

ISL/SS/SE/59/2023-2024  
30<sup>th</sup> December, 2023

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
<b>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

30<sup>th</sup> December 2023.

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	Voluntary Delisting of Equity Shares having a face value of Rs.10/- (Indian Rupees Ten Only) each of Inspirisys Solutions Limited in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021 as amended (" <b>SEBI Delisting Regulations</b> ").	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 3,28,01,892 votes, which is more than three times the number of valid votes cast against the Special Resolution i.e., 14,21,867 votes. Therefore the Special Resolution as set out in the Notice of Postal Ballot dated 16<sup>th</sup> November, 2023 has been passed with the requisite majority.
2. As per the provisions of Regulation 11(4) of the SEBI Delisting Regulations, the number of valid votes cast by the Public Shareholders in favour of the Special Resolution are 50,89,767 votes, which is more than two times the valid votes cast by the Public Shareholders against the Special Resolution i.e., 14,21,867 votes. Therefore, the Special Resolution as set out in the Notice of the Postal Ballot dated 16<sup>th</sup> November, 2023 has been passed with the requisite majority.

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 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

1<sup>st</sup> Floor, Dowlath Towers,

New Door No.57, 59, 61 & 63

Taylors Road, Kilpauk

Chennai - 600010

**Sub: Scrutinizer's Report on passing of the resolution set-out in the postal ballot notice dated November 16, 2023 through remote e-Voting**

Dear Sir,

1. I, M. Alagar, Practising Company Secretary (COP No.8196), and Managing Partner of M. Alagar & Associates, (Unique Code of Partnership Firm: P2011TN078800), a peer reviewed firm of Practising Company Secretaries, Chennai having 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 November 16, 2023 ("**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 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("**LODR Regulations**") and Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**SEBI Delisting Regulations**") in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**the MCA**"), vide General Circular Nos. 14/2020 dated 8<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 my report as under;
  - i. The company has completed the dispatch of Notice of Postal Ballot by e-mail on November 29, 2023 to its Members, whose name appeared on the Register of Members / List of Beneficial Owners as on November 24, 2023.
  - ii. The company has made an advertisement regarding dispatch of postal ballot notice in Financial Express (English Language) and in Makkal Kural (Tamil Language) Chennai Edition dated November 30, 2023.



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#21-B, 1st Floor, A.R.K. Colony, Eldams Road,  
Alwarpet, Chennai - 600 018.

GST No : 33ABMFM8069L1ZL



- iii. The E-voting period commenced on Thursday, November 30, 2023 (9.00 A.M.) till Friday, December 29, 2023 (5.00 P.M.) and the e-voting facility for members was immediately disabled thereafter.
- iv. At the end of the voting period, we downloaded the Members' voting details from NSDL's e-voting platform (<https://www.evoting.nsdl.com>).
- v. Particulars of electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose.
- vi. The shareholders exercised their voting only by electronic mode.
- vii. A summary of e-voting results is given hereunder below:-

**Resolution No: 1**

To approve for Voluntary Delisting of Equity Shares having face value of Rs.10/- (Indian Rupees Ten Only) each of Inspirisys Solutions Limited in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("SEBI Delisting Regulations")

S. No	Particulars	Total	Assent	Dissent
1.	Total number of members voted	137	81	56
2.	Total number of votes cast by them	3,43,51,288	3,29,19,421	14,31,867
3.	Less: No. of invalid votes	1,27,529	1,17,529	10,000
4.	Total number of valid votes (2-3)	3,42,23,759	3,28,01,892	14,21,867
5.	% of valid votes cast	100	95.85	4.15

**RESULT:**

I report that;

- a) As per the provisions of Section 114(2)(c) the Act, the number of valid votes cast in favour of the Resolution are 3,28,01,892, which is more than three times the number of valid votes cast against the Resolution i.e., 14,21,867 votes. Therefore, the Special Resolution as set out in the Postal Ballot Notice dated November 16, 2023 is passed with the requisite majority.
- b) As per the provisions of Regulation 11(4) of the SEBI Delisting Regulations, the number of valid votes cast by the Public Shareholders in favour of the Resolution are 50,89,767 votes, which is more than two times the number of valid votes cast by the Public Shareholders against the Resolution i.e., 14,21,867 votes. Therefore, the Special Resolution as set out in the Postal Ballot Notice dated November 16, 2023 is passed with the requisite majority.





**M. Alagar & Associates**  
Practising Company Secretaries

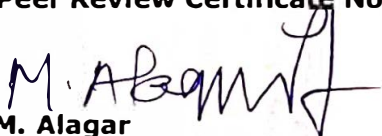
Voting details as required under Regulation 44(3) of SEBI LODR Regulations is enclosed as Annexure to this report.

viii. We will hand over all other records relating to electronic voting for safe custody to the Company, upon signing of minutes of the meeting by the Chairperson.

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: F007488E003074882**



**Date : December 30, 2023**  
**Place: Chennai**

Counter Signed

**For Inspirisys Solutions Limited**

**Koji Iketani**  
**Chairman and Non Executive Director**

**DIN: 08486128**

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

Resolution No.		1. Approval for Voluntary Delisting of Equity Shares having face value of ₹ 10/- (Indian Rupees Ten Only) each of Inspirisys Solutions Limited in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("SEBI Delisting Regulations") <b>(Including Promoters Votes)</b>						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		Yes						
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	Remote E-Voting	27712125	27712125	100.0000	27712125	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>27712125</b>	<b>27712125</b>	<b>100.0000</b>	<b>27712125</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	Remote E-Voting	50000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>50000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	11854748	6639163	56.0043	5089767	1421867	76.6628	21.4164
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>11854748</b>	<b>6639163</b>	<b>56.0043</b>	<b>5089767</b>	<b>1421867</b>	<b>76.6628</b>
<b>Total</b>		<b>39616873</b>	<b>34351288</b>	<b>86.7087</b>	<b>32801892</b>	<b>1421867</b>	<b>95.4896</b>	<b>4.1392</b>





**M. Alagar & Associates**  
Practising Company Secretaries

<b>Resolution No.</b>			1. Approval for Voluntary Delisting of Equity Shares having face value of ₹ 10/- (Indian Rupees Ten Only) each of Inspirisys Solutions Limited in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("SEBI Delisting Regulations") <b>(Excluding Promoters Votes)</b>					
<b>Resolution required: (Ordinary/ Special)</b>			Special Resolution					
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>			Yes					
<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>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
<b>Public- Institutions</b>	<b>Remote E-Voting</b>	50000	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>50000</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>	11854748	6639163	56.0043	5089767	1421867	76.6628	21.4164
	<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>11854748</b>	<b>6639163</b>	<b>56.0043</b>	<b>5089767</b>	<b>1421867</b>	<b>76.6628</b>
<b>Total</b>		<b>11904578</b>	<b>6639163</b>	<b>55.7698</b>	<b>5089767</b>	<b>1421867</b>	<b>76.6628</b>	<b>21.4164</b>

**Details of Invalid votes**

<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	-
Public- Institutions	-
Public- Non Institutions	127529

