



### **NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting of the members of **TalentSprint Private Limited** will be held at a shorter notice on Tuesday, the 15<sup>th</sup> day of April, 2025, at 4:00 PM IST at the Registered Office of the Company situated at PSR Prime Towers, Suite No G02, 101 & 102 Sy No. 126(P), Beside DLF Cyber City, Gachibowli, Hyderabad, Rangareddi -500032, to transact those following businesses:

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#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the Report of the Auditors thereon.
3. To appoint a director in place of Mr. Abhilash Misra (DIN: 08955311) who retires by rotation and being eligible offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

4. To appoint Mr. Anurag Bansal (DIN: 02914883) as Director of the Company

To consider and if thought fit to pass with or without modification the following resolution as a **Ordinary Resolution:**

**"RESOLVED THAT**, pursuant to the provisions of Section 152, 161 and 160 of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time, or any amendment thereto or modification thereof, Mr. Anurag Bansal (DIN: 02914883), who was appointed as an Additional Director on November 11, 2024 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

5. To appoint Mr. Anurag Bansal (DIN: 02914883) as Managing Director and CEO of the Company and Approve the proposed Remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V thereto, the consent of the members be and is hereby accorded for appointment of Mr. Anurag Bansal (DIN: 02914883) as the Managing Director and Chief Executive Officer ("CEO"), a Key Managerial Personnel of the Company for a period of 5 years with effective from 11.11.2024.

**RESOLVED FURTHER THAT** Mr. Anurag Bansal be paid a remuneration for a period of 3 years w.e.f. 11.11.2024, an amount of Rs. 1,75,20,000 p.a., (consisting of fixed salary of Rs. 77,20,000, variable pay of Rs. 33,00,000 and long term performance pay of Rs. 65,00,000, which is payable in 2027), which may be reviewed/ increased by the NRC/Board on an annual basis and other terms and conditions, as per his employment agreement, if any.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to Mr. Anurag Bansal (DIN 02914883) as the Managing Director and Chief Executive Officer ("CEO"), a Key Managerial Personnel in a financial year may exceed the maximum limits as prescribed in Section 197 of the Act, and the terms and remuneration as mentioned herein above shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising in any financial year, he shall be entitled to receive remuneration, perquisites and other benefits etc., upto the limit approved herein above as remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

6. To approve alteration of Articles of Association of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and subject to such other approvals, permission and consents as may be required, the approval of the Members of the Company be and is hereby accorded to alter Articles of Association ("AOA") of the Company to align with Table F of Schedule I of the Companies Act, 2013, as placed before the meeting, as new set of AOA of the Company in substitution for and to the exclusion of the existing AOA of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do and undertake all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable and/or expedient in their absolute discretion, to give effect to this resolution and matters incidental thereto, including but not limited to, filing necessary forms with the appropriate authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any appropriate authorities, to delegating all or any of the powers conferred on it to any Director(s) or Officer(s) of the Company."

**For TalentSprint Private Limited**

Date: April 11, 2025  
Place: Hyderabad

**Sd/-**  
**Anurag Bansal**  
**Managing Director & CEO**  
**DIN: 02914883**

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14 and 17 dated April 08, 2020 and April 13, 2020 respectively and General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 (collectively referred to as "MCA Circulars") permitted participation of the members through Video Conferencing (VC) or other audio visual means (OAVM). Accordingly, the Members, Directors and Auditors of the Company can attend this AGM either personally at the time and venue specified in the Notice or through Video Conference (VC)/ Other Audio-Visual Means (OAVM) as per your convenience and safety.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is also being held pursuant to the MCA Circulars through VC, the facility for appointment of proxies by the Members will not be available and those who opt for attending through Video Conference (VC)/ Other Audio-Visual Means (OAVM).
3. Those shareholders who wish to inform the change in their contact details, address or email id can mail at [corpteam@talentsprint.com](mailto:corpteam@talentsprint.com)
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. Members / Authorized Representative who will be personally be present at the AGM are requested to bring duly filled Attendance Slip (enclosed herewith) along with their copy of the Notice to attend the Meeting.
6. Members attending the AGM either personally or through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members seeking any information with regard to the matter to be placed at the AGM can put forth the same at the AGM or can also write to the Company on or before the AGM Date through email to [corpteam@talentsprint.com](mailto:corpteam@talentsprint.com). The same will be replied to by the Company suitably.
8. The documents referred to in the Notice, the Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which Directors are interested shall be available for inspection without any fee at the Registered Office of the Company, up to the date of meeting on all working days between 10:30 am to 12:30 pm, (except Saturdays, Sundays and Public Holidays) and at the venue of the AGM during the AGM, for the members who can avail such means. Further the aforementioned information can also be sought by the Members by sending a request to Mr. Tanweer Jan, Interim CFO of the Company by email through its registered email address at [corpteam@talentsprint.com](mailto:corpteam@talentsprint.com).
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and General Circular No. 09/2024 dated 19<sup>th</sup> September 2024.
10. In compliance with the provisions of Section 109 of the Companies Act, 2013 and Articles of Association of the Company, the Company has provided the facility to vote through poll at the Meeting. The Company has appointed Mr. D V M Gopal, Practicing Company Secretary as scrutinizer for the voting process.

11. Attendance Slip and the route map of the venue of the Meeting are annexed hereto.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER**

1. Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through VC/OAVM can apply at [corpteam@talentsprint.com](mailto:corpteam@talentsprint.com) requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
2. Members will be able to attend the AGM through VC / OAVM, by joining the link provided through email.
3. In case of Android/I Phone connection, participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. The helpline number for joining the Meeting through Electronic Mode will be provided in the meeting invitation which will be sent to the eligible applicants.

## EXPLANATORY STATEMENT

*(Pursuant to Section 102 of the Companies Act, 2013)*

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the item of special business mentioned in the accompanying 17<sup>th</sup> Annual General Meeting Notice.

### **ITEM NO. 4:**

As per the recommendations of NSE Academy Limited and in alignment with the suggestions made by the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at their meeting held on November 4, 2024, has appointed Mr. Anurag Bansal (DIN: 02914883) as an Additional Director of the Company, effective November 11, 2024. He will hold office until the conclusion of the upcoming Annual General Meeting (AGM).

The appointment of Mr. Anurag Bansal as Director is subject to the approval of the shareholders through the passage of an Ordinary Resolution.

Furthermore, a notice under Section 160 of the Companies Act, 2013 has been duly received from Mr. Anurag Bansal, proposing his candidature for the office of Director of the Company.

Except Mr. Anurag Bansal, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution under Item No. 4 for approval of the members as an Ordinary Resolution.

### **ITEM NO. 5:**

Mr. Anurag Bansal has been appointed as Managing Director & Chief Executive Officer ("MD & CEO"), a Key Managerial Personnel of the Company for a period of 5 years w.e.f. November 11, 2024 at the Board meeting held on November 4, 2024 as per recommendations of NRC, considering the significant contribution made by Mr. Anurag Bansal as a Chief Sales Officer in the growth and development of the Company as per the terms of remuneration given below:

Salary	Present Salary that was approved earlier (Rs. 175.20 lakhs (Fixed Salary- Rs 77.20 lakhs and Variable pay- Rs 33 lakhs and long term performance pay of Rs 65 lakhs, which is payable in 2027), which may be reviewed/ increased by the NRC/Board on an annual basis and other terms and conditions, as per his employment agreement, if any.
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The Company has received consent and other mandatory disclosures under Section 196 read with Schedule V of the Companies Act, 2013, to act as a Director and the Managing Director & CEO on the Board of the Company.

In the opinion of the Board, Mr. Anurag Bansal fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as a Managing Director & CEO of the Company.

Prior to this appointment, Mr. Bansal held the position of Chief Sales Officer, and his salary remains unchanged following his transition to Managing Director and CEO. It may be noted that as on November 11, 2024, the Company was a Wholly Owned Subsidiary of NSE Academy Limited.

As per Schedule V of the Companies Act, 2013, The Company has inadequate profits. Therefore, the appointment as MD & CEO and his remuneration shall be approved by the shareholders by passing a Special Resolution.

As the company is a Deemed Public Company, provisions of Section 197 read with Schedule V needs to be complied with, which deals with remuneration to Directors.

The Nomination and Remuneration Committee has recommended the remuneration package taking into consideration the prevailing trends in the corporate sector and in case of inadequacy of profits the payment of remuneration shall be paid as proposed in the Resolution.

The company has not committed any default in payment due to any bank or public financial institution or any other secured creditors.

A Statement along with the notice calling the general meeting is given to the shareholders containing the following information namely:		
I	<b>General Information</b>	
(1)	Nature of industry	Educational Support Services
(2)	Date or expected date of commercial production	December, 2008
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N. A.
(4)	Financial performance based on given indicators.	During the year 2024-25, the Company had inadequate profits and expects to yield profit(s) during the year.
(5)	Foreign investments or collaborations, if any.	NIL
(II)	<b>Information about the appointee</b>	
(1)	Back ground details	<p>He was holding the position of Chief Sales Officer of the Company since 2021, and he leads Sales and Revenue growth at TalentSprint. He is a highly analytical and innovative leader with a proven record of achieving responsible growth and has accomplished several milestones in his career.</p> <p>Before joining TalentSprint as CSO, Mr. Anurag served as the Senior Director and Business Head at Hughes Global Education. He has two decades of professional experience in sales and marketing across many blue-chip companies such as Ashok Leyland, Mahindra &amp; Mahindra, and Career Launcher, and as an entrepreneur.</p> <p>His area of expertise spans across Sales and Marketing, Strategic Decision Making, Business Development, Channel Management, and Building High-Performance Teams.</p> <p>Mr. Anurag received his BTech in Mechanical Engineering from the National Institute of Technology,</p>

		Calicut (erstwhile known as Regional Engineering College).  Since joining TalentSprint in 2021, Anurag has driven sustainable and responsible growth by accelerating sales, forging corporate and academic partnerships, and building a high-performance team. Anurag's twenty-two years of industry experience in sales, business development, and strategic leadership makes him well-suited to lead TalentSprint into its next growth phase.
(2)	Past remuneration	Rs. 1,75,20,000/- drawn as Chief Sales Officer
(3)	Recognition or awards	He has received multiple promotions and awarded in recognition of his excellent performance in the previous organizations.
(4)	Job profile and his suitability	Managing Director and CEO, Key Managerial Personnel
(5)	Remuneration proposed	As stated in the resolution
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered, the remuneration proposed to be paid to Mr. Anurag Bansal is commensurate with the remuneration packages paid to their similar counterparts in other companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	In 2021 he was the Chief Sales Officer of the Company and now he has been elevated as MD & CEO.  Except this he does not have any Pecuniary relationship directly or indirectly other directors
(III)	<b>Other information</b>	
(1)	Reasons of loss or inadequate profits	As new products are introduced in the domestic and international markets, the Company revenues will increase substantially and accordingly Company foresee good margins and profits of the company.
(2)	Steps taken or proposed to be taken for improvement	The Company is taking steps to introduce new products in the domestic and international markets which will enhance the profits of the Company.
(3)	Expected increase in productivity and profits in measurable terms.	The revenue is expected to grow in the coming years.

Information Pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

S No	Particulars	Mr. Anurag Bansal
1	DIN	02914883
2	Age	46 years
3	Qualifications	BTech in Mechanical Engineering from the National Institute of Technology, Calicut (erstwhile known as Regional Engineering College) in the year
4	Experience	Mr. Anurag served as the Senior Director and Business Head at Hughes Global Education. He



		<p>has two over decades of professional experience in sales and marketing across many blue-chip companies such as Ashok Leyland, Mahindra &amp; Mahindra, and Career Launcher, and as an entrepreneur.</p> <p>His area of expertise spans across Sales and Marketing, Strategic Decision Making, Business Development, Channel Management, and Building High-Performance Teams.</p>
5	Terms and conditions of appointment or re-appointment	Appointed as Managing Director & CEO of the Company. Terms and conditions of appointment are as per the resolution at Item No 5 of the Notice read with explanatory statement thereto.
6	Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable,	As stated in the resolution
7	Date of first appointment on the Board	November 11, 2024
8	Shareholding in the company	NIL
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the company,	NIL
10	Number of Meetings of the Board attended during the year 2024-25	Held - 1 Attended - 1
11	Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL

Further the Board (which will include its committee thereof) is authorised to vary and /or increase the remuneration of Mr. Anurag Bansal, MD & CEO, for the remainder of his employment agreement, beyond the remuneration mention above, as they feel appropriate as per the industrial norms.

The terms and conditions of appointment of Mr. Anurag Bansal shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day

Except Mr. Anurag Bansal, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution under Item No. 5 for approval of the members as a Special Resolution.

#### **ITEM NO. 6:**

The Members are hereby apprised that the existing Articles of Association of the Company are based on the Share Purchase Agreement dated September 30, 2020 executed between the Company, NSE Academy Limited, the promoters, other sellers and ESOP holders. The terms of SPA concluded with the closure of Fourth Tranche Sale Shares and the 100% shareholding is held with NSE Academy Limited.





The management is of the view that since the terms of SPA are fully complied and concluded with the closure of Fourth Tranche Sale Shares, the same can be excluded from the existing Articles of Association of the Company. Further, the existing Shareholders are in process of Sale of shares and hence Part B of existing AOA will not have any significance. Therefore, the Company proposed to alter the existing AOA and adopt new set of AOA as per Table F of Schedule I of the Companies Act, 2013.

A copy of the altered Articles of Association of the Company is available for inspection by the Shareholders of the Company at the registered office, up to the date of meeting on all working days between 10:30 am to 12:30 pm, (except Saturdays, Sundays and Public Holidays) and at the venue of the AGM during the AGM.

None of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution under Item No. 6 for approval of the members as a Special Resolution.



**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 U80902TG2008PTC062284  
Name of the Company TALENTSPRINT PRIVATE LIMITED  
Registered Office PSR Prime Towers, Suite No G02, 101 & 102 Sy No126(P), Beside DLF Cyber City, Gachibowli, Rangareddi, Hyderabad, Telangana, India, 500032.

Name of the member (s) :	:
Registered address :	:
E-mail Id :	:
Folio No/ Client Id :	:
DP ID :	:

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

1. Name			
Address			
E-mail Id		Signature	
	or failing him		
2. Name			
Address			
E-mail Id		Signature	
	or failing him		
3. Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 15<sup>th</sup> day of April 2025, at 04:00 PM at the Registered office of the Company situated at PSR Prime Towers, Suite No G02, 101 & 102 Sy No126(P), Beside DLF Cyber City, Gachibowli, Rangareddi, Hyderabad, Telangana, India, 500032, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2.	To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the Financial Year ended on March 31, 2025 and the Report of the Auditors thereon.
3.	To appoint a director in place of Mr. Abhilash Misra (DIN: 08955311) who retires by rotation and being eligible offers himself for re-appointment.
4.	To appoint Mr. Anurag Bansal (DIN: 02914883) as Director of the Company
5.	To appoint Mr. Anurag Bansal (DIN: 02914883) as Managing Director and CEO of the Company and approval the Remuneration.
6.	To Approval Alternation of Articles of Association of the Company

Signed this \_\_\_\_, \_\_\_\_, 2025.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix Rs.1/-  
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, not less than 48 hours before the commencement of the Meeting.**



**ATTENDANCE SLIP**  
**17<sup>TH</sup> ANNUAL GENERAL MEETING ON 15<sup>TH</sup> DAY OF APRIL 2025**

<b>DP. Id</b>		<b>Name &amp; Address of the Registered Shareholder /Proxy</b>
<b>Client Id/ Folio No.</b>		
<b>No. of Shares</b>		

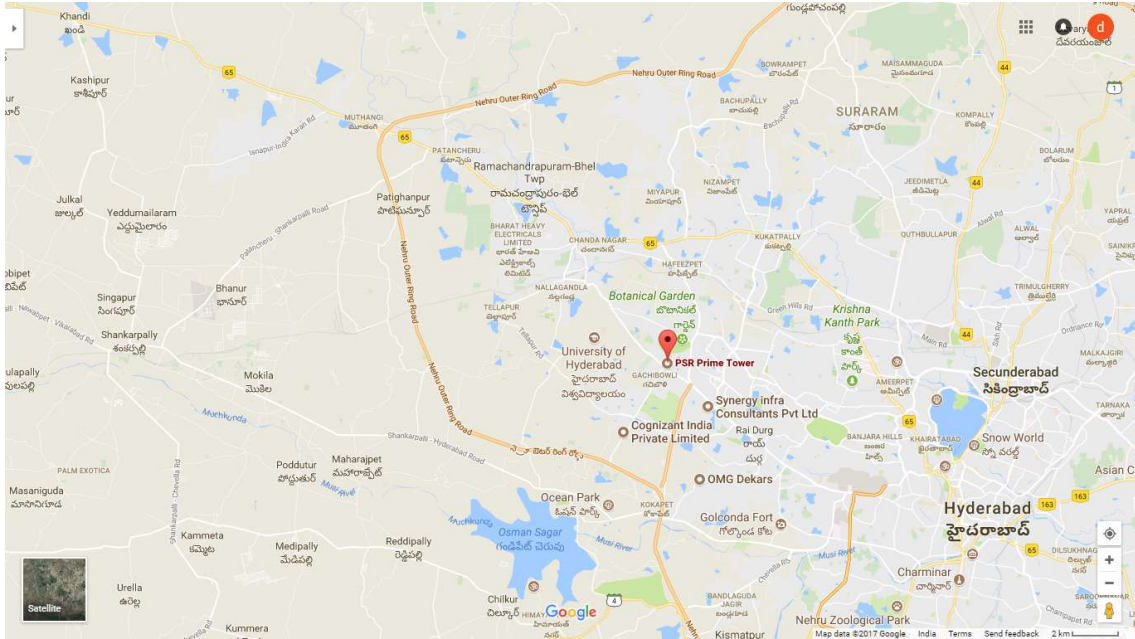
I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 17<sup>th</sup> Annual General Meeting of the Company at the Registered office of the Company situated at PSR Prime Towers, Suite No G02, 101 & 102 Sy No126(P), Beside DLF Cyber City, Gachibowli, Rangareddi, Hyderabad, Telangana, India, 500032 Tuesday, the 15<sup>th</sup> of April 2025, at 04:00 PM.

Member's/Proxy's  
Signature

Note: Please complete this form and hand it over at the entrance of the hall

## ROUTE MAP OF THE VENUE



**Land Mark: Beside DLF Building, Gachibowli**