

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U40109MH2008PLC187215

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABC19669R

(ii) (a) Name of the company

INSPIRA ENTERPRISE INDIA LIM

(b) Registered office address

UNIT NO.23, LEVEL-2, KALPTARU SQUARE,
KONDIVITA LANE, RAM KRISHNA MANDIR ROAD,ANDHERI(E)
MUMBAI
Maharashtra
400059

(c) *e-mail ID of the company

investorrelations@inspiraenter

(d) *Telephone number with STD code

0224056999

(e) Website

www.inspiraenterprise.com

(iii) Date of Incorporation

01/10/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Inspira MEA IT Solutions L.L.C.		Subsidiary	49
2	nspira Enterprise IT Solutions -		Subsidiary	49
3	Inspira Infotech Africa Ltd.		Subsidiary	100
4	nspira IT Solutions and Service	U72900MH2011PTC212452	Subsidiary	100
5	Inspira Tech Asia Pte Ltd.		Subsidiary	100
6	Inspira Enterprise Inc., USA		Subsidiary	100
7	nspira Tech Philippines Corpor		Subsidiary	100

8	PT Inspira Infotech Indonesia		Subsidiary	100
9	Inspira Enterprise Saudi for Info		Subsidiary	100
10	IRAM Technologies Private Lim	U72200KA2009PTC049099	Associate	30
11	ITS Planners and Engineers Priv	U74999TG2011PTC073123	Associate	36
12	Manorama Infosolutions Privat	U72900PN2011PTC139277	Associate	38

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	88,000,000	72,522,780	72,522,780	72,522,780
Total amount of equity shares (in Rupees)	440,000,000	362,613,900	362,613,900	362,613,900

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	88,000,000	72,522,780	72,522,780	72,522,780
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	440,000,000	362,613,900	362,613,900	362,613,900

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	12,087,130	0	12087130	60,435,650	60,435,650	
Increase during the year	0	72,522,780	72522780	302,178,250	302,178,250	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	60,435,650	60435650	302,178,250	302,178,250	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	12,087,130	12087130			
Dematerialization						
Decrease during the year	12,087,130	0	12087130	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	12,087,130	0	12087130			
Dematerialization						
At the end of the year	0	72,522,780	72522780	362,613,900	362,613,900	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0HR001029

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	6,043,565		
	Face value per share	10		
After split / Consolidation	Number of shares	12,087,130		
	Face value per share	5		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="03/08/2021"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

6,053,890,000

(ii) Net worth of the Company

1,350,280,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	18,855,924	26	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	600,000	0.83	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Trust	53,066,856	73.17	0	
	Total	72,522,780	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	4	0	3	0	26.83	0
B. Non-Promoter	0	0	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	0	3	2	26.83	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHETAN P JAIN	00183390	Managing Director	600,000	
PRAKASH BHURMAL	00482154	Whole-time director	18,855,888	
VISHAL P JAIN	02991811	Managing Director	0	
Appen Menon	09142076	Director	0	
Manju Agarwal	06921105	Director	0	
Manoj Kanodia	AACPK0904D	CEO	0	
Raghavendra Jha	AEOPJ7205E	CFO	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Chirag Bagadia	ALTPB6740J	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Matthew William Bross	09153088	Director	30/03/2022	Cessation
Jigar Prakash Jain	00322278	Director	14/02/2022	Cessation
Vijay Bhatt	00751001	Director	23/01/2022	Cessation
Sachin Poptani	ACWPP6494R	Company Secretar	14/02/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

6

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	25/05/2021	7	7	100
EGM	01/06/2021	7	7	100
EGM	29/06/2021	7	5	99.99
EGM	26/10/2021	7	7	100
EGM	22/02/2022	7	7	100
AGM	03/08/2021	7	5	99.99

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/04/2021	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	18/05/2021	4	4	100
3	22/05/2021	4	4	100
4	24/05/2021	4	4	100
5	26/05/2021	4	4	100
6	01/06/2021	4	4	100
7	28/06/2021	8	7	87.5
8	27/07/2021	8	5	62.5
9	02/08/2021	8	8	100
10	13/08/2021	8	8	100
11	25/10/2021	8	7	87.5
12	21/02/2022	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	02/08/2021	3	3	100
2	Audit Committee	13/08/2021	3	3	100
3	Audit Committee	25/10/2021	3	3	100
4	Nomination and Remuneration	02/08/2021	4	4	100
5	Nomination and Remuneration	30/03/2022	3	3	100
6	Corporate Social Responsibility	22/04/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	23/09/2022
								(Y/N/NA)
1	CHETAN P JA	12	12	100	1	1	100	Yes
2	PRAKASH BH	12	12	100	6	6	100	Yes
3	VISHAL P JAI	12	12	100	1	1	100	Yes
4	Appen Menon	6	5	83.33	2	2	100	No
5	Manju Agarwa	6	6	100	5	5	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sachin Poptani	Company Secre	2,260,395	0	0	0	2,260,395
2	Mr. Raghavendra JH	Chief Financial C	8,735,200	0	0	0	8,735,200
3	Mr. Manoj Kanodia	Chief Executive	14,289,169	0	0	0	14,289,169
4	Mr. Chirag Bagadia	Company Secre	314,731	0	0	0	314,731
	Total		25,599,495	0	0	0	25,599,495

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Appen Menon	Independent Dir	0	2,491,667	0	0	2,491,667
2	Manju Agarwal	Independent Dir	0	2,491,667	0	0	2,491,667

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Matthew Bross	Independent Dir	0	2,491,667	0	0	2,491,667
4	Vijay Bhatt	Independent Dir	0	1,927,151	0	0	1,927,151
	Total		0	9,402,152	0	0	9,402,152

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Kaushal Dalal and Associate, Company Secretaries

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7512

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated
(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Chetan
Prakash Jain

Digitally signed by
Chetan Prakash Jain
Date: 2022.11.04
14:25:40 +05'30'

DIN of the director

To be digitally signed by

Chirag
Bharat
Bagadia

Digitally signed by
Chirag Bharat
Bagadia
Date: 2022.11.04
14:25:00 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number Certificate of practice number **Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

List of Shareholders.pdf
Form MGT 8.pdf
Details of Salary of KMP.pdf
Details of Transfer of Shares.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Inspira Enterprise India Limited

(Formerly known as Inspira Enterprise India Private Limited)

November 04, 2022

Details of shares/Debentures Transfers of Inspira Enterprise India Limited since closure date of last financial year

Date of registration of transfer (Date Month Year)	Type of transfer	Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/Unit (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
TRANSFER OF EQUITY SHARES							
18.05.2021	Equity	3	By way of Gift	ISP001	Mr. Prakash Jain	ISP007	Mr. Jigar Jain
19.05.2021	Equity	1	By way of Gift	ISP007	Mr. Jigar Jain	ISP008	Mrs. Paridhi Jain
19.05.2021	Equity	1	By way of Gift	ISP007	Mr. Jigar Jain	ISP009	Mrs. Manjula Jain

CERTIFIED TRUE COPY

For Inspira Enterprise India Limited

(Formerly known as Inspira Enterprise India Private Limited)

Chirag
Bharat
Bagadia

Digitally signed by
Chirag Bharat Bagadia
Date: 2022.11.04
12:28:24 +05'30'

Chirag Bagadia

Company Secretary and Compliance Officer

Membership No: A21579



Inspira Enterprise India Limited

(Formerly known as Inspira Enterprise India Private Limited)

LIST OF SHAREHOLDERS OF INSPIRA ENTERPRISE INDIA LIMITED AS ON MARCH 31, 2022

SL. NO.	NAME	NUMBER OF SHARES	% OF SHARES HELD
1	Prakash Bhurmal Jain	18,855,888	26.00 %
2	Chetan Jain	600,000	0.83 %
3	Manjula Jain Family Trust acting through Prakash Jain Trustee	13,200,000	18.20 %
4	Prakash Jain Family Trust acting through Manjula Jain Trustee	39,866,856	54.97 %
5.	Manjula Jain	12	(negligible)
6.	Jigar Jain	12	(negligible)
7.	Paridhi Jain	12	(negligible)
TOTAL		72,522,780	100 %

CERTIFIED TRUE COPY

For Inspira Enterprise India Limited

(Formerly known as Inspira Enterprise India Private Limited)

Chirag Bharat Bagadia
Digitally signed by Chirag Bharat Bagadia
Date: 2022.11.04 12:28:48 +05'30'

Chirag Bagadia

Company Secretary and Compliance Officer

Membership No: A21579



Inspira Enterprise India Limited

(Formerly known as Inspira Enterprise India Private Limited)

November 04, 2022

Details of Salary of KMP along with the details of the duration of the salary

Sr No	Name	Designation	Duration	Gross Salary	Commission	Stock Option	Others	Total
1	Mr. Sachin Poptani	Company Secretary	From August 02, 2021, to February 14, 2022	22,60,395	0	0	0	22,60,395
2	Mr. Raghavendra Jha	Chief Financial Officer	From May 24, 2021, to March 31, 2022	87,35,200	0	0	0	87,35,200
3	Mr. Manoj Kanodia	Chief Executive Officer	From May 24, 2021, to March 31, 2022	1,42,89,169	0	0		1,42,89,169
4	Mr. Chirag Bagadia	Company Secretary	From February 21, 2022, to March 31, 2022	3,14,731	0	0	0	3,14,731
TOTAL				25,599,495	0	0	0	25,599,495

CERTIFIED TRUE COPY

For Inspira Enterprise India Limited

(Formerly known as Inspira Enterprise India Private Limited)

Chirag
Bharat
Bagadia

Digitally signed by
Chirag Bharat Bagadia
Date: 2022.11.04
12:27:55 +05'30'

Chirag Bagadia

Company Secretary and Compliance Officer

Membership No: A21579

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

Phone 2648 7278
2600 0308

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. • Email : team@cskda.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **INSPIRA ENTERPRISE INDIA LIMITED** ("the Company") (Formerly Known as "**INSPIRA ENTERPRISE INDIA PRIVATE LIMITED**") incorporated on **01st October, 2008** having **CIN: U40109MH2008PLC187215** and Registered Office at **UNIT NO.23, LEVEL-2, KALPTARU SQUARE, KONDIVITA LANE, RAM KRISHNA MANDIR ROAD, ANDHERI(E) MUMBAI MH 400059** as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder; for the financial year ended on **31st March, 2022** ("the period under review") made available to me. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. During the period under review, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act i.e., Indian Non-Government Public Company Limited by shares;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns with the Registrar of Companies, within the prescribed time and in some cases, forms were filed after the due date with payment of additional fees. The Company was not required to file any Forms and Returns with Regional Director, Central Government, the Tribunal, Court or any other authorities;
 4. Calling, convening, holding meetings of Board of Directors, meetings of the Board Committees and the meeting of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings conducted therein including the circular resolutions passed have been properly recorded in the Minute Book maintained for the purpose. Further the Company had not passed any resolution by way of Postal Ballot.
 5. The Company was not required to close its Register of Members during period under review;
 6. The Company had not given any advances or loans to its directors and/or the persons falling under the provisions of the Section 185 of the Act and the rules made thereunder;



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7. During the period under review, the Company have entered into contracts or arrangements with the related parties which were in the ordinary course of business and on Arm's length basis as specified in the provisions of the Section 188 of the Act and the rules made thereunder;
8. During the year under review,
 - a) The Authorised share Capital of the Company have been increased from 6,50,00,000/- (Rupees Six Crore Fifty Lakh) to Rs. 39,00,00,000/- (Rupees Thirty-Nine Crore) on 01st June, 2021;
 - b) 1 (One) Equity Share of the Company having nominal value of Rs. 10/- (Rupees Ten) each have been sub-divided into 2 (Two) Equity Shares having nominal value of Rs. 5/- (Rupees Five) each fully paid up on 01st June, 2021;
 - c) There was allotment of 60435650 Equity Shares to all the existing members of the Company by way of bonus issue on 28th June, 2021 in the ratio of 5:1 i.e., 5 (Five) bonus equity shares of Rs. 5/- (Rupees Five) each for every 1 (One) fully paid-up equity share held and have duly complied with the provisions of the Act;
 - d) There were transfer of equity shares pursuant to the provisions of Act;
 - e) The Authorised Share Capital of the Company have been increased from existing Rs. 39,00,00,000 (Rupees Thirty-Nine crore) to Rs. 44,00,00,000/- (Rupees Forty-four crore) on 03rd August, 2021;
 - f) There were no transmission or buyback of securities or redemption of preference shares or debentures in the Company and there were no reduction of share capital or conversion of shares/securities;
9. There were no transactions necessitating the Company to keep in abeyance the right to Dividend, Bonus shares and Rights shares pending registration of transfer of shares;
10. During the period under review, the Company had not declared any dividend. Further, during the year under review, no transfer of unpaid/unclaimed dividend or any other amounts was required to be made by the Company to the Investor Education and Protection Fund in accordance with Section 125 of the Act and the rules made thereunder;
11. The Audited Financial Statements of the Company for the year ended 31st March, 2022 have been signed as per the provisions of Section 134 of the Act and Report of Directors thereof was prepared as per sub - sections (3), (4) and (5) of the Section 134 of the Act thereof;
12. All the appointments, resignations, retirement of Directors and Key Managerial Personnel's including disclosure of interest by the Directors were in compliance with the provisions of the Act. Further, remuneration and sitting fees paid to Director's were in compliance with the provisions of the Act;



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13. M/s. S.R Batliboi & Associates LLP, Chartered Accountants, (FRN: 101049W/E300004) were appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 13th Annual General Meeting held for F.Y 2020-2021 till the conclusion 18th Annual General Meeting to be held for F.Y 2025-2026 as per provisions of Section 139 of the Act;
14. The status of the Company has been converted from "Private Limited to Public Limited pursuant to approval received from Registrar of Companies w.e.f 14th July, 2021. Further, the members of the Company in their Annual General Meeting held on 03rd August, 2021 have approved to undertake an initial public offer of the equity shares of face value of Rs. 5/- (Rupees Five Only) each of the Company comprising a fresh issuance of Equity Shares by the Company aggregating up to Rs. 800 crore and an offer for sale of Equity Shares by certain existing shareholders of the Company aggregating up to Rs. 500 crore and have subsequently filed Draft Red Herring Prospectus ("DRHP") with Securities Exchange Board of India ("SEBI") on 13th August, 2021. However, there were no instances that required the Company to take approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. During the year under review, the Company had not accepted deposits from the public within the meaning of provisions of Section 73 to 76 of the Act and the rules made thereunder;
16. During the year under review, the Company have borrowed monies from its directors, members, and banks and have complied with the provisions of Section 180 of the Act and rules made thereunder. The Company have also filed the requisites e-form for creation/modification and satisfaction of charge;
17. During the period under review, the Company have made investments and have given loans and guarantees to other bodies corporate and have duly complied with the provisions of Section 186 of the Act;
18. During the year under review, the company have altered its Memorandum of Association or Articles of Association of the Company due conversion of its status from private to public company and consequential change of name and also due to alteration in Authorised Share Capital.

Date: 03rd November, 2022
Place: Mumbai

For Kaushal Dalal & Associates
Company Secretaries



Kaushal Dalal
Proprietor

Membership No.: - 7141

CoP No.: - 7512

UDIN: - F007141D001475421