

ISL/SS/SE/13/2019-2020

13th May, 2019

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: Intimation of Postal Ballot.

Further, to our intimation dated 10th May, 2019 informing about postal ballot, the copy of the notice of postal ballot is attached herewith.

The notice of postal ballot with the explanatory statement, instructions for e-voting and postal ballot form are available on the website of the company www.inspirisys.com

Thanking you.

Yours faithfully,

**For Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)**



**S. Sundaramurthy
Company Secretary**



Enclosed: As above



INSPIRISYS SOLUTIONS LIMITED

(Formerly Accel Frontline Limited)

CIN: L30006TN1995PLC031736

Registered Office: First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk, Chennai - 600 010. Tel: 044 - 4225 2000

Email: sundaramurthy.s@inspirisys.com Website: www.inspirisys.com

POSTAL BALLOT NOTICE

**(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH
THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)**

To

THE MEMBERS OF INSPIRISYS SOLUTIONS LIMITED (Formerly Accel Frontline Limited)

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, to transact the Special Business, set out in this Notice, as special / ordinary Resolution, through Postal Ballot by the Members of Inspirisys Solutions Limited (Formerly Accel Frontline Limited) ("the Company").

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102 of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope.

The Board of Directors of the Company at its meeting held on 09/05/2019 has appointed Mr.M.Alagar, Practicing Company Secretary (Membership No. F7488 and CoP No. 8196) of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot process/e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and other applicable provisions, if any, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time the Company has also extended e-voting facility to its members. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited ("NSDL"). The e-voting facility is available from 14/05/2019 (09:00 A.M.) till 12/06/2019 (05:00 P.M). For e-voting, please read the "process/instructions for e-voting" carefully enumerated in the notes to this Notice. It may be noted that e-voting is optional. If a Shareholder has voted through the e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through the e-voting facility as well as sends his vote through the Postal Ballot Form, only the vote cast through the e-voting shall be considered by the Scrutinizer and the voting done through Postal Ballot will be treated as invalid.

Members are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer, at the Registered Office of the Company at First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010 on or before 05:00 P.M. on 12/06/2019 which is the last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

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

The Scrutinizer, after completion of the scrutiny, will submit his report to the Company latest by 13/06/2019. The result of the Postal Ballot will be announced on 13/06/2019 at the Company's Registered Office. In addition to the results being communicated to the Stock Exchanges, the results along with the Scrutinizer's report will also be placed on the company's website at i.e. www.inspirisys.com and on the website of NSDL and it shall also be displayed at the Company's Registered Office.

SPECIAL BUSINESS:

Item No.: 1 TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to: (i) the provisions of Sections 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company; (ii) the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable, and the provisions of the Foreign Exchange Management Act, 1999 including any modification(s) or re-enactment(s) thereof, for the time being in force, and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchanges and/or any other statutory / regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto Rs. 56,25,000 (Fifty Six Lakhs Twenty Five Thousand only) equity shares of the Company of face value Rs. 10 (Rupees Ten only) each ("Equity Shares"), for cash, at an issue price which will not be lower than Rs. 52 and not higher than Rs. 57 per equity share; subject to the final price being not lower than the minimum price determined with reference to the Relevant Date of May 13, 2019 computed in terms of and in accordance with the provisions of Chapter V of the ICDR Regulations and Companies Act, 2013 by way of a preferential allotment to the following subscriber;

S. No.	Subscriber	Category	Number of Equity Shares	Consideration
1.	CAC Holdings Corporation, Japan.	Promoter	56,25,000	Cash consideration where all the Equity Shares are allotted aggregating to a minimum of Rs. 29,25,00,000 (calculated based on a price of Rs. 52;), maximum of Rs. 32,06,25,000 (calculated based on a price of Rs. 57), subject to the final price.

(hereinafter referred to as the "Subscriber").

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of determination of the minimum price of the Equity Shares to be issued and allotted as stated above shall be 13/05/2019, being the date falling 30 (thirty) days prior to the date of this postal ballot being held on 12/06/2019, to approve the preferential issue and allotment of Equity Shares thereof.”

“RESOLVED FURTHER THAT the allotment of the Equity Shares to the Subscriber shall be on such terms and conditions as may be determined by the Board including in accordance with the Companies Act, 2013 and the ICDR Regulations, including, but not limited to the following:

- (a) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permissions(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval(s) or permission(s).
- (b) The Equity Shares to be allotted to the Subscriber shall be in dematerialised form.
- (c) The Equity Shares to be allotted to the Subscriber shall, subject to receipt of necessary approvals for listing and trading, be listed and traded on the BSE Limited and the National Stock Exchange of India Limited.
- (d) The Equity Shares being allotted to the Subscriber shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and shall rank *pari-passu* with the existing fully paid up equity shares of the Company of face value Rs. 10 (Rupees Ten only) each in all respects, including dividend and voting rights.
- (e) The Equity Shares proposed to be allotted to the Subscriber shall remain locked-in from the date of trading approval granted for the Equity Shares for such periods as specified under the provisions of Chapter V of the ICDR Regulations.
- (f) The Equity Shares shall be allotted to the Subscriber for consideration to be received in cash.
- (g) The number of equity shares so offered, issued and allotted to the Subscriber shall not exceed the number of equity shares as approved hereinabove.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditors, being a Practicing Chartered Accountant, certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Subscriber has been recorded for the issue of invitation to subscribe to the Equity Shares and that a private placement offer letter in Form No. PAS-4 together with an application form be hereby issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares and consent of the members of the Company be and is hereby accorded for issuance of the same to the Subscriber.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Subscriber towards application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to take all actions and do all acts, deeds, matters and things as it may deem necessary, desirable or expedient, and to resolve and settle all questions and difficulties that may arise, and effect any modifications, changes, variation, alterations, additions and/or deletions to the

foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their consent or approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, the Board be and is hereby authorized to engage and appoint merchant banker, registrar, bankers, and other consultants and advisors, and their remuneration shall be decided by the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue and allotment of the Equity Shares, any one of the directors or key managerial personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance, trading and listing of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue and allotment of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Item No.: 2 DE-CLASSIFICATION OF CERTAIN PROMOTERS OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to necessary approval from the stock exchanges where the shares of the Company are listed, consent of the members be and is hereby accorded for de-classification of M/s. Accel Limited, M/s. Accel Systems Group Inc., and Mr. N. R. Panicker as promoters of the Company.”

“RESOLVED FURTHER THAT the outgoing promoters i.e. M/s. Accel Limited, M/s. Accel Systems Group Inc., and Mr. N.R. Panicker seeking de-classification have represented to the Company that they:

1. Do not together, hold more than 10% of the voting rights in the Company;
2. Do not exercise control over the affairs of the Company directly or indirectly;
3. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
4. Are not represented on the board of directors (including not having a nominee director) of the Company;
5. Do not act as a key managerial person of the Company;
6. Are not a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;
7. Are not fugitive economic offender.

“RESOLVED FURTHER THAT after such de-classification is approved by the relevant stock exchanges where the shares of the Company are listed, M/s. Accel Limited, M/s. Accel Systems Group Inc., and Mr. N.R. Panicker shall cease to be the Promoters of the Company.”

“RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to make application to BSE & NSE along with all the required documents and to do all deeds, things and acts as may be necessary and expedient to give effect the resolution in this regard.”

**By order of the Board
For Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)**

**Place: Chennai
Date: 09/05/2019**

**S.Sundaramurthy
Company Secretary**

NOTES :

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the members of the Company, whose names appear in the Register of Members and list of beneficial owners as received from the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 03/05/2019 (cut-off date) and these members will be entitled to participate in the postal ballot and the e-voting and the voting rights shall also be reckoned on the paid-up value of equity shares registered in the name of the Member(s) as on the said cut-off date. Notice shall also be available on the website of the Company at www.inspirisys.com
3. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of equity shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of equity shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode (i.e. through registered / speed post or courier), along with a postage prepaid self- addressed Business Reply Envelope to all the members of the Company.
4. Only a Member holding equity shares as of the cut-off date is entitled to exercise his vote through e-voting/physical ballot.
5. The Board of Directors have appointed Mr. M.Alagar, Practicing Company Secretary (Membership No. F7488 and CoP No. 8196) of M/s. M.Alagar & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer to conduct the postal ballot voting process including voting through electronic means, in a fair and transparent manner.
6. Postal ballot form and the postage pre-paid self-addressed business reply envelope is enclosed for use by the member(s).

7. Members can cast their vote online from 14/05/2019 (09:00 A.M. onwards) till 12/06/2019 (upto 5:00 P.M.) as the e-voting module shall be disabled for voting by NSDL thereafter, and no voting shall be allowed beyond 5:00 P.M. on 12/06/2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached postage pre-paid self-addressed business reply envelope (BRE), so as to reach the Scrutinizer on or before 5:00 P.M. on 12/06/2019. Please note that any Postal Ballot Form(s) received after said date and said will be treated as not having been received.
8. Documents related to the above mentioned resolution are open for inspection at the registered office of the Company on all working days (except Saturday, Sunday and national holidays) from 11:00 A.M. to 04:00 P.M. till 12/06/2019.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company / Depository Participant(s) for receiving all communication from the Company electronically.
11. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid, notwithstanding whichever option is exercised first. For voting, please read the "Procedure/instructions for voting" carefully enumerated herein:

12. PROCEDURE / INSTRUCTIONS FOR VOTING

PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

The instructions for Members for e-voting are as under:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

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

Details on Step 1 are mentioned below:

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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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. Your password details 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 mail box. Open the email and open the attachment i.e. a .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, your 'initial password' is communicated to you on your postal address.
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.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 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.

Details on Step 2 are given below:

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

1. After a successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 or by e-mail to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. The 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 or issues regarding e-voting you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available in the 'downloads' section of www.evoting.nsdl.com or call on Toll Free No. 1800-222-990 or send a request at evoting@nsdl.co.in
4. In case of electronic mode (for e-voting instructions), Members may go through the Instructions given in the Notice and in case of any queries / grievances in relation to voting by electronic means / postal ballot can be addressed to NSDL, Ms. Pallavi Mhatre, (Manager), NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Email: evoting@nsdl.co.in, Tel: 1800 222 990/ 91 22 2499 4200 / 91 22 24994545.
5. Mr. M.Alagar, Practicing Company Secretary (Membership No. F7488 and CoP No. 8196) of M/s. M.Alagar & Associates, Practicing Company Secretaries, Chennai, has been appointed as the Scrutinizer to conduct the postal ballot voting process including voting through electronic means in a fair and transparent manner.
6. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the result of the Postal Ballot will be announced on 13/06/2019 at the Registered Office of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.inspirisys.com and on the NSDL website.

7. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-voting, namely 12/06/2019.
8. The voting period begins at 09:00 AM on 14/05/2019 and will end at 05:00 PM on 12/06/2019. During this period the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 03/05/2019, may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. : 1

Approval of the members by way of a special resolution is required under the provisions of Section 62(1)(c) of the Companies Act, 2013, and the rules thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as well as under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). Therefore, in terms of the said sections, rules and regulations, the consent of the members of the Company is being sought for the issue and allotment of Equity Shares on a preferential basis to the Subscriber.

Pursuant to the ICDR Regulations, the allotment shall be made only in dematerialized form. The Equity Shares issued pursuant to preferential allotment shall rank *pari-passu* in all respects including with respect to dividend and voting rights, with the then fully paid up equity shares of the Company. Accordingly, the Board of the Company, vide its resolution passed at the Board meeting held on 09/05/2019 have approved that the Subscriber be issued and allotted Equity Shares by way of a preferential allotment and recommends the resolution as set out in Item No. 1 above to be passed by the members of the Company through a special resolution.

As required under and in compliance with Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 and the rules issued thereunder, as applicable, the relevant disclosures / details are given below:

1. Objects of the Preferential Issue :

The reason for preferential allotment of Equity Shares to CAC Holdings Corporation, Japan, the promoter of the Company, is to enable them to infuse additional capital in the Company for business expansion and growth and for general corporate purposes including, but not limited to, bringing down the short term and long term borrowings of the Company and / or to invest in new business opportunities. The capital infusion will also increase the net-worth of the Company on standalone basis and on a consolidated basis making the Company net-worth positive.

2. Maximum number of specified securities to be issued :

The maximum number of equity shares to be issued by way of the preferential allotment is upto 56,25,000 (Fifty Six Lakhs Twenty Five Thousand only) equity shares.

3. The price band or price at/within which the allotment is proposed : The Equity Shares will be issued at an issue price which will not be lower than Rs. 52 and not higher than Rs. 57 per equity share; subject to the final price being not lower than the minimum price determined with reference to the Relevant Date of May 13, 2019 computed in terms of and in accordance with the provisions of Chapter V of ICDR Regulations.

4. Relevant Date with reference to which the price has been arrived : The relevant date as per the ICDR Regulations for the determination of the minimum price per equity share pursuant to the preferential

allotment is 13/05/2019 ("Relevant Date") (being the date 30 days prior to the date of passing the special resolution, which is to be passed through postal ballot), to approve the proposed preferential issue.

5. The class or classes of persons to whom such allotment is proposed to be made: The allotment is proposed to be made to the promoter of the Company.

6. The change in control if any, in the Company that would occur consequent to the preferential offer- There shall be no change in control of the Company pursuant to the issue of the Equity Shares.

7. Lock in period : The Equity Shares shall be locked-in for such period as may be specified under Regulation 167(1) of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Subscriber, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

8. Auditor's certificate : Company has obtained a certificate from M/s. Walker Chandiook & Co LLP, Chartered Accountants, Statutory Auditors of the Company, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations. This certificate is also open for inspection by the members at the registered office of the Company on all working days except Saturdays, Sundays and national holidays, between 11:00 A.M. to 04:00 P.M from the date hereof till 12/06/2019.

9. Number of persons to whom allotment on preferential basis has already been made during the year or during this year : During the calendar year 2019, the Company has made allotment on preferential basis to one entity on March 27, 2019, wherein 42,30,000 equity shares were allotted, at a price of Rs. 62.14 per equity share. Further, for this financial year 2019-20, no preferential allotment has been made by the Company.

10. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

CAC Holdings Corporation, the proposed Subscriber, is the promoter of the Company and intends to subscribe to the Equity Shares of the Company. None of the directors or key managerial personnel intends to subscribe to the Equity Shares in the proposed preferential issue.

11. Shareholding pattern of the Company before and after the preferential issue of Equity Shares:

The pre issue and post issue shareholding pattern of the Company is as follows :

S. No.	Category	Pre Issue*		Post Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A.	Promoter & Promoter Group				
1	Indian	-	-	-	-
	Foreign				
	Bodies Corporate	2,20,87,125	64.98	2,77,12,125	69.95
	Sub Total (A) Total Promoter and Promoter Group shareholding	2,20,87,125	64.98	2,77,12,125	69.95
B.	Public				
1.	Institutions				

	Financial Institutions / Banks	29,890	0.09	29,890	0.08
2.	Non-Institutions				
	Individuals	59,74,530	17.58	59,74,530	15.08
	NBFCs registered with RBI	1,100	0.00	1,100	0.00
	IEPF	31,339	0.09	31,339	0.08
	Hindu Undivided Family	3,23,372	0.95	3,23,372	0.82
	Non Resident Indians	3,27,427	0.96	3,27,427	0.83
	Clearing Member	1,42,298	0.42	1,42,298	0.36
	Bodies Corporate	50,74,792	14.93	50,74,792	12.81
	Sub Total (B) Total Public Shareholding	1,19,04,748	35.02	1,19,04,748	30.05
	GRAND TOTAL (A+B)	3,39,91,873	100	3,96,16,873	100

* Note: The pre-issue shareholding pattern is as on 31/03/2019.

12. Time frame within which the preferential issue shall be completed :

As required under the ICDR Regulations, the Company shall complete the preferential allotment of Equity Shares on or before the expiry of 15 days from the date of passing the special resolution contained in this notice, by the shareholders, provided, that where the allotment of Equity Shares is subject to receipt of any approval(s) or permissions(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval(s) or permission(s).

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The proposed allottee in the preferential issue is the existing promoter of the Company, i.e., CAC Holdings Corporation, Japan, which is a professionally managed company listed on the Tokyo Stock Exchange, First Section (Securities Code : 4725) and the beneficial owners are the shareholders of CAC Holdings Corporation, Japan.

Further, pursuant to the proposed allotment under the preferential issue, the percentage of the equity share capital held by the Subscriber (who is also the existing promoter of the Company), will be 69.95%. The Subscriber was in control of the Company prior to this preferential issue and allotment, and will continue to be in control of the Company after this preferential issue and allotment. Therefore, there will be no change in control.

14. The Company hereby undertakes that it would re-compute the price of the Equity Shares in terms of the provisions of ICDR Regulations, if it is required to do so.

15. The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated under the provisions of Chapter V of the ICDR Regulations, the Equity Shares shall continue to be locked in till the time such amounts is bought in / paid by the Subscriber.

16. The Company hereby undertakes that the Company, the promoters and directors of the Company are not wilful defaulters and therefore, are not required to make any disclosures in accordance with the ICDR Regulations.

Mr. Malcolm F. Mehta and Mr. Bin Cheng being Nominee Directors of CAC Holdings Corporation, Japan

and their relatives are interested in the resolution set out at Item No. 1 of the notice, which pertains to the preferential issue and allotment of equity shares to CAC Holdings Corporation, Japan.

Save and except the above, none of the other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No.1 of the notice for approval by the shareholders.

Item No. : 2

M/s. Accel Limited, M/s. Accel Systems Group Inc., and Mr. N.R. Panicker have requested Inspirisys Solutions Limited (Formerly Accel Frontline Limited) ("Company") to de-classify them as promoters, since they disposed all their respective shares of the Company, such request being made pursuant to Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"). Under the LODR Regulations, any promoter or person belonging to the promoter group who does not desire to be classified as a promoter or as part of the promoter group of a company, must submit a request to the company stating the same with the rationale for doing so, which should be considered by the company, and be subject to the approval of the shareholders and concerned stock exchanges, where the shares of the Company are listed.

Taking into consideration the request for declassification received vide communication dated 08th February, 2019 from M/s. Accel Limited, M/s. Accel Systems Group Inc. and Mr. N.R. Panicker addressed to the Company, the Board at its meeting held on 23rd February, 2019 considered their request to de-classify them as promoter.

Further, and as per our discussions with the stock exchanges, de-classification of promoters requires the approval of the Members of the Company in terms of Regulation 31A of the LODR Regulations.

For the reasons set out above, the Board of Directors recommends the ordinary resolution as set out in the item No. 2 of the Notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are interested or concerned in the said resolution.

**By order of the Board
For Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)**

**Place: Chennai
Date: 09/05/2019**

**S.Sundaramurthy
Company Secretary**