

ISL/SS/SE/57/2024-2025
20th December, 2024

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

Sub: Proceedings relating to the resolutions passed by way of postal ballot through e-voting by the Shareholders of Inspirisys Solutions Limited.

Pursuant to sections 108 and 110 of the Companies Act, 2013 read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, 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 08th 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 08th December 2021, General Circular No. 03/2022 dated 05th May, 2022, General Circular No. 11/2022 dated 28th December 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No.09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India 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, SEBI/HO/CFD/CFD PoD 2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India 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 an ordinary and 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 furtherance to the above said circulars, the company has issued the postal ballot notice dated 08th November, 2024, to obtain approval from shareholders only through the e-voting system on resolution set forth in the postal ballot notice dated 08th November, 2024 of the Company.

The Board of Directors in their meeting held on 08th November, 2024, appointed Mr. M. Alagar, Managing Partner (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 through e-voting process in a fair and transparent manner.

The Notice of the postal ballot along with explanatory statement were sent only by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent or Depository / Depository Participants.

The Notice of the postal ballot was also placed on the website of the Company.

The Company completed the dispatch of notice of postal ballot by email on 19th November, 2024. The notice of completion of dispatch of postal ballot was published in all editions of Financial Express in India (in English language) and in Makkal Kural (in Tamil language) on 20th November, 2024.

It was informed to the shareholders that the company has offered e-voting facility through National Securities Depository Limited (NSDL) to cast their votes electronically and the e-voting window was open from 09:00 AM IST on 20th November, 2024 till 05:00 PM IST on 19th December, 2024 as contained in Item No. 1 to 3 of the Notice of the Postal Ballot.

The scrutinizer after carrying out the scrutiny of votes casted electronically submitted his report on 20th December, 2024.

The consolidated results are extracted herein:

SI.No	Particulars of Resolutions	Type of Resolution	Votes casted Favour (In Numbers)	Votes casted Favour (In %)	Votes casted Against (In Numbers)	Votes casted Against (In %)
1.	Appointment of Mr. Satoshi Iwanaga, (DIN: 10817792) as Non-Executive (Non-Independent) Director of the Company	Ordinary	27799135	99.996	1079	0.004

2.	Re-appointment of Mr. M S Jagan, (DIN: 02002827) as an Independent Director of the Company for a second consecutive term of 5 years	Special	27799010	99.996	1179	0.004
3.	Re-appointment of Mr. Murali Gopalakrishnan, (DIN: 08066529) as the Whole Time Director, designated as Executive Director cum Chief Executive Officer of the Company for a term of 3 (three) years	Special	27798980	99.996	1209	0.004

Special Business:

Resolution No.: 1 – Ordinary Resolution

Appointment of Mr. Satoshi Iwanaga, (DIN: 10817792) as Non-Executive (Non-Independent) Director of the Company.

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

“RESOLVED THAT pursuant to Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Regulation 17 and other applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, Mr. Satoshi Iwanaga (DIN: 10817792), who has been proposed to be appointed as a Director (Non-Executive & Non-Independent) of the Company by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, with effect from 01st January, 2025 pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, subject to the approval of the members at the general meeting or postal ballot as required and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company whose directorship is liable to retirement by rotation.”

“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.”

The Ordinary resolution was passed with requisite majority as follows:

Particulars	E-Votes	Ballot Votes	Total
Votes cast in 'FAVOUR' of the resolution	2,77,99,135	-	2,77,99,135
Votes cast 'AGAINST' the resolution	1,079	-	1,079
Percentage of Votes cast in 'FAVOUR'	99.996	-	99.996

Based on the above, the aforesaid Ordinary Resolution stands approved by the Members with the requisite majority.

Resolution No.: 2 – Special Resolution

Re-appointment of Mr. M S Jagan, (DIN: 02002827) as an Independent Director of the Company for a second consecutive term of 5 years **(Special Resolution)**.

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 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. M S Jagan (DIN: 02002827), who has submitted a declaration that he meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation), to hold office for a second consecutive term of five years, with effect from 07th February, 2025 to 06th February, 2030 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.”

“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.”

The Special resolution was passed with requisite majority as follows:

Particulars	E-Votes	Ballot Votes	Total
Votes cast in 'FAVOUR' of the resolution	2,77,99,010	-	2,77,99,010
Votes cast 'AGAINST' the resolution	1,179	-	1,179
Percentage of Votes cast in 'FAVOUR'	99.996	-	99.996

Based on the above, the aforesaid Special Resolution stands approved by the Members with the requisite majority.

Resolution No.: 3 – Special Resolution

Re-appointment of Mr. Murali Gopalakrishnan, (DIN: 08066529) as the Whole Time Director, designated as Executive Director cum Chief Executive Officer of the Company for a term of 3 (three) years **(Special Resolution)**.

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to Re-appoint Mr. Murali Gopalakrishnan (DIN: 08066529) as a Whole Time Director, designated as Executive Director cum Chief Executive Officer – Key Managerial Personnel (KMP) of the Company (whose directorship is liable to retirement by rotation) for the period of (3) three years from 01st April, 2025 to 31st March, 2028 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Postal Ballot, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Murali Gopalakrishnan (DIN: 08066529) and the Company, subject to the same not exceeding the limits specified under Sections 197, 198, 200 and Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

"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."

The Special resolution was passed with requisite majority as follows:

Particulars	E-Votes	Ballot Votes	Total
Votes cast in 'FAVOUR' of the resolution	2,77,98,980	-	2,77,98,980
Votes cast 'AGAINST' the resolution	1,209	-	1,209
Percentage of Votes cast in 'FAVOUR'	99.996	-	99.996

Based on the above, the aforesaid Special Resolution stands approved by the Members with the requisite majority.

Kindly take this into your records and acknowledge the receipt.

Thanking You,

Yours Faithfully,

For Inspirisys Solutions Limited

S. Sundaramurthy
Company Secretary & Compliance Officer