

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twelfth Annual General Meeting** of the members of **NSPIRA Management Services Private Limited** ("the Company") will be held on Thursday, 28th August, 2025 at 11.00 AM IST at the registered office of the company situated at 10th Floor, Melange Tower, No 80-84, Patrika Nagar, Hitech City, Madhapur, Hyderabad – 500081 to transact the following businesses:

ORDINARY BUSINESS:

1. (i) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.
- (ii) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.

SPECIAL BUSINESS:

2. **Regularization of appointment of Mr. Rakesh Kumar Sharma (DIN: 03487297) as the Director of the Company**

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

"**RESOLVED THAT** Mr. Rakesh Kumar Sharma (DIN: 03487297), who was appointed by the Board of Directors as an Additional Director as Non-Executive Independent Director of the Company with effect from May 30, 2025, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act"), and based on the recommendation of the Board of Directors of the Company and who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from this Annual General Meeting under the applicable provisions of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act, as amended from time to time.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

3. Regularization of appointment of Ms. Hima Bindu Sagala (DIN: 09520601) as the Director of the Company

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

"RESOLVED THAT Ms. Hima Bindu Sagala (DIN: 09520601), who was appointed by the Board of Directors as an Additional Director as Non-Executive Independent Director of the Company with effect from May 30, 2025, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), and based on the recommendation of the Board of Directors of the Company and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from this Annual General Meeting under the applicable provisions of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act, as amended from time to time.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

4. 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 and expenses at actuals 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 2025-26, 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**

Date: 30th May, 2025
Place: Hyderabad

SD/-
Puneet Kothapa
Managing Director & CEO
DIN: 06909621

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxy Form is attached hereto.
2. The statement of material facts pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the business is annexed hereto.
3. Members/Proxies/Authorized Representatives are requested to bring their attendance slip attached herewith along with their copy of Notice to the Meeting. Members are requested to write their client ID and DP ID numbers on the attendance slip for attending the Meeting.
4. With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of Meeting of the company is enclosed herewith.
5. The following documents will be made available for inspection by the Members during the meeting:
 - 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 & 3

Regularization & Appointment of Non-Executive Independent Directors:

Mr. Rakesh Kumar Sharma and Ms. Hima Bindu Sagala were appointed as Additional Directors Non-Executive Independent Director of the Company with effect from May 30, 2025, to hold office up to the date of this Annual General Meeting (AGM) of the Company. In accordance with the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Rakesh Kumar Sharma and Ms. Hima Bindu Sagala holds office up to the date of this Annual General Meeting.

The Board has proposed the appointment of Mr. Rakesh Kumar Sharma and Ms. Hima Bindu Sagala as the Directors (Category: Non-Executive & Independent) of the Company for a period of 5 (Five) years with effect from the ensuing Annual General Meeting, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act and the Rules framed thereunder, read with Schedule IV to the Act and applicable provisions of applicable provisions of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the provisions of the Companies Act, 2013, Mr. Rakesh Kumar Sharma and Ms. Hima Bindu Sagala have filed requisite consent(s) / disclosures before the Board. Brief details of Mr. Rakesh Kumar Sharma and Ms. Hima Bindu Sagala have been provided separately in a table below.

Except Mr. Rakesh Kumar Sharma and Ms. Hima Bindu Sagala, no other Director or Key Managerial Personnel of the Company, or their relatives, in respective Resolutions No(s). 2 & 3 as contained in the Notice are concerned or interested financially or otherwise.

Considering the knowledge, experience, and expertise of Mr. Rakesh Kumar Sharma and Ms. Hima Bindu Sagala, the Board is of the opinion that the appointments as Directors (Category: Non-Executive & Independent) of the Company shall be of immense benefit to the Company.

In terms of the provisions of the Act, the appointment of an Independent Director requires the approval of the members of the Company by way of a special resolution. The Board recommends the resolutions at item no. 2 & 3 for the members' approval.

ITEM NO 4

Your Board of Directors at its meeting held on 30th May 2025 appointed M/s. M E Reddy & Co., Cost Accountant, as the cost auditor for conducting the cost audit for the financial year 2025-26 on the existing remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) p.a and out of pocket expenses at actuals and on such terms & conditions as may be decided by the Board of Directors from time to time.

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. 4 for the members' approval.

Brief Details of Directors Seeking Appointment at this Annual General Meeting

S. No.	Particulars	Description
Mr. Rakesh Kumar Sharma (DIN: 03487297)		
1	Brief profile	Mr. Rakesh Kumar Sharma (DIN: 03487297) is a Chartered Accountant and is a serial entrepreneur with a record of establishing and running business ventures in fields as diverse as dairy, automobile, logistics, and construction.
	Disclosure of relationships between directors	Mr. Rakesh Kumar Sharma (DIN: 03487297) is not related to any Director / Promoter of the Company.
	Other Directorships / Partnerships	(a) Reliable Automobiles Private Limited (b) Aaradhya Merchants Private Limited (c) Aditya Raj Advisors Private Limited (d) Melium Estates Private Limited (e) Melium Projects Private Limited (f) Maxmove Logistics Private Limited
Ms. Hima Bindu Sagala (DIN: 09520601)		
2	Brief profile	Ms. Hima Bindu Sagala (DIN: 09520601) is a Chartered Accountant and has approx. 15 years of Extensive experience in handling: Corporate Audits – Statutory, Internal and Tax Audits, Software and Defense industries, Bank Audits - Statutory, Firms and Small / Medium Enterprises
	Disclosure of relationships between directors	Ms. Hima Bindu Sagala (DIN: 09520601) is not related to any Director / Promoter of the Company
	Other Directorships / Partnerships	(a) TGV SRAAC Limited (b) INCON Engineers Ltd (c) Davangere Sugar Company Limited

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

Date: 30th May, 2025
Place: Hyderabad

SD/-
Puneet Kothapa
Managing Director & CEO
DIN: 06909621

Form No. MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U74900TG2013PTCo88609
NAME OF THE COMPANY	NSPIRA MANAGEMENT SERVICES PRIVATE LIMITED
REGISTERED OFFICE	10th Floor, Melange Tower, No. 80-84, Patrika Nagar, Hitech City, Madhapur, Hyderabad, Telangana 500081

Name of the Member(s):	
Registered address:	
Email address:	
Folio No / Client ID:	
DP ID:	

I/We being the member (s) of shares of the above-named Company, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

as my proxy to attend and vote (on a poll) for me and on my behalf at Twelfth Annual General Meeting of members of the Company, to be held on Thursday, 28th August, 2025 at 11.00 AM IST at the registered office of the company situated at 10th Floor, Melange Tower, No. 80-84, Patrika Nagar, Hitech City, Madhapur, Hyderabad, Telangana 500081 or any adjournment thereof in respect of the following resolutions:

RESOLUTION NO 1	(i) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon. (ii) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.
RESOLUTION NO 2	Regularization of appointment of Mr. Rakesh Kumar Sharma (DIN: 03487297) as the Director of the Company
RESOLUTION NO 3	Regularization of appointment of Ms. Hima Bindu Sagala (DIN: 09520601) as the Director of the Company
RESOLUTION NO 4	Ratification of the Remuneration Payable to the Cost Auditor

Signed on ____ day of _____ 2025

Signature of the Shareholder _____

Signature of the Proxy _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP

ANNUAL GENERAL MEETING- THURSDAY, 28TH AUGUST, 2025 AT 11.00 AM IST

Registered Folio No	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on Thursday, 28th August, 2025 at 11.00 AM IST at 10th Floor, Melange Tower, No. 80-84, Patrika Nagar, Hitech City, Madhapur, Hyderabad, Telangana 500081.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Route Map

