

ISL/SS/SE/42/2024-2025  
20<sup>th</sup> September, 2024

The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
<b>Trading Symbol: INSPIRISYS</b>	<b>Scrip Code: 532774</b>

Dear Sir / Madam,

**Sub: Postal Ballot E-voting Results.**

In compliance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Postal Ballot Voting Results in the prescribed format, along with Scrutinizer's Report on the resolution passed through postal ballot.

Kindly acknowledge and take this into your records.

Thanking You,

Yours Faithfully,

**For Inspirisys Solutions Limited**



**S. Sundaramurthy**  
Company Secretary



Encl. as above

20<sup>th</sup> September, 2024.

Sub: Declaration of Voting Results of the Postal Ballot.

The details are as follows;

Sl.No.	Notice Item	Resolution (Ordinary / Special)	Mode of voting
1	Appointment of Mrs. Cauvery Dharmaraj, (DIN: 02917088) as an Independent Director of the Company.	Special	Remote E-Voting

Based on the Report of the scrutinizer, I hereby declare that;

1. As per the provisions of Section 114(2)(c) of the Companies Act, 2013 the number of valid votes cast in favour of the Special Resolution are 2,81,46,989 votes, which is more than three times the number of valid votes cast against the Special Resolution i.e., 1,328 votes. Therefore the Special Resolution as set out in the Notice of Postal Ballot dated 08<sup>th</sup> August, 2024 has been passed with the requisite majority as per the provisions of the Companies Act, 2013.

This is for your information and records.

Thanking You,

Yours Faithfully,

**For Inspirisys Solutions Limited**



**S. Sundaramurthy**  
Company Secretary



## SCRUTINIZER REPORT ON THE POSTAL BALLOT

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

**To,**  
**The Chairperson,**  
**Inspirisys Solutions Limited,**  
First Floor, Dowlath Towers,  
New Door Nos.57, 59, 61 & 63,  
Taylors Road, Kilpauk,  
Chennai – 600010

**Sub: Scrutinizer's Report on passing of the Resolutions set-out in the postal ballot notice dated August 08, 2024, through remote e-Voting**

Dear Sir,

1. I M. Alagar, Practicing Company Secretary (COP No.8196), Managing Partner of M. Alagar & Associates, (Firm Registration No. : P2011TN078800) a peer reviewed firm of Practicing Company Secretaries, Chennai have been appointed as the Scrutinizer by the Board of Directors of **Inspirisys Solutions Limited** ("**the Company**"), to scrutinize the postal ballot through remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on the postal ballot resolutions contained in postal ballot notice dated August 08, 2024 ("**the Notice**") in accordance with the provisions of Section 108 and 110 of Companies Act, 2013 ("**the Act**"), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") as amended from time to time and subject to Regulation 25 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**the MCA**"), vide General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April, 2020, and subsequent circulars of which latest being 09/ 2023 dated September 25, 2023 (collectively "**the MCA Circulars**") allowing the companies to conduct postal ballot process through e-voting.
2. I submit the report as under;
  - (i) The company has completed the dispatch of Notice of Postal Ballot by e-mail on August 20, 2024 to its Members, whose name appeared on the Register of Members / List of Beneficial Owners as on August 16, 2024 ("**Cut Off Date**").





- (ii) The company has made an advertisement regarding dispatch of postal ballot notice in Financial Express (English Language) and in Makkal Kural (Tamil Language) dated August 21, 2024.
- (iii) The Company had availed the voting facility offered by National Securities Depository Limited (NSDL), for facilitating remote e-Voting to enable the members to exercise their right to vote by electronic means.
- (iv) The remote E-voting period commenced on Wednesday, August 21, 2024, at 09:00 a.m. (IST) and ended on Thursday, September 19, 2024 at 05.00 p.m. (IST) and the e-voting facility for members was immediately disabled thereafter.
- (v) At the end of the e-voting period, the results were downloaded from NSDL's e-voting platform (<https://www.evoting.nsdl.com>).
- (vi) Particulars of electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014 as amended.
- (vii) The shareholders exercised their voting only by electronic mode and a summary of e-voting results is given hereunder below:-

**Resolution No: 1**

Special Resolution for appointment of Mrs. Cauvery Dharmaraj, (DIN: 02917088) as an Independent Director of the Company

S. No	Particulars	Total	Assent	Dissent
1.	Total Number of members voting	86	70	16
2.	Number of votes cast by them	28148317	28146989	1328
3.	<b>% of votes cast</b>	<b>100%</b>	<b>99.9953%</b>	<b>0.0047%</b>

**RESULT:**

I report that the Special Resolution with regard to Resolution No. 1 as set out in the postal ballot notice dated August 08, 2024 has been passed by the members with requisite majority.



**M. Alagar & Associates**  
Company Secretaries

Voting details as required under Regulation 44(3) of SEBI (LODR) Regulations 2015, is enclosed as Annexure-1 of this report.

(viii) The Electronic data and relevant records relating to remote e-Voting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the postal ballot and thereafter the same will be handed over to the Company Secretary for the safe keeping.

(ix) You may accordingly declare the result of voting through Postal Ballot.

Thanking you  
Yours truly,

**For M. Alagar & Associates**  
**Practising Company Secretaries**  
**Firm Registration No: P2011TN078800**  
**Peer Review Certificate No.:1707/2022**

  
**M. Alagar**  
**Managing Partner**  
**FCS: 7488/COP: 8196**  
**UDIN: F007488F001261785**

**Date: September 20, 2024**  
**Place: Chennai**



Counter Signed

**For Inspirisys Solutions Limited**

**Koji Iketani**  
**Chairman and Non-Executive Director**  
**DIN: 08486128**

**Annexure -1**

<b>Date of the AGM / EGM</b>	Not Applicable (Resolution passed through Postal Ballot on September 19, 2024 being the last date for e-voting)
<b>Total Number of Shareholders on record date (i.e., August 16, 2024 – cut-off date for voting purpose)</b>	7017
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  <b>Promoter and Promoter Group:</b>  <b>Public:</b>	Not Applicable (Resolutions Passed through Postal Ballot)
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>  <b>Promoter and Promoter Group:</b>  <b>Public:</b>	Not Applicable (Resolutions Passed through Postal Ballot)



The details of Voting Results with regard to the Special Resolution as required under Regulation 44(3) of the SEBI Listing Regulations, are as under:

<b>Resolution No.</b>			1. Appointment of Mrs. Cauvery Dharmaraj, (DIN: 02917088) as an Independent Director of the Company					
<b>Resolution required: (Ordinary/ Special)</b>			Special Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]* 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>Remote E-Voting</b>	2,77,12,125	2,77,12,125	100.0000	2,77,12,125	0	100.0000	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>2,77,12,125</b>	<b>2,77,12,125</b>	<b>100.0000</b>	<b>2,77,12,125</b>	<b>0</b>	<b>100.0000</b>
<b>Public-Institutions</b>	<b>Remote E-Voting</b>	2,552	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>2,552</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non Institutions</b>	<b>Remote E-Voting</b>	1,19,02,196	4,36,192	3.6648	4,34,864	1,328	99.6955	0.3045
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>1,19,02,196</b>	<b>4,36,192</b>	<b>3.6648</b>	<b>4,34,864</b>	<b>1,328</b>	<b>99.6955</b>
<b>Total</b>		<b>3,96,16,873</b>	<b>2,81,48,317</b>	<b>71.0513</b>	<b>281,46,989</b>	<b>1,328</b>	<b>99.9953</b>	<b>0.0047</b>

