shares that are held by Public Shareholders and (b) consequently voluntarily delist the Equity Shares from BSE and NSE where Equity Shares of the Company are presently listed, by making a delisting offer in accordance with the SEBI Delisting Regulations ("**Delisting Proposal**" or "**Delisting Offer**")
3. As on the date of the Initial Public Announcement, the Promoter holds 2,77,12,125 (Two Crore Seventy-Seven Lakh Twelve Thousand One Hundred Twenty-Five) Equity Shares, representing 69.95% of the total issued and paid-up equity share capital of the Company and the Public Shareholders hold 1,19,04,748 (One Crore Nineteen Lakh Four Thousand Seven Hundred Forty-Eight) Equity Shares representing 30.05% of the total issued and paid-up equity share capital of the Company.
4. In the aforesaid Initial Public Announcement, the Acquirer has specified the following rationale for the Delisting Offer:
 - 4.1. The proposed Delisting Proposal would enable the Acquirer to obtain full ownership of the Company which will in turn provide increased operational flexibility to support the Company's business;
 - 4.2. The Delisting Proposal will provide the Public Shareholders an opportunity to realize immediately a certain value for their Equity Shares. The price will be determined in accordance with the reverse book building mechanism set out in the SEBI Delisting Regulations; and
 - 4.3. The Delisting Proposal will result in reduction of the ongoing compliance cost or such other expenses required to be incurred as per the applicable securities law and reduce the management time to comply with stock exchange requirements and listing regulations.
5. Pursuant to the receipt of Delisting Proposal, the Board, by way of resolution passed through circulation on 10th November, 2023, took on record the Delisting Proposal and appointed M/s. Mehta & Mehta, Company Secretaries, Mumbai (Unique Identification Number: P1996MH007500) Peer Review Firm of Practicing Company Secretaries) as peer review company secretary under Regulation 10(2) of the SEBI Delisting Regulations ("**Peer Review Company Secretary**") for the purpose of carrying out due diligence as required under Regulation 10 of the SEBI Delisting Regulations. The Peer Review Company Secretary issued its due diligence report on 16th November, 2023.
6. The Board, at its meeting held on Thursday, 16th November, 2023 inter-alia, took on record the due diligence report dated 16th November, 2023 ("**Due Diligence Report**") and audit report dated 16th November, 2023 ("**Audit Report**") prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the SEBI Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board issued and submitted by the Peer Review Company Secretary, as tabled before it, and approved and recommended the Delisting Offer, after having

discussed and considered various factors including the Due Diligence Report and the Audit Report. Based on the information available with the Company and after taking on record the Due Diligence Report and the Audit Report, the Board, in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:

- 6.1. The Company is in compliance with the applicable provisions of securities law;
 - 6.2. The Acquirer (along with its related entities) is in compliance with the applicable provisions of securities laws in terms of the Due Diligence Report including compliance with sub-regulation (5) of Regulation 4 of the SEBI Delisting Regulations;
 - 6.3. The Delisting Offer, in the Board's opinion, is in the interest of the shareholders of the Company.
7. Further, the Board took on record the letter dated 15th November, 2023 received for and on behalf of the Acquirer informing the Company that the floor price for the Delisting offer is ₹ 68.70/- (Indian Rupees Sixty Eight point Seven Zero Only) per Equity Share, which is determined in accordance with Regulation 20(2) of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Floor Price**"). In support of the aforesaid, the letter was accompanied by a valuation report dated 15th November, 2023, issued by Mr. Hitendra Ranka, Practicing Chartered Accountant and Registered Valuer – Asset Class: Securities and Financial Assets (Reg. No. IBBI/RV/06/2019/11695) and Partner with M/s. Ranka & Associates, Chartered Accountants in support of such floor price ("**Valuation Report**").
8. Thereafter, the Board approved the Delisting Offer of the Acquirer in terms of Regulation 10(1) of the SEBI Delisting Regulations subject to receipt of to approval of the shareholders of the Company through a Postal Ballot in accordance with the SEBI Delisting Regulations and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals as may be required for the Delisting Offer.
9. The exit offer price ("**Discovered Price**") will be determined through the reverse book building process specified in Schedule II of the SEBI Delisting Regulations. In terms of the SEBI Delisting Regulations, the 'discovered price' will be the price at which Equity Shares are accepted through eligible bids, that takes the shareholding of the Acquirer to 90% (ninety percent) of the total issued Equity Shares of the Company, excluding the shares which are held by following:
- 9.1. custodian(s) holding shares against which depository receipts have been issued overseas;
 - 9.2. a trust set up for implementing an employee benefit scheme under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and
 - 9.3. inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
10. As per the SEBI Delisting Regulations, the Acquirer shall be bound to accept the Equity Shares tendered or offered in the Delisting Offer, if the Discovered Price determined through the reverse book building process is equal to the Floor Price or the indicative price offered by the Acquirer. The Acquirer shall be bound to accept the Equity Shares, at the Indicative Price, even if the price determined through the reverse book building process is higher than the Floor Price but less than

or equal to the Indicative Price. If the Discovered Price is more than the Floor Price or Indicative Price, then the Acquirer has the option to accept/ reject the Discovered Price. If the Discovered Price is rejected, the Acquirer may in its sole discretion propose a counter-offer, in accordance with the SEBI Delisting Regulations.

11. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or Indicative Price, offered by the Acquirer or any such price above the Floor Price as they deem fit. The Public Shareholders are requested to note that the Floor Price or Indicative Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the SEBI Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of one year from the date of delisting of Equity Shares of the Company and, in such a case, the Acquirer shall accept such Equity Shares at the same price at which the equity shares had been delisted.
12. In terms of Regulation 11 of the SEBI Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules made thereunder. Further, as per Regulation 11(4) of the SEBI Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon only if the votes cast by the Public Shareholders in favor of the Delisting Offer amounts to at least two times the number of votes cast by Public Shareholders against it.
13. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchanges, and other applicable statutory approval as may be required, a detailed public announcement of the Delisting Proposal will be made by the Acquirer in accordance with the SEBI Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the SEBI Delisting Regulations.
14. The Board, at its meeting held on Thursday, 16th November, 2023, have also granted the approval to the Company to seek the consent of the shareholders in relation to the Delisting Offer by way of a special resolution through postal ballot by way of electronic means Remote E-voting in accordance with Regulation 11 of the SEBI Delisting Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and any other applicable laws and the Company was also authorized to obtain approval of the Stock Exchange in accordance with the provisions of the SEBI Delisting Regulations and/or any other regulatory/ governmental authority/ third parties, as may be required, in relation to the Delisting Offer.
15. The acquisition by the Acquirer of all Equity Shares held by the Public Shareholders shall be conditional upon the following:
 - 15.1. the approval of the shareholders of the Company by way of a special resolution in accordance with the Regulation 11 of the SEBI Delisting Regulations, the Companies Act, 2013 and other applicable laws;
 - 15.2. receipt of the approval of the Stock Exchange in accordance with the SEBI Delisting Regulations and/ or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Offer;

- 15.3. the acceptance by the Acquirer of the 'Discovered Price' determined by the reverse book building process or the Acquirer providing a counter offer, in accordance the SEBI Delisting Regulations including other rights and obligations in terms of the SEBI Delisting Regulations;
 - 15.4. the number of the Equity Shares being validly tendered in the Delisting Offer is sufficient enough to result in the Delisting Offer being successful in accordance with the SEBI Delisting Regulations; and
 - 15.5. such other terms and conditions, inter alia, as may be set out in the 'detailed public announcement' or the 'letter of offer' to be made/ dispatched to the Public Shareholders, or any addendum or corrigendum thereto, that are proposed to be issued in accordance with the SEBI Delisting Regulations.
16. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the SEBI Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution, particularly noting the requirements of Regulation 11(4) of the SEBI Delisting Regulations.
 17. The Acquirer is concerned and interested in the above-mentioned resolution. None of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution except to the extent of their shareholding in the Company or nominated by the Acquirer.

**By order of the Board
For Inspirisys Solutions Limited**

**Place: Chennai
Date: 16th November, 2023**

**S.Sundaramurthy
Company Secretary**