ISL/SS/SE/33/2019-2020
24th August, 2019

The National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex
Bandra East
Mumbai 400 051

Dear Sir,

Sub: Notice of Date of Annual General Meeting.

This is to inform you that the 24th Annual General Meeting of the Company will be held on Tuesday, the 17th September, 2019 at "The Music Academy Mini Hall, TTK Road, Alwarpet, Chennai - 600 014" at 11:00 A.M. The copy of the Notice of the 24th Annual General Meeting is enclosed.

Further, we wish to intimate that in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company shall provide to its members the facility to exercise their votes electronically for transacting the items of business as set out in the Notice convening the ensuing Annual General Meeting of the Company.

For the aforesaid purpose, the company has fixed Tuesday, 10th September, 2019 as the cut-off date to determine the entitlement of voting rights of members for e-voting.

The Company had entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting through their e-voting platform.

Kindly take the same on record.

Yours faithfully,

For Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)

S.Sundaramurthy
Company Secretary

Inspirisys Solutions Limited (Formerly Accel Frontline Limited) Chennai 600 010

Encl: as above

NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)
Registered Office: First Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63, Taylors Road,
Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

TO

THE MEMBERS OF INSPIRISYS SOLUTIONS LIMITED

(Formerly Accel Frontline Limited)

NOTICE is hereby given that the Twenty-Fourth Annual General Meeting of the members of Inspirisys Solutions Limited (Formerly Accel Frontline Limited) will be held on Tuesday, 17th September, 2019 at "The Music Academy Mini Hall, TTK Road, Alwarpet, Chennai - 600 014" at 11:00 AM to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company as at 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Malcolm F. Mehta, (DIN: 03277490) who retires by rotation and, being eligible, offers himself for re-appointment.

3. **Re-appointment of Statutory Auditors.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Walker Chandiok & Co LLP, Chartered Accountants, Chennai, bearing (Firm Registration No. 001076N/N500013), be and are hereby reappointed as Statutory Auditors of the Company (a period of five years ending on 2024) to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2024 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

Special Business:

4. **Appointment of Mr. Koji Iketani as a Non-Executive (Non-Independent) Director of the company.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Koji Iketani (DIN: 08486128) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19th June, 2019 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director on the Board of Directors of the Company, liable to retire by rotation."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. **Re-appointment of Mrs. Ruchi Naithani as an Independent Women Director.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, 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, Mrs. Ruchi Naithani (DIN: 00531608), who 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 Women Director of the Company, to hold office as such for a second term of five years, with effect from 11th September, 2019 to 10th September, 2024 not liable to retire by rotation."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Re-appointment of Mr. Raj Khalid as an Independent Director.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, 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, Mr. Raj Khalid (DIN: 00169691), who 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, to hold office as such for a second term of five years, with effect from 05th December, 2019 to 04th December, 2024 not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
For Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)

Place: Chennai **S.Sundaramurthy**
Date: 08th August, 2019 **Company Secretary**

NOTES:

1. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Register of the Company will remain closed from Wednesday, 11th September, 2019 to Tuesday, 17th September, 2019 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting is annexed hereto.
3. **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company.**
4. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. Provided that a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.**
5. **Proxies, in order to be effective should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the AGM.**
6. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
7. The members are requested to bring duly filled attendance slip along with their copy of Annual Report for the AGM.
8. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. The Notice of 24th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website www.inspirisys.com and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection on all working days (except Saturday & Sunday) from 11:00 A.M. to 04:00 P.M. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, 10th September, 2019 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
12. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Tuesday, 10th September, 2019 ("Incremental Members") may obtain the User ID and Password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll Free No. 1800-222-990. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
13. The members are requested to intimate to the company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
14. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest. Pursuant to SEBI Notification dated 08th June, 2018, it has been mandated by SEBI that transfer of securities of a listed company, except in case of transmission or transpositions of shares would be carried out in dematerialized form only as per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. The members who have not en-cashed their Dividend Warrants for previous financial year (viz. 2011-12) are requested to send the same for revalidation to the Company's Registrars & Transfer Agents.
16. Members wishing to claim dividends for previous financial years, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agents. Members are requested to note that dividends not en-cashed or

claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to IEPF. The Company has transferred the unpaid or unclaimed dividends declared upto Financial Year 2010-11 to the Investor Education and Protection Fund (IEPF). Pursuant to the provisions of IEPF, the Company has uploaded the details of Unpaid and Unclaimed amounts lying with the Company as on the 19th September, 2018 (date of the last Annual General Meeting on the website of the Company and also on the website of the Ministry of Corporate Affairs).

17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar & Transfer Agents. The nomination forms can be downloaded from the company's website www.inspirisys.com. In respect of shares held in Electronic / Demat form, the nomination form may be filed with the respective Depository Participant.

18. As required in terms of SEBI (LODR) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / reappointment in the AGM is forming part of the Explanatory Statement given below.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company / Registrar & Transfer Agents.

20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 04:00 P.M., up to the date of the AGM of the Company.

21. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

22. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot or polling paper or e-voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through any means made available at the venue.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Friday, 13th September, 2019 (9:00 A.M.) and ends on Monday, 16th September, 2019 (5:00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 10th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com / with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system ?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen

signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, 10th September, 2019.

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 10th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using *"Forgot User Details/Password?"* or *"Physical User Reset Password?"* option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

X. A person, whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting or ballot paper or polling paper.

XI. Mr. M. Alagar, Practicing Company Secretary (Member ship No. F7488 and CoP No. 8196) of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of e-voting or Ballot Paper or Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.inspirisys.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, Mumbai.

Explanatory Statement in respect of the Special Business pursuant to Section 102(1) of The Companies Act, 2013.

Item No. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Koji Iketani, as an Additional Director of the Company with effect from 19th June, 2019. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Koji Iketani, would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Koji Iketani, for the office of Director of the Company. Mr. Koji Iketani, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Brief resume of Mr. Koji Iketani, nature of his expertise inspecific functional areas and names of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under SEBI Listing Regulations with the Stock Exchanges, are provided in the Annexure A to this notice.

Save and except Mr. Koji Iketani none of the Director is concerned or interested in the resolution. The Board recommends the Ordinary Resolution set out in Item No. 4 of the notice for approval by the shareholders.

Item No. 5

The Board of Directors of the Company appointed Mrs. Ruchi Naithani as an Additional Director on 11th September, 2014, which was approved by the shareholders in the Annual General Meeting held on 25th September, 2015. The term of Mrs. Ruchi Naithani (i.e. 5 years) as an Independent Director will expire

on 10th September, 2019. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company re-appointed Mrs. Ruchi Naithani, as an Independent Director in the meeting held on 08th August, 2019 for a further period of five years i.e. from 11th September, 2019 to 10th September, 2024 under the provisions of the Companies Act, 2013. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Ruchi Naithani, the Board of Directors state that the re-appointment of Mrs. Ruchi Naithani would be in the interest of the company. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Ruchi Naithani, for the office of Director of the Company. Mrs. Ruchi Naithani, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has received a declaration from Mrs. Ruchi Naithani confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and as per SEBI LODR Regulations. Brief resume of Mrs. Ruchi Naithani, nature of her expertise in specific functional areas, names of companies in which she holds directorship, memberships/ chairmanships of Board Committees and shareholding as stipulated under SEBI Listing Regulations, are provided in the Annexure A to this notice.

In the Performance Evaluation, the performance of Mrs. Ruchi Naithani was evaluated and she is an effective and efficient on discharging her roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have been benefitted from her relevant specialization and expertise in the knowledge. The Nomination & Remuneration Committee, recommended the re-appointment of the aforesaid Independent Director and Board of Directors of the Company approved and recommended the re-appointment of the aforesaid Independent Director, for a second term for a period of five years, as provided in the resolutions.

In the opinion of the Board of Directors she fulfils the condition specified in the Act for such re-appointment and such appointment is independent of the management. Accordingly, the Board recommends passing of the resolution at Item No. 5 of the Notice as a Special Resolution. Save and except Mrs. Ruchi Naithani, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the resolution.

Item No. 6

The Board of Directors of the Company appointed Mr. Raj Khalid, as an Additional Director on 05th December, 2014, which was approved by the shareholders in the Annual General Meeting held on 25th September, 2015. The term of Mr. Raj Khalid (i.e. 5 years) as an Independent Director will expire on 04th December, 2019. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company re-appointed Mr. Raj Khalid, as an Independent Director in the meeting held on 08th August, 2019 for a further period of five years i.e. from 05th December, 2019 to 04th December, 2024 under the provisions of the Companies Act, 2013. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Raj Khalid, the Board of Directors state that the re-appointment of Mr. Raj Khalid would be in the interest of the company. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Raj Khalid for the office of Director of the Company. Mr. Raj Khalid, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received a declaration from Mr. Raj Khalid confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and as per SEBI LODR Regulations. Brief resume of Mr. Raj Khalid, nature of his expertise in specific functional areas, names of companies in which he holds directorship, memberships/chairmanships of Board Committees and shareholding as stipulated under SEBI Listing Regulations, are provided in the Annexure A to this notice.

In the Performance Evaluation, the performance of Mr. Raj Khalid was evaluated and he is effective and efficient on discharging his roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have been benefitted from his relevant specialization and expertise in the knowledge. The Nomination & Remuneration Committee, recommended the re-appointment of the aforesaid Independent Director and Board of Directors of the Company approved and recommended the re-appointment of the aforesaid Independent Director, for a second term for a period of five years, as provided in the resolutions.

In the opinion of the Board of Directors he fulfils the condition specified in the Act for such re-appointment and such appointment is independent of the management. Accordingly, the Board recommends passing of the resolution at Item No. 6 of the Notice as a Special Resolution. Save and except Mr. Raj Khalid, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the resolution.

By order of the Board of Directors
For Inspirisys Solutions Limited
(Formerly Accel Frontline Limited)

Place: Chennai
Date: 08th August, 2019

S.Sundaramurthy
Company Secretary

Annexure A to the Notice dated 08th August, 2019
Details of Directors retiring by rotation / seeking re-appointment at the meeting

Name	Mr. Malcolm F. Mehta	Mr. Koji Iketani	Mrs. Ruchi Naithani	Mr. Raj Khalid
Date of Birth	04th June, 1968	07th November, 1962	21st December, 1969	05th December, 1953
Date of Appointment	07th May, 2014	19th June, 2019	11th September, 2014	05th December, 2014
Qualification	MBA from Anaheim University and Diploma in Japanese Business Management from Kumamoto Gakuen University. He holds Level 1 in Japanese Language Proficiency Test (JLPT-1).	Degree in Humanities - Philosophy from National Shizuoka University in Japan.	Post Graduate in Linguistics from Kumamoto University, Japan and a certification for Japanese language proficiency (Level 1 of Japanese language proficiency and Level J1+ Jetro Business Japanese Proficiency test.)	M.Sc. in Applied Microbiology, from Heriot Watt University, Edinburgh UK and Post Graduate in Human Resources from K C College, Mumbai.
Expertise	He has an expertise in the field of international business, mergers and acquisitions, planning, strategy and business development.	He has a vast knowledge base and experience in Software engineering, Project management, IT consulting, Venture investment and Merger & Acquisitions spanning over three decades.	She has expertise in the IT industry for more than 16 years and has managed a team of IT professionals and has handled projects for various Japanese clients. In addition, she has extensive exposure to both Japanese and Indian business and cultures, and governance matters by way of long-term engagements with Japanese companies and government institutions as a veteran interpreter.	He has an Industry experience of 14 years, then as a Senior Trade Promotion Adviser to British Deputy High Commission for 4 years and Trade & Investment Commissioner for Flanders, Belgium for 8 years.
Chairmanship / Membership of the Committees of the Board of Director of the Company.	1. Corporate Social Responsibility Committee - Chairperson	1. Audit Committee- Member	1. Audit Committee – Member 2. Nomination & Remuneration Committee - Chairperson 3. Corporate Social Responsibility Committee-Member 4. Stakeholders Relationship Committee - Member	1. Audit Committee - Member. 2. Stakeholders Relationship Committee - Chairman. 3. Nomination & Remuneration Committee - Member.

Inspirisys Solutions Limited (Formerly Accel Frontline Limited), First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.
CIN: L30006TN1995PLC031736

Name	Mr. Malcolm F. Mehta	Mr. Koji Iketani	Mrs. Ruchi Naithani	Mr. Raj Khalid
List of other Public Companies in which Directorship held	Inspirisys Solutions IT Resources Limited.	NIL	NIL	NIL
Chairmanship/Membership of the Committee of other companies in which he/she is a Director.	NIL	NIL	NIL	NIL
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on 31st March, 2019.	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	NIL	NIL	NIL	NIL
Number of meetings attended during the year	Please refer Corporate Governance Section of the 24th Annual Report 2018-19.	Appointed as an Additional Director on 19th June, 2019.	Please refer Corporate Governance Section of the 24th Annual Report 2018-19.	Please refer Corporate Governance Section of the 24th Annual Report 2018-19.