

ISL/SS/SE/18/2025-2026  
27<sup>th</sup> June, 2025

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
Trading Symbol: INSPIRISYS	Scrip Code: 532774

Dear Sir / Madam,

**Sub.:** 30<sup>th</sup> Annual General Meeting Results of Remote E-Voting and E-Voting at AGM.

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find the enclosed Voting Results along with Scrutinizer Report on the resolutions passed at the 30<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> June, 2025.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully

For, Inspirisys Solutions Limited



**S. Sundaramurthy**  
Company Secretary & Compliance Officer



Encl.: as above

27<sup>th</sup> June, 2025

**Sub: Declaration of Voting Results of the 30<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> June, 2025, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 02.00 P.M.**

The details are as follows:

Si. No.	Notice Items	Resolutions (Ordinary / Special)	Mode of Voting – Remote e-voting / e-voting at AGM
1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2025 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting / e-voting at AGM
2	To appoint a Director in place of Mr. Murali Gopalakrishnan, (DIN: 08066529) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	
3	Appointment of Secretarial Auditors M/s. S Dhanapal & Associates LLP, Practicing Company Secretary (Firm Reg. No. L2023TN014200) for a term of 5 years.	Ordinary	

Based on the report of the scrutinizer, I hereby declare that the resolutions for the above-mentioned items have been passed with requisite majority by the shareholders.

Thanking You,

**For, Inspirisys Solutions Limited**



**S. Sundaramurthy**  
Company Secretary & Compliance Officer



**CONSOLIDATED REPORT OF THE SCRUTINIZER**

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

To,  
The Chairperson,  
Inspirisys Solutions Limited  
1<sup>st</sup> Floor, Dowlath Towers,  
New Door Nos.57, 59, 61 & 63  
Taylors Road, Kilpauk  
Chennai – 600010

**Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 30<sup>th</sup> Annual General Meeting (AGM) of Inspirisys Solutions Limited held on Friday, June 27, 2025 at 02.00 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).**

1. The 30<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **Inspirisys Solutions Limited ("The Company")** was held on Friday, June 27, 2025 at 02.00 PM through Video Conferencing / Other Audio Visual Means, pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("LODR Regulations").
2. I, **M Alagar , Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the votes cast through remote E-Voting and E-Voting at the AGM for passing the items on the agenda as contained in the 30<sup>th</sup> AGM Notice dated May 09, 2025.
3. In view of the relaxation by the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 2/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, General Circular No. 09/2023 dated 25<sup>th</sup> September 2023, MCA Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 (Collectively referred as "**MCA Circulars**") and Securities and Exchange Board of India ("SEBI") vide its Circular 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, Circular No. 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 (Collectively referred as "**SEBI Circulars**"), which permits the conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of





the above mentioned circulars the physical presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members who have attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. As required under Section 101 of the Act read with aforementioned circulars issued by MCA and SEBI, the Notice of 30<sup>th</sup> AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "Financial Express" (English) and "Makkal Kural" (Tamil) on June 04, 2025.
5. The Company had availed the voting facility offered by National Securities Depository Limited (NSDL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
6. The members of the Company holding shares as on the "**Cut-off**" date of (i.e. on Thursday, June 19, 2025) were entitled to vote on the resolution as set out in the AGM Notice.
7. The remote E-Voting commenced on Monday, 23<sup>rd</sup> June, 2025, 09:00 AM (IST) and ended on Thursday, 26<sup>th</sup> June, 2025 at 05:00 PM (IST) and the NSDL E-Voting platform was closed in due time.
8. The members who had voted by remote E-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
9. The management of the Company is responsible to ensure compliance with the requirements of the of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to remote E-voting prior to the AGM and E-voting during the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote E-voting prior to the AGM and E-voting during the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from e-voting system provided by NSDL, the agency engaged by the Company to provide remote E-voting facility prior to and E-voting facility during the AGM.
11. Based on the data downloaded from NSDL e-voting system I now submit my consolidated report on the results of remote E-voting prior to and E-voting during the AGM in respect of the resolutions proposed in the Notice of the AGM as under:



**Resolution No.1**

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Reports of the Board of Directors and Auditors thereon. (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	45	44	1
2.	Number of votes cast by them	28157341	28157338	3
3.	% of votes cast	100.0000	100.0000	0.0000

**RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

**Resolution No.2**

To appoint a Director in place of Mr. Murali Gopalakrishnan, (DIN: 08066529) who retires by rotation and, being eligible, offers himself for re-appointment. (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	44	42	2
2.	Number of votes cast by them	28156741	28156638	103
3.	% of votes cast	100.0000	99.9996	0.0004

**RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

**Resolution No.3**

To appoint M/s. S Dhanapal & Associates LLP, Practicing Company Secretary, Firm Registration No: L2023TN014200 as Secretarial Auditors for a term of 5 years, to hold office from the conclusion of the thirtieth Annual General Meeting of the Company till the



conclusion of the thirty fifth Annual General Meeting of the Company (**Ordinary Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	44	42	2
2.	Number of votes cast by them	28156741	28156638	103
3.	% of votes cast	100.0000	99.9996	0.0004

**RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For **Alagar & Associates LLP**  
(Formally known as M. Alagar & Associates)  
Practising Company Secretaries  
Firm Registration No: L2025TN019200  
Peer Review Certificate No:6814/2025

  
**M. Alagar**  
Managing Partner  
FCS: 7488  
COP: 8196  
UDIN: F007488G000673725



Date: June 27, 2025  
Place: Chennai

Counter Signed  
For **Inspirisys Solutions Limited**  
**SATOSHI IWANAGA**  
Digitally signed by  
SATOSHI IWANAGA  
Date: 2025.06.27  
19:26:42 +05'30'

**Satoshi Iwanaga**  
Chairman and Non-Executive Director  
DIN: 10817792



# Annexure I

The details of Voting Results with regard to the Ordinary Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.			1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2025, together with the Reports of the Board of Directors and Auditors thereon.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27712125	27712125	100.0000	27712125	0	100.0000	0.0000
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27712125	100.0000	27712125	0	100.0000	0.0000
Public-Institutions	E-Voting	1500	0	0.0000	0	0	0.0000	0.0000
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1500	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	11903248	445216	3.7403	445213	3	99.9993	0.0007
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11903248	3.7403	445213	3	99.9993	0.0007
Total		39616873	28157341	71.0741	28157338	3	100.0000	0.0000



<b>Resolution No.</b>			2. To appoint a Director in place of Mr. Murali Gopalakrishnan, (DIN: 08066529) who retires by rotation and being eligible offers himself for re-appointment.					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]* 100	No. of Votes in favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes against on votes polled  (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	27712125	27712125	100.0000	27712125	0	100.0000	0.0000
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27712125	100.0000	27712125		100.0000	0.0000
Public- Institutions	E-Voting	1500	0	0.0000	0	0	0.0000	0.0000
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1500	0	0	0	0	0.0000
Public- Non Institutions	E-Voting	11903248	444616	3.7352	444513	103	99.9768	0.0232
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11903248	444616	444513	103	99.9768	0.0232
<b>Total</b>		<b>39616873</b>	<b>28156741</b>	<b>71.0726</b>	<b>28156638</b>	<b>103</b>	<b>99.9996</b>	<b>0.0004</b>





<b>Resolution No.</b>			3. To appoint M/s. S Dhanapal & Associates LLP, Practicing Company Secretary, Firm Registration No: L2023TN014200 as Secretarial Auditors for a term of 5 years, to hold office from the conclusion of the thirtieth Annual General Meeting of the Company till the conclusion of the thirty fifth Annual General Meeting of the Company					
<b>Resolution required: (Ordinary/ Special)</b>			Ordinary Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]* 100	No. of Votes in favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27712125	27712125	100.0000	27712125	0	100.0000	0.0000
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27712125</b>	<b>100.0000</b>	<b>27712125</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	1500	0	0.0000	0	0	0.0000	0.0000
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	11903248	444616	3.7352	444513	103	99.9768	0.0232
	E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>444616</b>	<b>3.7352</b>	<b>444513</b>	<b>103</b>	<b>99.9768</b>	<b>0.0232</b>
<b>Total</b>		<b>39616873</b>	<b>28156741</b>	<b>71.0726</b>	<b>28156638</b>	<b>103</b>	<b>99.9996</b>	<b>0.0004</b>

