

INSPIRE INDIA PROPERTIES LIMITED

No.119, 2ndFloor, RadhakrishnaSadanam, Above HDFC Bank,
Gandhi Bazar Main Road, Basavanagudi, Bangalore, Karnataka-560004

NOTICE:

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S INSPIRE INDIA PROPERTIES LIMITED WILL BE HELD ON WEDNESDAY, 14TH DAY OF SEPTEMBER 2016 AT 5 PM AT SANMAN GARDENIA HOTEL SITUATED AT # 2, NEAR COSTA COFFEE, ASHOKA PILLAR CIRCLE, JAYANAGAR 2ND BLOCK, BANGALORE – 560011 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, the Statement of Profit And Loss Account and Cash Flow Statement for the year ended 31st March 2016 together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Sharanabasappa Patil (DIN: 01799415) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. T.D Jain and D.I Sakaria as statutory auditors of the company for the year 2016-17 and to fix their remuneration.

SPECIAL BUSINESS:

4. ALTERATION OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass with or without modification, the following resolution as special resolution:

“RESOLVED that consent of the shareholders of the company be and is hereby accorded ,subject to the approval of Registrar of Companies, Karnataka to alter the existing main object of the company by adding new clause 2 & 3 after existing clause 1as follows:

2. To carry on business of development, maintenance, management, sale, marketing and operation of industrial parks, special economic zones, residential townships, leisure parks, convention centres, and to act as consultants,marketing associates and advisors for all type of infrastructure and real estate projects both in India and abroad .
3. To carry on the business of construction, management, leasing, and operation of hotels, resorts, club houses, restaurants, cafes, holiday camps, recreation and entertainment centres.

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“**RESOLVED FUTHER** that anydirector of the company be and is hereby authorized to execute all the documents and file necessary forms with the Ministry of Corporate Affairs to give effect to the above resolution”.

5. PRIVATE PLACEMENT OF EQUITY SHARES:

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

“**RESOLVED**that pursuant to the provision of section 23,42 &62 and any other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies (Share Capital and Debentures)Rules, 2014, consent of the members of the company be and is hereby given to Board of Directors of the company to offer, issue and allot up to 15,76,666(Fifteen Lakh Seventy Six Thousand Six Hundred and Sixty Six)Equity shares of Rs. 10/- (Ten) each with a premium of Rs. 2/- (Two) on Private Placement basis during a period up to 25th December, 2016 from the date of passing this resolution to the proposed allottees given below”.

Sl. No.	Name and Address of the Proposed Allottees	PAN	Number of Shares to be issued (Face Value Rs.10/- Premium Rs.2/-)	Amount to be paid (INR)	Category
1	Susheela Bai #704,Nandagokula, 2nd `A` Main,Bhuvanagiri, Ombr Layout, Banaswadi Bangalore 43	ACUPB9009J	50,000	600000	Non-Promoter
2	Dhanalakshmi # 97/4 6th main 6th cross kasthurabanagarbanga lore 560026	BVRPD5515N	25000	300000	Non-Promoter
3	Maharshi Rao #115/4-15/16,4th Cross,JP Nagar	AISPR7584E	25000	300000	Non-Promoter
4	Diwakarchannappa No 11/26 Site No 1 MythriGramaSulikere Post MaragondanahalliKeng	AIGPD0605C	25000	300000	Non-Promoter

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	eri 560050				
5	DrNarasimha Murthy S/O Bheemasena Rao M #732 6th Cross, 9th Main Near Webster School Ashok Nagar, Banashankari Bangalore :50	BEEPM2305H	25000	300000	Non- Promoter
6	Ramalingam No 18 4th Cross DorisanyPalyaBannerg atta Road Bangalore 76	ADAPR5792H	25000	300000	Non- Promoter
7	Sujeethkumarkamath hundi D 16 Chitrakut Century Sahakar Nagar 60ft Rd Bang 92	AGGPK1501J	25000	300000	Non- Promoter
8	Shashidhar B S No 2934/B 2nd FIMkk Road 2nd Stage, Rajajinagar Near MariyappanapalyaMkk Metro Station Bangalore, Karnataka 560010	AGZPS6003N	25000	300000	Non- Promoter
9	Somashekar I S/O S Linge Gowda Near Temple, ChannapatnaSogalaRa managar	ALBPL4038M	25000	300000	Non- Promoter
10	RudreshManjunath #1886 4th Main 11th Cross Rpc Layout Vijayanagar Bangalore- 560040	AKUPMP747J	10000	120000	Non- Promoter
11	Sushma s p A204, vaishnaviRatnam apt SM road near Jalahalli cross T Dasarahalli Bangalore, Karnataka 560057	BEHPS9461K	25000	300000	Non- Promoter
12	steevandias No 245 3rd Mn 3rd Crs, 2nd Blk T R Nagar Bangalore	AMVPD3310R	25000	300000	Non- Promoter
13	Mahesh arya BANGALORE, 560028	APVPM2356K	25000	300000	Non- Promoter
14	Umeshdesireddy	AAMPU6306M	25000	300000	Non-

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	G-204, Purvapanorama Apt, Kalenaagrahara, Banngrghatard, Blor-76				Promoter
15	Naveen chintamani 1st Flr No 60 H Colony 1st Main, Indira Na Landmark Near Silicon, International School Bangalore :38	ARSPC1271E	25000	300000	Non-Promoter
16	H Narayanappa maruthinilaya 6th cross 2nd main adaeshanagar tumkur- 572103	ABNPN7541D	25000	300000	Non-Promoter
17	Mallegowdashivanna No 177 ThirumalaNilaya 1st Main, R K Lyt 2nd Stg Padmanabhanagar Bangalore, 560070	ALLPS9938H	25000	300000	Non-Promoter
18	Rajini ka # 43, Cottonpet Cross, BinnymillRoad,Bangalo re, Karnataka 560053	AENPR8553C	25000	300000	Non-Promoter
19	Dattatreya M R 82 saphmathrika 4th cross ganga jamuna road akshayanagarbegur post	ABUPH3061R	25000	300000	Non-Promoter
20	Anil k # 82 Saphmathrika, 4th Cross Akshaya Nagar, Begur Post Bangalore, 560068	ABUPH3061R	25000	300000	Non-Promoter
21	K N Karthik 1227,6th cross,1st Phase,J P Nagar.Bangalore, Karnataka 560078	APGPK1280F	25000	300000	Non-Promoter
22	Dr Archana No 29 KodimattaAndDevanat hachar Street, Chamrajpet Banglore	AFKPA5211Q	25000	300000	Non-Promoter
23	Krishnappanagaraj No-144 06 Cross,	ABDPN5644D	25000	300000	Promoter

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	Bapuji Layout, 02 Stage, Vijayanagar Bangalore, 560040				
24	MegharajSolhapur D No-78,Flr -Gf,Bldg-Sahyadpi Layout,, 1cross,Bannerghata Road,, ArakerePandurangana Bangalore, Karnataka 560076	AZMPS0517R	25000	300000	Non-Promoter
25	Adithyakumar p T.Dasarahalli, Bangalore	AJQPP0280N	25000	300000	Non-Promoter
26	Lakshmi Krishaswamy 311/2, 10th E MnRd,,Jayanagar 1st Blk Bangalore, 560011	AARPK1662K	25000	300000	Non-Promoter
27	Kemparamaiah 93 3rd Cross J C NagrGeleyaraBalaga, Bangalore North Bangalore, 560086	ABDPK8844J	25000	300000	Non-Promoter
28	Rajashekarmuchandi No 16 2nd Cross Roadchaudaiiah Block 1rt Nagar Bangalore, 560032	ANQPM8823N	25000	300000	Non-Promoter
29	BasavarajLingadali Shiva Basava, Near Rashmi School, Dayanand Colony, KeshwapurHubli, Dharwad Hubli, 580023	ACIPL2993B	25000	300000	Non-Promoter
30	DrSunilkumarbk 1026/C 17th D Cross Indira, Nagar li Stage Batashowroom On, Cmh Road Bangalore, Karnataka 560038	BJOPS5983A	25000	300000	Non-Promoter
31	Lakshmi patil Plot No 66 Near AmbedkarBhavan, 3rd	CMWPP5719B	25000	300000	Non-Promoter

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	Stage Sadashiv Nagar Belgaum, 590001				
32	Mallikarjun B Karajagimath 182/2, 3a Plot No 14 Vidya, Nagar Gokak Belgaum, 591307	BTXPK5945B	25000	300000	Non- Promoter
33	Nagamanivijay No 733 Krupanidhi, 17 Th Cross 6 Th Phase, Jp Nagar Bangalore, 560078	ABRPV6555D	25000	300000	Non- Promoter
34	DrRajprakash B M S/O BelagaviMruthunjayapp a, #15,, 4th D M Ain, Mahalakshmi Layout, Further Extension, Bangalore North, Mahalakshnipuram Layout, Bangalore, 560086	AAJPR8426N	25000	300000	Non- Promoter
35	RaghunandanVasudev rao No 77 TapomayaRachna 8th Main, 10th Cross RbiLyt J P Nagar Bangalore, Karnataka 560078	ADGPV4951N	25000	300000	Non- Promoter
36	SaachiRanganath No-557/B, 9th Cross,, 7th Block, Jayanagar Bangalore, 560082	AFIPP5000Q	25000	300000	Non- Promoter
37	Raghavendrashetty No 776, 4th Main Road A Block, 2nd Stage RajajiNagaraBanglore, Karnataka 560010	AKSPS6894A	25000	300000	Non- Promoter
38	Balaji S N #20j Raghavanilaya 2nd main mico layout geleyarabalagaMahala kshnipuram Bangalore	AFSPB8371E	25000	300000	Non- Promoter

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	560078				
39	Rathnakar K S 4b Aspas Garden Apartment,TDasarahalli	AKTPK6863G	25000	300000	Non-Promoter
40	Puneethkumar No 206 Seshbhanu residency 2, 4th main, 6th cross near niligirs super market, NS Palya, BTM layout, Bangalore	AJPPK2424A	25000	300000	Non-Promoter
41	C N Muralidhara No 228,2nd floor, Surya nest, 3rd main, kirloskar layout, nagasandra(P), Bangalore	ADIPN5544M	50000	600000	Non-Promoter
42	SharanabasappaChan nabasappaPatil No.303, Nisha Apartments, L.I.C.Colony,, 3rd Block, East Jayanagar,, Bangalore, 560041	ANSPP2276N	25000	300000	Promoter
43	BalakrishnanVelloorNo. 347, 1 D Cross, 6 th Block,, 2 nd Phase, Banashankari 3rd Stage,, Bangalore, 560085	AGMPV2278F	2800000	233333	Promoter
44	KrishnappaChinnappa No.3, Gurureddy Compound, Hagadur Colony, White Field, Bangalore- 560066	AFBPC0165L	25000	300000	Promoter
45	DanappalrappaTadasal ur No. 141, Mudhol Ward No.1, Mudhol,,Bagalkot, 587313	AENPT5845H	2800000	233333	Promoter

“RESOLVED FURTHER that the Board of Directors of the company be and are hereby

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authorized to do all such acts, deeds and things and give such directions as may be deemed necessary, to give effect to this resolution”.

“RESOLVED FURTHER that the equity shares to be issued and allotted shall rank paripassu with the existing equity shares of the company in all respects.”

For Inspire India Properties Limited

Mr. Sharan Patil
Managing Director

Date: 10.08.2016
Place: Bangalore

NOTES:

- (1) A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll on his/her behalf. A proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the company not less than forty eight (48) hours before this Annual General Meeting.
- (2) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business (Item No. 4) to be transacted at the meeting is annexed hereto.

EXPLANATORY STATEMENT

The following Explanatory statement pursuant to Section 102 of Companies Act, 2013 (the Act) sets out all material facts relating to business mentioned here as a special business.

ITEM NO.4:

The company is proposing to enter into business relating to development of Industrial park dedicated to specific industries, special economic zones, residential townships, leisure parks, convention centers and engage in the business relating to hotels, restaurants, cafes, holiday camps, resorts, club houses, recreation and entertainment centers. The board of directors is of the view that the proposed expansion will be in the interest of all stakeholders of the company. This requires amendment in the existing Memorandum of Association of the company. The said alteration in Memorandum of Association requires passing of special resolution at the General Meeting of the members of the company.

Your directors recommend the above resolution for your approval.

None of the directors along with their relatives are concerned or interested except to the extent of their shareholding in the company and to the extent of loan which may be provided by them

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to the company.

ITEM NO.5:

As per the provisions of Section 42 of the Act read with the Rules framed there under, a company offering or making an invitation to subscribe its securities on a private placement basis is required to obtain the prior approval of shareholders by way of a Special resolution.

The approval of members is being sought by way of Special resolution under Section 42 of the Act read with the Rules made there under, to enable the company to offer or invite subscriptions for Equity shares on Private Placement basis, during the period up to 25th December 2016 from the date of passing of Special resolution

The Directors commend the Resolution at Item No.5 of the accompanying notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested in passing of the resolution at Item No.5 except in their capacity as shareholders of the company.

BASIS OR JUSTIFICATION FOR THE PRICE INCLUDING PREMIUM:

Under rule 14(2)(A) of the Companies (Prospectus and allotment of Securities Rules) 2014 justification for arriving at the price including premium has to be provided in the explanatory note attached to the notice.

The company was incorporated on 21.03.2012 as a public limited company. As on today company has a paid up capital of Rs. 7, 10,33,580. The Company proposes to issue 15, 76,666(Fifteen Lakh Seventy Six Thousand Six Hundred and Sixty Six) equity shares at a premium of Rs 2 per share on private placement basis. The company has obtained valuation report from an Independent Chartered Accountant that the fair value for Company's Shares will be Rs. 11.99/- per share. Hence company decided to issue shares at Rs.12/- (Rs10 face Value and Rs 2 premium per share). The Company has already commenced its commercial operations and the board of directors is confident that Rs 12 per share is a justifiable price for company shares.

DISCLOSURE AS PER RULE 13 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES 2014

(i) OBJECT OF ISSUE:

The object of the issue is to mobilize resources for development of existing property of the company "Uno Green Rock" Farms situated near Hosur in Tamil Nadu. The Company also wants to enter into new investment on land. A portion of the funds mobilized will be used for venturing into farm tourism.

(ii) TOTAL NUMBER OF SHARES TO BE ISSUED:

15, 76,666 Equity Shares of Rs 10 each at a premium of Rs 2 per share.

(iii) The Price at which allotment is proposed:

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Rs 12 per share of which Rs 10 is face value and Rs 2 is premium.

(iv) Basis on which the price has been arrived at along with the report of the Registered Valuer:

The price has been arrived based on valuation report. The valuation report is attached.

(v) Relevant Date with reference to which the price has been arrived at:

The price has been arrived based valuation report of 10.08.2016 .The price has been arrived based on information as on 10.08.2016.

(vi) The class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to Directors/existing shareholders/new shareholders.

(vii) Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer:

The following Directors are participating in the proposed preferential allotment:

1. Mr. Sharan Patil : 25,000 equity shares
2. Mr. Balakrishnan Velloor : 2, 33,333equity shares
3. Mr. Krishnappa Chinnappa : 25,000equity shares
4. Mr. Danappa Irappa Tadasalur : 2, 33,333equity shares

The following promoter as identified by the company also participates in the offer.

1. Mr.Krishnappa Nagaraj : 25,000 equity shares

(viii) The proposed time within which the allotment shall be completed:

The Company will complete the allotment on or before 25th December 2016.

(ix)The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

SI No.	Proposed Allottees	% of Capital held- post Preferential Offer
1.	Susheela Bai	0.58
2.	Dhanalakshmi	0.29
3.	Maharshi Rao	0.29
4.	diwakarchannappa	1.44
5.	DrNarasimha Murthy	0.29

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6.	Ramalingam	0.29
7.	Sujeethkumarkamath hundi	0.43
8.	Shashidhar B S	0.46
9.	Somashekar I	0.29
10.	RudreshManjunath	0.29
11.	Sushma s p	0.29
12.	steevandias	0.29
13.	Mahesh arya	0.40
14.	Umeshdesireddy	0.29
15.	Naveen chintamani	0.29
16.	H Narayanappa	0.29
17.	Mallegowdashivanna	0.58
18.	Rajini ka	0.29
19.	Dattatreya M R	0.29
20.	Anil k	0.29
21.	K N Karthik	0.29
22.	Dr Archana	0.29
23.	Krishnappanagaraj	0.40
24.	MegharajSolhapur	0.43
25.	Adithyakuamr p	0.29
26.	LAKSHMI KRISHASWAMY	0.29
27.	Kemparamaiah	0.63
28.	Rajashekarmuchandi	0.29
29.	BasavarajLingadali	0.29
30.	DrSunilkumarbk	0.29

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31.	Lakshmi patil	0.29
32.	Mallikarjun B Karajagimath	0.31
33.	Nagamanivijay	0.29
34.	DrRajprakash B M	0.29
35.	RaghunandanVasudevrao	0.29
36.	SaachiRanganath	0.29
37.	Raghavendrashetty	0.40
38.	Balaji S N	0.29
39.	Rathnakar K S	0.29
40.	Puneethkumar	0.29
41.	C N Muralidhara	0.58
42.	Sharanabasappa C Patil	7.93
43.	Balakrishnan V	6.29
44.	DanappaTadasalur	5.75
45.	Krishnappa C	5.75

(x) The change in control in the company consequent to preferential allotment:

There shall be no change in the control of the company consequent to preferential allotment.

(xi) The number of persons to whom allotment on preferential basis already made during the year:

NIL. This is the first preferential allotment of the company for the year 2016-17.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer:

Not applicable. Shares are going to be allotted for cash only.

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(xiii) The pre issue and post issue share holding pattern of the company:

Category Code	Category of Shareholder	Pre-issue		Post-Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding :				
1	Indian :				
	Individual	21,68,877	30.53%	27,10,543	31.23%
	Bodies Corporate	80,000	1.13%	80,000	0.92%
	Sub Total	22,48,877	31.66%	27,90,543	32.15%
2	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	22,48,877	31.66%	27,90,543	32.15%
B	Non-Promoters' holding :				
1	Institutional Investors	NIL	NIL	NIL	NIL
2	Non-Institution :				
	Private Corporate Bodies	NIL	NIL	NIL	NIL
	Directors and Relatives	NIL	NIL	Nil	
	Indian Public	48,54,481	68.34%	58,89,481	67.85%
	Others (Including NRIs)	NIL	NIL	NIL	NIL
	Sub Total(B)	48,54,481	68.34%	58,39,481	67.85%
	GRAND TOTAL	71,03,358	100%	86,80,024	100%

Your directors recommend the above resolution for your approval.

None of the directors along with their relatives are concerned or interested except to the extent of their shareholding in the company and to the extent of loan which may be provided by them to the company

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For Inspire India Properties Limited

Mr. Sharan Patil
Managing Director

Date: 10.08.2016
Place: Bangalore