



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 (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, that 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 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Companies (Management and Administration) Rules, 2014 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, 16th August, 2024 ("**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.

The Remote E-voting shall commence on Wednesday, 21st August, 2024, at 09:00 a.m. (IST) and will end on Thursday, 19th September, 2024 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

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., 05.00 p.m. (IST) on Thursday, 19th September, 2024, 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 Companies (Management and Administration) Rules, 2014, 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, (Firm Registration No. P2011TN078800) 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 Friday, 20th September, 2024, 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 (19th September 2024) 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

SPECIAL BUSINESS:

Appointment of Mrs. Cauvery Dharmaraj, (DIN: 02917088) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 16(1)(b), 17(1C) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, Mrs. Cauvery Dharmaraj (DIN: 02917088), who was appointed as an additional director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from August 08, 2024 in terms of Section 161 of the Companies Act, 2013 and Article 125 of the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, 2015 and is eligible for appointment under the provisions of the Companies Act, 2013, the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years upto August 07, 2029.

“RESOLVED FURTHER THAT the Board of Directors / Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution”.

“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: 08th August, 2024**

**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. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on 16th August, 2024 (“**Cut Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Register of Transfer Agent / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not sent to Members for this Postal Ballot.
3. 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 Depository Participants (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.
4. The Postal Ballot Notice will also be available on Company's website at www.inspirisys.com and NSDL website www.evoting.nsdl.com.
5. All members are requested to cast their votes only through remote e-voting as per the procedure.
6. 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 i.e., 16th August 2024.
7. The Remote E-voting period will commence on Wednesday, 21st August, 2024, at 09:00 a.m. (IST) and will end on Thursday, 19th September, 2024, at 05.00 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.
8. 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 05:00 p.m. (IST).
9. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Thursday, 19th September, 2024, at 05.00 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 Companies (Management and Administration) Rules, 2015.
10. 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 authorized person. A member cannot exercise his vote by proxy on postal ballot.
11. 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.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., 19th September, 2024.
13. Any member who did not receive the Notice may send an email to sundaramurthy.s@inspirisys.com.

14. 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 Companies (Management and Administration) Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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	Wednesday, 21st August, 2024, at 09:00 A.M (IST)
End of remote e-voting	Thursday, 19th September, 2024, at 05.00 P.M (IST).

The remote e-voting module shall be disabled by NSDL for voting at 05:00 pm (IST) on Thursday, 19th September, 2024. 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"> <li data-bbox="787 289 1445 829">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.nsd.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 redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. <li data-bbox="787 829 1445 1039">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="787 1039 1445 1606">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. <li data-bbox="787 1606 1445 1749">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </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(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE POSTAL BALLOT NOTICE

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 08th August, 2024 appointed Mrs. Cauvery Dharmaraj (DIN: 02917088) as an Additional Director of the Company in the capacity of Independent Director to hold office from 08th August, 2024. As per the provisions under Section 160 of the Companies Act, 2013, the Company received requisite notice from a Member proposing Mrs. Cauvery Dharmaraj as a candidate for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Ms. Cauvery Dharmaraj, is a post graduate in Human Resource Management from Xavier School of Management (XLRI). She started her career in the year 1992 with Royal Enfield Motors Limited as an Assistant Manager – Human Resource. After a two (2) years stint at the corporate office and an additional six (6) years with Tranquilmoney Inc., she has trained in non-violent communication and is a certified HR competency assessor, as well as an accredited instructor in Standard Mental Health First Aid and a NIMHANS/ASK certified lay counselor and she became an independent Human Resource Consultant where the main focus was on setting up HR systems for startups, project based consulting in the areas of performance evaluation, review systems and compensation structures for a period of nine (9) years from 1994 to 2003.

She is a Non-Executive Independent Director in ESAB India Limited from 23rd March 2023 till present. She is also the Chairperson of the Corporate Social Responsibility Committee and a member of Nomination and Remuneration Committee of the said company.

Ms. Cauvery Dharmaraj, is also an Accredited Instructor for Mental Health First Aid (MHFA). The aim is to increase information around mental health, reduce stigma and encourage normalization of mental health as an integral part of our daily lives. She is a core team member of NHRD's Mind Matters campaign to raise awareness on mental health across workplaces, and instrumental in the creation of its unique free-to-download employer tool kit for mental health at the workplace. Her particular strength in the area of competency frameworks is further leveraged by a Certification in HR Competency assessment with XLRI, CII and the National NHRD Network.

Ms. Cauvery Dharmaraj was also Co-founder and Director of Kelsa Management Solutions Private Limited from 2010 until late 2020. Her experience with people processes, organization design and leadership development has helped to build a sound reputation for the said company in these areas.

The proposed Special Resolution set out at Item No.1 seeks the approval of members for the appointment of Mrs. Cauvery Dharmaraj as an Independent Director of the Company for a term of five years with effect from 8th August, 2024 to 07th August, 2029 in pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of Nomination and Remuneration Committee and Board, considering her positive attributes, knowledge, experience and expertise, Mrs. Cauvery Dharmaraj fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter of appointment of Mrs. Cauvery Dharmaraj as an Independent Director would be available for inspection in electronic mode.

The Board considers that the proposed appointment of Mrs. Cauvery Dharmaraj as an Independent Director will be of immense benefit to the Company.

Except Mrs. Cauvery Dharmaraj, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure A with this Notice.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No.1 to the shareholders of the Company.

ANNEXURE A

The Information in respect of Item No.1 in accordance with Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards – 2 about the Director seeking Appointment is furnished hereunder.

Particulars	Item No.1
Name of the Director	Mrs. Cauvery Dharmaraj
DIN	02917088
Date of Birth	20/06/1967
Date of First Appointment on the Board	08/08/2024
Qualification	Postgraduate in Human Resource Management at XLRI, Jamshedpur
Nature of expertise or experience in specific functional areas	She has a vast knowledge base and experience in the field of Human Resources spanning over more than three decades
List of other Listed / Public Companies in which Directorship held	ESAB India Limited
Listed Entities form which resigned in the past three years	Nil
Number of Board meetings attended during last year and Chairperson / Member of the Committee of the Board of Directors of the Company	N.A.
Chairperson / Member of the Committee of other listed / public companies in which she is a Director	1. Chairperson of Corporate Social Responsibility Committee in ESAB India Limited 2. Member of Nomination and Remuneration Committee in ESAB India Limited
Number of Shares held in the Company (Both own or held by / for other persons on a beneficial basis)	Nil

Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if any	As per the provisions of Section 197 of the Companies Act, 2013, the Non-Executive Directors are entitled for sitting fees and reimbursement of expenses for participation in meetings.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	She is not related to Promoters, Directors and other Key Managerial Personnel in the Company.
Justification for choosing the appointee for appointment as an Independent Director	Ms. Cauvery Dharmaraj has experience and expertise in the field of human resources management, social development and community engagement. Her induction as Independent Director would bring in value addition to the Company.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Her experience with people processes, organization design and leadership development will help to build a sound reputation for the company in these areas.

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

**Place: Chennai
Date: 08th August, 2024**

**S.Sundaramurthy
Company Secretary**