

## DIRECTORS' REPORT

The Members,

### **M/S, INSPIRE INDIA PROPERTIES LIMITED**

Your Directors are pleased to present the 4th Annual Report together with the audited accounts of the company for the financial year ended 31st March, 2016 and the Report of the Statutory Auditors.

#### **1. FINANCIAL PERFORMANCE:**

<b>PARTICULAR</b>	<b>Year ended 31st March, 2016</b>	<b>Year ended 31st March, 2015</b>
Net Revenue from Operations	2,64,44,207	1,29,15,710
Other Income	3,89,140	7,21,171
Total revenue	2,68,33,347	1,36,36,881
Profit / (Loss) Before Tax	47,32,948	8,23,681
Tax Expense:		
Current Tax	9,21,259	
Less: MAT Credit relating to P Y	(8,02,683)	1,01,278
Net Current Tax	1,18,576	(1,01,278)
Short/ (Excess) provision for tax of earlier years	50,600	-
Deferred Tax	42,682	(80,610)
Profit / (Loss) after Tax	45,21,090	9,04,291
Earning per equity share (in Rs)	0.92	0.21
Number of shares used in computing earnings per share	65,91,978	46,48,911

#### **2. DIVIDEND & RESERVES:**

The boards of directors do not recommend any dividend for the financial year 2015-16. No amount is proposed to be transferred to general reserves during the period.

#### **3. BUSINESS:**

During the year under review, the total revenue of the company has increased to Rs. 2, 68, 33,347 from Rs.1, 36, 36,881 in the previous year, at a growth of 96.77%.

The company's profit after tax has increased to Rs.45, 21,090 from Rs.9, 04,291, at a growth by 399.96%.

1. The company has acquired another 4.5 acres of farm land at "UNO Green Rock" and is in the process of establishing a gated community. "UNO Green Rock" is an Eco Friendly gated community of farm land in Krishnagiri District, Tamilnadu.
2. The Company is selling the BUDA approved residential plots in "SuvaranaVihar Colony" at Belgaum, Karnataka. "SuvaranaVihar Colony" is spread over nearly 5 acres of land. This is a joint venture project.
3. The company is in the process of identifying new investment opportunities and is also planning to diversify into construction & management of industrial parks and farm resort based tourism.

#### **4. BOARD OF DIRECTORS:**

Your company's Board comprises of the following Directors:

<b>NAME</b>	<b>DESIGNATION</b>	<b>DIN</b>
Mr. Balakrishnan Veloor	Chairman	01799446
Mr. Sharanabasappa Channabasappa Patil	Managing Director	01799415
Mr. Krishnappa Chinnappa	Whole-time Director	05140836
Mr. Danappa Irappa Tadasalur	Whole-time Director	05215667

Being a public limited company by virtue of section 152(6), of the Companies Act, 2013, two third of the directors are liable to retire by rotation. Among the retiring directors, one third has to retire at every annual general meeting.

Mr. Sharanabasappa Patil, retire by rotation and being eligible offers himself for reappointment at the ensuing Annual General Meeting.

#### **5. BOARD MEETINGS:**

During the financial year 8 board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

List of Meetings held during the year:

<b>Sl. No.</b>	<b>Date of the Meeting</b>	<b>Place of the Meeting</b>
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1	10.07.2015	Bangalore
2	27.08.2015	Bangalore
3	26.09.2015	Bangalore
4	27.10.2015	Bangalore
5	08.12.2015	Bangalore
6	13.01.2016	Bangalore
7	02.02.2016	Bangalore
8	31.03.2016	Bangalore

## **6. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## **7. DECLARATION BY INDEPENDENT DIRECTORS:**

The company is not required to appoint independent directors under section 149(4) of the Companies Act 2013 and rule 4 of Companies (Appointment and Qualification of Directors) Rules 2014.

## **8. EVALUATION OF BOARD PERFORMANCE:**

The company is not required to undertake formal evaluation of board performance or performance of its members.

**9. INTER CORPORATE LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Section 186 of the Companies Act, 2013 is not applicable to the company.

**10. RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered during the financial year were on arms length basis and were in the ordinary course of the business of the company. The details of related party transactions are annexed with this report as Form AOC-2.

**11. MATERIAL EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:**

The company has allotted 511,380 sweat equity shares of Rs. 10 each at a premium of Rs. 2 per share for consideration other than cash for providing value addition to the following directors of the company on 17<sup>th</sup> June 2016

12.

SL.NO	NAME	NO. OF SWEAT EQUITY SHARES TO BE ISSUED	DATE OF EVENT
1.	Mr. Sharanabasappa Patil	325,424	17.06.2016
2.	Mr. Danappa Irappa	1,85,956	17.06.2016
<b>Total</b>		<b>511,380</b>	

**12 EXTRACT OF ANNUAL RETURN:**

The extract of the Annual Return in form MGT-9 is annexed with this report.

**13. HUMAN RESOURCE MANAGEMENT:**

Employees are the most important asset of the organization. The human resource policy of the company is designed with the objective to attract and retain the best talent available in the industry.

The management conducts various training programs on a frequent basis to enhance the skill of employees. The company has a transparent performance appraisal system which tries to make an objective assessment of employees' performance and requirement for further training.

#### **14. STATUTORY AUDITORS & AUDIT REPORT:**

**M/s. T.D JAIN & D.I SAKARIA**, Chartered Accountants, Bangalore who are the Statutory Auditors of the Company, hold office, in accordance with the provisions of the Companies Act, 2013, up to the conclusion of the Seventh (7<sup>th</sup>) Annual General Meeting (subject to ratification of their appointment in every annual general meeting) and have expressed their consent to be reappointed. Board recommends their reappointment to the shareholders of the company.

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments. Regarding qualification, reservation, adverse remark or disclaimer made in the audit report, reply of the board is provided separately in this report.

#### **15. BOARD RESPONSE TO QUALIFICATION, RESERVATION, ADVERSE REMARK OR DISCLAIMER MADE IN AUDIT REPORT :**

**Audit observation:** The financial statements comply with the accounting standards except AS -15 specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014:

**Board response:** The board has taken initiative to comply with AS -15 in the current financial year.

#### **16. RISK MANAGEMENT:**

The board of directors assesses all the risks that the company faces such as strategic, financial, credit, market, liquidity, security, legal, regulatory, goodwill on a periodic basis. The board ensures that there is a risk management infrastructure in place capable of addressing all the identified risks. The company's management systems, organizational structure, process, standards, code of conduct, internal audit system etc plays a major role in managing risks. Risk Management is a priority matter.

#### **17. CORPORATE SOCIAL RESPONSIBILITY POLICY:**

The company is not required to formulate a corporate social responsibility policy under section 135 of the Companies Act 2013.

#### **18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

In accordance with the requirements of sub-section (13) of section 134 of the Companies Act, 2013, particulars with respect to conservation of energy, technology

absorption, foreign exchange earnings and outgo, to the extent possible in the opinion of your Directors, are as follows:

**1. Conservation of Energy :**

Not Applicable

**2. Technology Absorption and Research and Development:**

Not Applicable

**3. Foreign Exchange Outflow & Inflow:**

Nil

**19. MANAGERIAL REMUNERATION:**

Information as per Rule 5(1) of chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014

Name of Director	Title	Remuneration for 2015 -16	Sweat Equity for 2015 -16	Total remuneration 2015 -16	Remuneration For 2014-15	% of Increase
Mr. Sharanabasappa Channabasappa Patil	Managing Director	3,00,000	-	3,00,000	3,00,000	-
Mr. Krishnappa Chinnappa	Whole-time Director	3,00,000	22,31,472 (1,85,956 shares at a price of Rs 12 )	25,31,472	3,00,000	743.82%
Mr. Danappa Irappa Tadasalur	Whole-time Director	3,00,000	-	3,00,000	3,00,000	-
Mr. Balakrishnan V	Director	NA	27,89,352 (2,32,446 shares at a price of Rs 12 )	27,89,352	NA	NA

**20. SWEAT EQUITY SHARES:**

Disclosure required as per Rule 8 of The Companies (Share Capital and Debentures) Rules, 2014:

**i. The class of Director to whom sweat equity shares were issued**

<b>SL.NO</b>	<b>NAME</b>	<b>CLASS</b>
1.	Mr. Balakrishnan Velloor	Director
2.	Mr. Krishnappa Chinnappa	Wholetime Director

**ii. The class of shares issued as Sweat Equity Shares;**

Equity Shares ranking paripassu with the existing equity shares of the company

**iii. The number of sweat equity shares issued to the Directors**

<b>SL.NO</b>	<b>NAME</b>	<b>NO. OF SWEAT EQUITY SHARES ISSUED</b>
1.	Mr. Balakrishnan Velloor	2,32,446
2.	Mr. Krishnappa Chinnappa	1,85,956
<b>Total</b>		<b>418,402</b>

**iv. The Reason or justification for issue**

To give a value to the time and effort put in by the Promoters/ Directors of the company and the efforts and expenses that the company would have had to incur, had the Promoters/ Directors of the company not brought in their Intellectual Property or value addition.

**v. The principal terms and conditions for issue of sweat equity shares, including the pricing formula**

The valuation methodology used to arrive at pricing is "Replacement Cost Approach"

**vi. The total number of shares arising as a result of issue of sweat equity shares.**

The total number of shares arising as a result of issue of sweat equity shares is 4,18,402

**vii. The percentage of the sweat equity shares of the total post issued and paid up share capital.**

The percentage of the sweat equity shares of the total post issued and paid up share capital is 6.35%

**viii. The consideration (including consideration other than cash) received or benefit accrued to the company from the issue of sweat equity shares.**

- The Promoters/ Directors of the company have initiated the process of setting up of an organization to address the needs of Real Estate Market and customers. With their respective experience, expertise and knowhow they have drawn the business plan, conceptualized, strategized and provided the road map.
- Establishing, Promoting and maintaining company's brand to generate business by developing appropriate strategies and executing them.
- Development of Investor base, vendors, customers and identifying new business opportunities for the company.
- Staying informed about marketing trends and monitoring industry changes, and making them available

**ix. The diluted Earnings per shares (EPS) pursuant to issuance of sweat equity shares.**

The diluted Earnings per shares (EPS) pursuant to issuance of sweat equity shares is 0.92 per shares.

**21. ACKNOWLEDGEMENT:**

The Directors place on record, their gratitude to the Central and State Governments, their Departments and other institutions, clients, vendors, bankers, and statutory auditors for their continued assistance and support extended to the Company during the year under report.

The Directors also place on record their appreciation of the consistent, good team work and dedication put in by all cadres of employees.

For & on behalf of Inspire India Properties Limited

Mr. Sharan Patil  
Managing Director  
DIN: 01799415

Mr. Balakrishnan V  
Director  
DIN: 01799446

Place: Bangalore

Date: 10.08.2016



**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2016**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U70100KA2012PLC063156
2.	Registration Date	21/03/2012
3.	Name of the Company	INSPIRE INDIA PROPERTIES LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
5.	Address of the Registered office & contact details	No.119, 2nd Floor, Radhakrishna Sadanam, Above HDFC Bank, Gandhi Bazar Main Rd,BasavanagudiBangalore – 560004
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Business of Acquisition, Development, Management, Marketing and Sale of Real estate Properties both in India and Abroad	6820	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

SN	Name and Address of the Company	CIN / GLN	Holding/Subsidiary/Associate	% of Shares	Applicable Section
	NA	NA			

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	370030	370030	7.96%	-	1657497	1657497	25.15%	17.19%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.		80000	80000	1.72%		80000	80000	1.21%	(0.51%)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other		-	-	-		-	-	-	-
<b>Total shareholding of Promoter (A)</b>	-	450030	450030	9.68%		1737497	1737497	26.36%	16.68%
<b>B. Public Shareholding</b>									
1. Institutions		-	-	-		-	-	-	-
a) Mutual Funds		-	-	-		-	-	-	-
b) Banks / FI		-	-	-		-	-	-	-
c) Central Govt		-	-	-		-	-	-	-
d) State Govt(s)		-	-	-		-	-	-	-
e) Venture Capital Funds		-	-	-		-	-	-	-
f) Insurance Companies		-	-	-		-	-	-	-
g) FIIs		-	-	-		-	-	-	-
h) Foreign Venture Capital Funds		-	-	-		-	-	-	-
i) Others (specify)		-	-	-		-	-	-	-
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.		-	-	-		-	-	-	-

i) Indian	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-
<b>b) Individuals</b>	<b>4198881</b>	<b>4198881</b>	<b>90.32%</b>	<b>-</b>	<b>4854481</b>	<b>4854481</b>	<b>73.64%</b>	<b>(16.68%)</b>
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-
<b>c) Others (specify)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Non Resident Indians	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>4198881</b>	<b>4198881</b>	<b>90.32%</b>	<b>-</b>	<b>4854481</b>	<b>4854481</b>	<b>73.64%</b>	<b>(16.68%)</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4198881	4198881	90.32%	-	4854481	4854481	73.64%	(16.68%)
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>								
<b>Grand Total (A+B+C)</b>	<b>4648911</b>	<b>4648911</b>	<b>100%</b>		<b>6591978</b>	<b>6591978</b>	<b>100%</b>	<b>-</b>

#### B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr.Sharanabasappa C Patil	80,000	1.72%	NIL	338,233	5.13%	NIL	3.41%
2	Mr.Veloor Balakrishnan	80,000	1.72%	NIL	312,446	4.74%	NIL	3.02%
3	Mr.Krishnappa Chinnappa	80,000	1.72%	NIL	474,289	7.19%	NIL	5.47%

4	Mr.Danappa Irappa Tadasalur	80,000	1.72%	NIL	80,000	1.21%	NIL	(0.51%)
5	Sushma Patil	10	0.0002%	NIL	10	0.0002%	NIL	0%
6	Rajaram Hegde	30000	0.65%	NIL	211,666	3.21%	NIL	2.56%
7	Krishnappa Nagaraj	10000	0.26%	NIL	10000	0.15%	NIL	(0.11%)
8	Mallana Hosmani	10	0.0002%	NIL	10	0.0002%	NIL	0%
9	Prabhamandiram Chandramohan	10010	0.22%	NIL	22510	0.34%	NIL	0.12%
10	Ganesh Hegde	NIL	NIL	NIL	208,333	3.16%	NIL	3.16%
11	Inspire India Financial Solutions Private Limited	80000	1.72%	NIL	80000	1.21%	NIL	(0.51%)

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	450030	9.68%	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	<p><b>27-10-2015</b> – 49,900 equity shares were transferred to Mr. Sharanabasappa Patil.</p> <p><b>08-12-2015</b> – 2,08,333 equity shares were allotted to Mr. Ganesh Hegde 12500 equity shares were allotted to Mr. PrabhamandiramChandramohan</p> <p><b>13-01-2016-</b> 2,08,333 equity shares were allotted to Mr. Sharanabasappa Patil. 2,08,333 equity shares were allotted to Mr. Krishnappa 1,81,666 equity shares were allotted to Mr. RajaramHegde</p> <p><b>31-03-2016</b> – 2,32,446 sweat equity shares were allotted to Mr. Balakrishnan Veloor 1,85,956 sweat equity shares were allotted to Mr. KrishnappaChinappa</p>			
	At the end of the year	17,37,497	26.36%	-	-

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning	Cumulative Shareholding during theyear
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		of the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5,50,000	11.83%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<p>Some of shareholders in this category did not participate in private placement for year 2015-16.</p> <p><b>Company has identified below shareholders as top 10 shareholders of the company</b></p> <ol style="list-style-type: none"> <li>1. Chinnaswamy Reddy Lakshminarayana Babureddy – 1,00,000 equity shares</li> <li>2. Diwakar Channappa – 99,900 equity shares</li> <li>3. Dayananda Poojari Gangulli – 70,000 equity shares</li> <li>4. J Manjunatha – 60,000 shares</li> <li>5. Sametanahalli Arjun Rao Padmanabha Rao – 60,000 shares</li> <li>6. Raju R Rai</li> <li>7. Manjushree K</li> <li>8. S M Ramesh</li> <li>9. Sumitha G R</li> <li>10. Lalitha C B</li> </ol> <p>Note: The company has identified shareholders holding 50,000 shares based on ascending order in the register of members.</p>			
	At the end of the year	6,39,900	9.71%	-	-

#### E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3,20,000	6.88%	-	-
	Date wise Increase / Decrease in Directors Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	<p><b>27-10-2015</b> – 49,900 equity shares were transferred to Mr. Sharanabasappa Patil.</p> <p><b>13-01-2016</b> – 2,08,333 equity shares were allotted to Mr. Sharanabasappa Patil.</p> <p>2,08,333 equity shares were allotted to Mr. Krishnappa</p> <p><b>31-03-2016</b> – 2,32,446 sweat equity shares were allotted to Mr. Balakrishnan Veloor</p>			

		1,85,956 sweat equity shares were allotted to Mr. KrishnappaChinappa			
	At the end of the year	12,04,968	18.28%	-	-

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>				
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL

## XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Mr. Sharan C. Patil	Mr. Danappa I Tadasaluru	Mr. KrishnappaChinappa	Mr. Balakrishnan V	Total Amount
		MD	WTD	WTD	Director	

1	Gross salary	3,00,000	3,00,000	3,00,000	-	9,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	22,31,472	27,89,352	50,20,824
4	Commission - as % of profit others specify	-	-	-	-	-
5	Others, please specify					-
	Total (A)	3,00,000	3,00,000	25,31,472		59,20,824
	Ceiling as per the Act					

#### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL

	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	Others specify...	NIL	NIL	NIL	NIL
5	Others, please specify				
	Total	NIL	NIL	NIL	NIL

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA



C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

For & on behalf of board

Mr.Sharan Patil  
Managing Director  
DIN: 01799415

Mr.Balakrishnan V  
Director  
DIN: 01799446

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length

**1. Details of contracts or arrangements or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2016, which were not arm's length basis

**2. Details of material contracts or arrangement or transactions at arm's length basis**

Name of related party	Nature of contract/arrangement/transaction	Nature of relationship	Duration of Contract	Date of approval by board	Salient terms	Amount in INR	Amount paid as advances, If Any
Inspire India Financial Solutions Private Limited	Lease Rent For Infrastructure	Common Directors	Continuous	NA	Arms Length basis in the ordinary course of business	3,09,680	NIL

All other related party transactions entered by the company during the FY 2015-16 are outside the purview of Section 188 of the Companies Act 2013

For &amp; on behalf of the board

Mr. Sharan Patil

Mr. Balakrishnan V

Managing Director  
DIN: 01799415Director  
DIN: 1799446