

ISL/SS/SE/41/2024-2025
20th September, 2024

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
Symbol: INSPIRISYS	Scrip Code: 532774

Dear Sir / Madam,

Sub: Proceedings relating to the resolution 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 and General Circular No. 09/2023 dated 25th September, 2023 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 and SEBI/HO/CFD/CFD PoD 2/P/CIR/2023/167 dated October 07, 2023 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 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 furtherance to the above said circulars, the company has issued the postal ballot notice dated 08th August, 2024, to obtain approval from shareholders only through the e-voting system on resolution set forth in the postal ballot notice dated 08th August, 2024 of the Company.

The Board of Directors in their meeting held on 08th August, 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 20th August, 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 21st August, 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 21st August, 2024 till 05:00 PM IST on 19th September, 2024 as contained in Item No. 1 of the Notice of the Postal Ballot.

Special Business:

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

The Special resolution was passed with requisite majority as follows:

Particulars	E-Votes	Ballot Votes	Total
Votes cast in 'FAVOUR' of the resolution	2,81,46,989	-	2,81,46,989
Votes cast 'AGAINST' the resolution	1,328	-	1,328
Percentage of Votes cast in 'FAVOUR'	99.99	-	99.99

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