



CS. JOSE THOMAS MFM, PGDPM, FCS

PRACTISING COMPANY SECRETARY

3/6 3rd Floor, Sheikh Ali Complex Above Manappuram Finance Madiwala Branch
Koramangala 2nd Block Bangalore - 560 068

SECRETARIAL COMPLIANCE CERTIFICATE

Company Registration No. : U70100KA2012PLC063156

Nominal Capital : Rs.10 Crores

To

The Members,
Inspire India Properties Limited
No.119, 2nd Floor, RadhaKrishna Sadanam
Above HDFC Bank, Gandhi Bazar Main Road,
Basavanagudi, Bangalore - 560004

I have examined the registers, records, books and papers of **M/s. INSPIRE INDIA PROPERTIES LIMITED** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **March 31, 2014**. 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 in respect of the aforesaid financial year:

1. The Company has kept and maintained all the Registers as stated in the **"Annexure A"** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in the **"Annexure B"** to this certificate, with the Registrar of companies, Karnataka. The Company has filed Form 65 with Central Government for condonation of delay in filing Form 23 and Form 25C. The company has not filed any forms and returns with Company Law Board during the period.
3. The Company being a Public Limited Company, comments are not required.



4. The Board of Directors duly met 6 (Six) times on 03.05.2013, 13.06.2013, 31.07.2013, 24.08.2013, 20.11.2013 and 03.03.2014 during the financial year. In respect of meetings, proper notices were given and the proceedings were properly recorded and signed.
5. The Company has not closed its Register of Members under section 154 during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March 2013 was held on 24.08.2013 and the resolutions passed at the meeting were duly recorded in minutes book maintained for the purpose.
7. There was no extra ordinary general meeting held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has duly complied with the provisions of Section 297 of the Act in respect of the contracts specified in that section.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company:
 - a. has allotted 3,45,216 Equity shares during financial year. There was transmission of 50,000 equity shares on 03.05.2013 and the transmission has been recorded in the Register of Members.
 - b. has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - c. Was not required to post warrants to any members of the Company as no dividend was declared during the financial year;
 - d. Was not required to transfer any amounts to the Investor Education and Protection Fund;
 - e. has duly complied with the requirements of Section 217 of the Companies Act.



14. The Board of Directors of the Company is duly constituted. There was no new appointment of directors, additional directors and alternative directors to fill casual vacancy during the financial year.
15. The appointment of Managing Director and Whole-time Directors has been made in compliance with the provisions of Section 269 read with Schedule XIII to the Act.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approval from the Central Government, Company Law Board, Regional Director, Registrar or other Authorities prescribed under the various provisions of the Act during the financial year under review.
18. The Directors have disclosed their interest in other firm/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has issued 3,45,216 Equity shares during the financial year and complied with the provisions of the Act.
20. The Company has not bought back any shares during the financial year ending on March 31, 2014.
21. The Company was not required to redeem any preference shares/debentures during the year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividends, right shares and bonus shares pending registration of transfer of shares during the financial year.
23. The Company has not accepted any public deposits under section 58A of the Companies Act during the financial year.
24. The Company has not made any borrowings during the financial year ended 31st March 2014.



25. The Company has not made any loans and investment, or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum of Association with respect to the situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provision of the Memorandum with respect to name of the company during the year under scrutiny.
29. The Company has altered the provisions of the Memorandum of Association with respect to Share capital of the Company during the year under scrutiny and complied with the provisions of the Act.
30. The Company has not altered its Articles of Association during the financial year.
31. According to the information and explanation given to me, no prosecutions initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. According to the information and explanation given to me, the Company has not received any security from its employees which attracts the provisions of section 417(1) of the Act during the year under scrutiny.
33. The company has informed that Section 418 of the Companies Act, 1956 was not applicable to company.

Place: Bangalore
Date : 25/07/2014

Signature: Jose Thomas
Name of Company Secretary:
CS. Jose Thomas MFM, PGDPM, FCS
FCS 7109, CP No. 7516
Practising Company Secretary



ANNEXURE- A

LIST OF REGISTERS MAINTAINED BY THE COMPANY:

1. Register of Members u/s.150
2. Minutes of Board and General Body Meetings u/s.193.
3. Books of Accounts u/s 209.
4. Register of contracts in which directors are interested u/s. 301.
5. Register of Directors, Managing Director etc, u/s 303.
6. Register of Directors shareholdings u/s.307.

OTHER REGISTERS:

1. Register of Directors attendance.
2. Register of shareholders attendance
3. Register of Transferee
4. Register of Fixed Asset
5. Register of Documents sealed.



ANNEXURE- B

FORMS FILED WITH THE REGISTRAR OF COMPANIES:

Forms and returns as filed by the Company with the ROC during the financial year

Sl.No	Form /Return	Filed under Section	For	Date of filing	Whether filed within prescribed time	If delay in filing, whether requisite additional fees paid.
1.	Form 2	75(1)	Return of Allotment	14/06/2013	NO	YES
2.	Form 2	75(1)	Return of Allotment	08/07/2013	YES	NO
3.	Form 2	75(1)	Return of Allotment	31/12/2013	NO	YES
4.	Form 66	383A	Compliance Certificate	24/01/2014	NO	YES
5.	Form 23AC	220	Balance sheet	25/01/2014	NO	YES
6.	Form 23ACA	220	Profit & Loss A/c	25/01/2014	NO	YES
7.	Form 32	303	Change in Designation	28/01/2014	NO	YES
8.	Form 20B	159	Annual Return	28/01/2014	NO	YES
9.	Form 5	94	Increase in Authorized Capital	07/02/2014	NO	YES
10.	Form 23	192	Special Resolution	12/02/2014	NO	YES



