

NOTICE OF THE TENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of the Shareholders of NSPIRA Management Services Private Limited (“the Company”) will be held on Friday, 29th September, 2023 at 02:30 PM IST through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors (“the Board”) and auditors thereon.

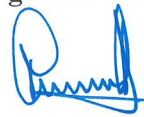
SPECIAL BUSINESS:

2. RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR:

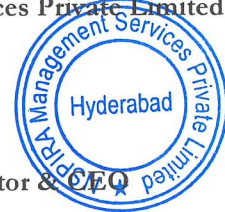
To consider and if thought fit to pass the following resolution with or without modification as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) p.a excluding applicable Tax payable to M/s. M E Reddy and Associates, Cost Accountants (Registration No. 003736), for conducting cost audit of the Company for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.

by order of the Board of Directors
For **NSPIRA Management Services Private Limited**



Puneet Kothapa
Managing Director & CEO
DIN: 06909621



Date: 27th September 2023
Place: Hyderabad

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021, December 14, 2021, 5th May 2022 and 28th December 2022 respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the Annual General Meeting of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
3. Pursuant to the provisions under section 105 of the Act, a member entitled to attend and vote at a General Meeting, shall be entitled to appoint another person as a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, pursuant to Section 112 and 113 of the Act, the President of India or Body Corporate who are members are required to send a scanned copy of its Board or Governing Body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote.
4. Relevant Explanatory Statement pursuant to Section 102(2) of the Act, in respect of Special Business, as set out above is annexed hereto.
5. Since the AGM will be held through VC /OAVM, the Route Map is not annexed in this AGM Notice. In case of any technical issues for joining the meeting through VC, Company Secretary of the Company may be reached out at Ph: +91-7337056472 Email id: rajani.p@narayanagroup.com.
6. The following documents will be made available for inspection by the Members during the AGM.
 - i. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013.
 - ii. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

ITEM NO 2

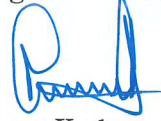
Your Board of Directors at its meeting held on 14th September 2023 appointed M/s. M E Reddy & Co., Cost Accountant, as the cost auditor for conducting the cost audit for the Financial year 2022-23 on the existing remuneration and terms & conditions.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution at item no. 2 for the members' approval.

by order of the Board of Directors
For NSPIRA Management Services Private Limited



Puneet Kothapa
Managing Director & CEO
DIN: 06909621



Date: 27th September 2023
Place: Hyderabad