



**EPSOM PROPERTIES LIMITED**

**Annual Report  
2012 - 2013**

Regency House,  
No.2A, Second Floor, 250/7, Anna Salai,  
Teynampet, Chennai - 600 006.

# EPSOM PROPERTIES LIMITED

ANNUAL REPORT 2012 - 2013

<b>Board of Directors</b>	Dr C Sivakumar Reddy Dr Mohan Swami Mrs Gomathi A Vaidyanathan Mr K Bhakthavatsala Reddy Mr T S Raju	Managing Director Director Director Director Director
<b>Company Secretary</b>	K V Narasimhan	
<b>Auditors</b>	M/s. S Vishnu & Co, Chartered Accountants, No.16/23, Shenoy Road, Nungambakkam, Chennai 600 034	
<b>Bankers</b>	Axis Bank Limited IDBI Bank Limited	
<b>Registrars and Share Transfer Agents</b>	Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai 600 002 Tel : 044 2846 0390 Fax: 044 2846 0129 Email : cameo@cameoindia.com	
<b>Registered Office</b>	Regency House, 2A, Second Floor, 250/7, Anna Salai, Teynampet, Chennai 600 006 Tel : 044 2435 0676 Email : epsomproperties@gmail.com Website : www.epsom.in	

## **EPSOM PROPERTIES LIMITED**

### **NOTICE CONVENING TWENTY SIXTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Company will be held on Saturday, the 4<sup>th</sup> May 2013 at 11.00 a.m. at South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1<sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai 600 014 to transact the following business :-

#### **ORDINARY BUSINESS**

01. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2013 and the Balance Sheet as at that date together with the Report of Board of Directors and the Auditors thereon.
02. To appoint a Director in place of Mr K Bhakthavatsala Reddy who retires by rotation and being eligible offers himself for re-appointment.
03. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix up their remuneration. The retiring Auditors M/s. S Vishnu & Co, Chartered Accountants are eligible for re-appointment.

By order of the Board of Directors  
**For EPSOM PROPERTIES LIMITED**

**(K V NARASIMHAN)**  
**COMPANY SECRETARY**

#### **Registered Office**

Regency House,  
2A, Second Floor,  
250/7, Anna Salai,  
Teynampet,  
CHENNAI 600 006

Dated : 4<sup>th</sup> April 2013

**NOTES :-**

- 01. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
02. The proxy form duly filled in and signed by the Shareholder must be lodged with the Company at the Registered Office of the Company at any time not less than 48 hours before the meeting.
03. The Register of Members and Share Transfer Books of the Company will remain closed from 01/05/2013 to 04/05/2013 (both days inclusive).
04. Members are requested to communicate their change of address, if any, quoting their respective folios.
05. Members holding shares in dematerialized form are requested to intimate any change in address to their respective DPs and those holding shares in physical form are to intimate the above said changes to the Cameo Corporate Services Limited, 'Subramanian Building' No.1, Club House Road, Chennai 600 002.

**EPSOM PROPERTIES LIMITED****Details of Directors seeking re-appointment at the Annual General Meeting**

<b>S.No.</b>	<b>Particulars</b>	<b>K BHAKTHAVATSALA REDDY</b>
01.	Date of Birth	19/02/1966
02.	Date of Appointment	11/04/2006
03.	Qualifications	B.Tech (Civil)
04.	Expertise in specific functional area	1) Engaged in the business of forming residential layouts and executing civil engineering construction. 2) Engaged in the construction of commercial complex under joint venture.
05.	Directorships held in other Public Companies (excluding foreign companies)	NIL
06.	Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders/Investors Grievance Committee)	NIL
07.	Number of shares held in the Company	59,120

## EPSOM PROPERTIES LIMITED

### Directors' Report

To the Members

Your Directors present herewith the Twenty Sixth Annual Report on the Annual Accounts for the year ended 31st March 2013.

#### 01. Financial Results

The summarized financial results are given below .

S.No.	Description	For the year ended 31st March 2013 (Rs. in Lakhs)	For the year ended 31st March 2012 (Rs. in Lakhs)
01.	Total Income	10.40	10.27
02.	Total Expenditure	(16.07)	15.29
03.	Profit/(Loss) before Interest and Depreciation	(5.67)	(5.02)
04.	Interest	Nil	Nil
05.	Profit/(Loss) before Depreciation	(5.67)	(5.02)
06.	Depreciation	0.01	0.01
07.	Profit/(Loss) before Taxation	(5.68)	(5.03)
08.	Provision for Taxation	Nil	Nil
09.	Profit/(Loss) after Taxation	(5.68)	(5.03)

#### 02. Dividend

In view of loss, your Directors do not propose any dividend for the year ended 31st March 2013.

#### 03. Operations

The total income for the financial year ending on 31/03/2013 stands Rs.10.40 lakhs as against Rs.10.27 lakhs for the financial year ending on 31/03/2012; that the total expenditure has marginally increased from Rs. 15.29 lakhs for the financial year ending on 31/03/2012 to Rs. 16.08 lakhs for the financial year ending on 31/03/2013; that the net loss of the Company has gone up from Rs. 5.03 lakhs for the financial year ending on 31/03/2012 to Rs.5.68 lakhs for the financial year ending on 31/03/2013.

#### 04. Outlook

The Outlook for the Company looks bright.

**05. Deployment of proceeds of preferential issue :-**

The Company has kept the funds received from the promoters through preferential issue in fixed deposit with the IDBI Bank Limited and would be deployed solely for long term and short term working capital requirements. Further as per the directives of Reserve Bank of India, the unsecured loan of Rs. 22.23 lakhs received from Dr Mohan Swami, NRI Director was returned without any interest.

**06. Opportunities, challenges, risks and concerns**

Despite the declining growth of Indian economy, the Management is confident of improving the performance and generating business through diversified efforts.

Persisting inflation, escalated interest rates and fluctuating foreign currency are challenges thrown open to the industry.

Nevertheless, the Directors are confident of converting the challenges into opportunities with the experience gained over a period of time.

Unfavourable factors such as economic slow down, inflationary pressure and political uncertainty and other external factors can affect the productivity of the Company.

**07. Fixed Deposits**

The Company has not accepted any deposits from the public during the year under report.

**08. Industrial Relations**

The industrial relations of the Company have been cordial.

**09. Particulars of Employees**

There are no employees who were in receipt of the remuneration as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 during the year under review and hence annexure required under the said Section is not attached.

**10. Retirement of Directors by rotation**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the

Company, Mr K Bhakthavatsala Reddy, Director is liable to retire by rotation and being eligible, he offers himself for re-appointment.

#### 11. Directors Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed :-

- a) That in the preparation of accounts for the accounting period ended 31st March 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgements 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 year and the Loss of the Company for the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the accounts for the year ended 31st March 2013 on a 'going concern' basis.

#### 12. Corporate Governance

The Company has complied with the requirements regarding Corporate Governance as required under Clause 49 of the Listing Agreement with the Stock Exchanges where the Company's shares are listed. A report on the Corporate Governance in this regard is made a part of this Annual Report and a Certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance is attached to this report.

#### 13. Auditors

M/s. S Vishnu & Co, Chartered Accountants, the Statutory Auditors of the Company are retiring at the ensuing Annual General Meeting and are eligible for re-appointment.

#### 14. Conservation of energy, technology absorption and adaptation and foreign exchange earnings and outgo



The particulars relating to conservation of energy, technology absorption and adaptation and foreign exchange earnings and outgo during the year under review are NIL.

15. Acknowledgement

The Board of Directors wishes to express its sincere appreciation to the Government Departments, shareholders, business associates and employees for their continued support.

By order of the Board  
**For EPSOM PROPERTIES LIMITED**

**DR MOHAN SWAMI**  
DIRECTOR

Registered Office  
Regency House, 2A, Second Floor,  
250/7, Anna Salai, Teynampet,  
CHENNAI 600 006

Dated : 4th April 2013

## EPSOM PROPERTIES LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### 01. Company's philosophy on Code of Governance

The Company believes that good corporate governance practices should be enshrined in all the activities of the Company which would ensure efficient conduct of the affairs of the Company and help the Company in achieving its goal of maximizing value for all its stakeholders.

#### 02. Board of Directors

- i) The number of independent Directors is more than the one-third of the total number of Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement entered with the Stock Exchanges.
- ii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49, across all the Companies in which he is a Director. Necessary disclosure regarding Committee Positions in other public companies as at March 31, 2013 have been made by the Directors.
- iii) The name and categories of the Directors, on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/ Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship/membership of Board Committees include only Audit and Shareholder/Investor Grievance Committees.

Name of the Director	Category	No.of Directorships held in other Companies	No.of Committees/ Member ships held in other Companies
Dr Mohan Swami	Non-Independent Non Executive	Nil	Nil
Dr C Sivakumar Reddy	Non-Independent Executive	Nil	Nil
Mrs Gomathi A Vaidyanathan	Independent Non-Executive	Nil	Nil
Mr K Bhakthavatsala Reddy	Independent Non-Executive	Nil	Nil
Mr T S Raju	Non-Executive	Nil	Nil

## 03. Attendance of Directors at Board Meetings and Annual General Meeting

8 (Eight) Board Meetings were held during the year on 30th April 2012, 10th July 2012, 23rd July 2012, 31st July 2012, 29th September 2012, 31st October 2012, 31st January 2013 and 7th March 2013

Name of the Director	No.of Board Meetings held	No. of meetings attended	Last AGM
Dr Mohan Swami	8	1	Yes
Dr C Sivakumar Reddy	8	7	No
Mrs Gomathi A Vaidyanathan	8	Nil	No
Mr K Bhakthavatsala Reddy	8	8	Yes
Mr T S Raju	8	8	Yes

## 04. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.

- a) Composition, Name of Members and Chairperson, Meetings and attendance during the year  
During the year under review, four meetings were held on 30th April 2012, 31st July 2012, 31st October 2012 and 31st January 2013.

Name of the Member	Category	No.of meetings held	Attendance
Mr K Bhakthavatsala Reddy	Independent Non-Executive	4	4
Dr C Sivakumar Reddy	Non Independent Executive	4	4
Mrs Gomathi A Vaidyanathan	Independent Non-Executive	4	Nil

- b) Brief description of terms of reference

- 1) Review of Company's financial statements;
- 2) Review of accounting and financial policies of the Company;
- 3) Review of Internal Control Systems;
- 4) Review of risk management policies and procedures.
- 5) Disclosure of contingent liabilities
- 6) Review of compliances as regards the Company's Whistle Blower Policy

## 05. Remuneration Committee

The Company has not formed any Remuneration Committee. Except Mr T S Raju in respect of whom the Company has paid professional fees and rent, the Company has not paid any remuneration including sitting fees to its Directors during the year ended 31st March 2013.

Details of fees/rent paid to Mr T S Raju, Non Executive Director for the year ended March 31, 2013

Name	Fees paid	Rent paid
T S Raju	Rs. 7.57 lakhs	Rs. 0.95 lakhs

Details of shares of the Company held by Mr T S Raju as on March 31, 2013 are as under

Name	No. of shares
T S Raju	NIL

## 06. Share Transfer cum Investor Relations Committee

The Board of the Company has constituted a Share Transfer cum Investor Relations Committee with Mr K Bhakthavatsala Reddy Independent Non-Executive Director as Chairman with Dr C Sivakumar Reddy, Non-independent Executive Director and Mrs Gomathi A Vaidyanathan, Independent Non-Executive Director as other Members.

The Board has designated Mr K V Narasimhan, Company Secretary as Compliance officer.

The Committee looks into the redressal to shareholders complaints like transfer of shares, non-receipt of balance sheet and other investor grievances. The Committee also oversees the performance of Registrars and Share Transfer Agents.

## 07. General Meetings

## a) Annual General Meetings

Year	Location	Date	Time
2012	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai 600 014	10/07/2012	11.00 a.m.
2011	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai 600 014	18/06/2011	11.00 a.m.
2010	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai 600 014	19/06/2010	11.00 a.m.

## b) Postal Ballot

During the year under report, no resolutions were passed through Postal Ballot.

## 08. Disclosures

- a) There are no materially related party transactions and pecuniary transactions between the Company and its Directors during the year under review except in the case of Mr T S Raju, Non-Executive Director to whom the Company paid a professional fee of Rs.7.57 lakhs and rent of Rs. 0.95 lakhs during the financial year ended 31st March 2013.
- b) Details of non compliance by Company, penalty, strictures imposed on the Company by Stock Exchanges or SEBI or any authority on any matter related to capital markets during the last three years : NIL
- c) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with Clause 49 of the Listing Agreement with the Stock Exchanges for employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee
- d) No different treatment from the Accounting Standards was followed in preparation of the financial statements of the Company.

## 09. Means of communication

The unaudited quarterly/audited annual results are published in the newspapers viz. Trinity Mirror in English and Makkal Kural in Tamil. The financial results are displayed on [www.epsom.in](http://www.epsom.in)

## 10. General Shareholder information

## a) Annual General Meeting

Date and time	4th May 2013 at 11.00 a.m.
Venue	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai 600 014

## b) Financial Calendar 2013-2014

First Quarterly results	Last week of July 2013
Second Quarterly results	Last week of October 2013
Third Quarterly results	Last week of January 2014
Results for quarter/year ended Audited results	Last week of April 2014/May 2014

- c) Date of Book Closure                      01/05/2013 to 04/05/2013 (Both days inclusive)
- d) Dividend Payment Date                      Not Applicable

e) The equity shares of Rs. 10/- each are listed at

1) Madras Stock Exchange Limited,  
Exchange Building, Post No. 183,  
New No. 30 (Old No.11), Second Line Beach,  
CHENNAI 600 001, Tamil Nadu, India  
Tel 91-44-25228951 Fax 91-44-25244897

2) BSE Limited,  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI 400 001, Maharashtra, India  
Tel 91-22-22721233, 22721234 Fax 91-22-22722061/41/39/37

f) The details of high and low market price of the shares on the Bombay Stock Exchange are as under :-

Month	Year	High (Rs.)	Low (Rs.)
April	2012	5.22	4.75
May	2012	5.25	4.45
June	2012	5.01	3.79
July	2012	4.07	3.30
August	2012	3.45	3.24
September	2012	3.37	2.85
October	2012	3.32	2.67
November	2012	3.24	2.80
December	2012	3.30	2.56
January	2013	3.30	2.88
February	2013	2.91	2.69
March	2013	3.24	2.85

g) Stock Exchange Security Code and other related information

Madras Stock Exchange Limited	HULTAPHMT
Bombay Stock Exchange Limited	531155
Depository ISIN No.	INE601F01016
Corporate Identification Number (CIN)	L24231TN1987PLC014084

## h) Distribution of shareholding by size as on March 31, 2013

Range of Shares	Shareholders		Share Amount	
	Numbers	% of Total Nos.	Numbers	% of Total Amount
Upto 500	2865	79.8718	71,64,890	9.6137
501 - 1000	357	9.9526	30,09,130	4.0376
1001 - 2000	153	4.2654	24,62,730	3.3044
2001 - 3000	81	2.2581	21,76,700	2.9207
3001 - 4000	24	0.6691	8,49,720	1.1401
4001 - 5000	25	0.6970	11,71,610	1.5720
5001 - 10000	42	1.1709	28,90,240	3.8781
Above 10000	40	1.1151	5,48,02,980	73.5334
<b>Total</b>	<b>3587</b>	<b>100.0000</b>	<b>7,45,28,000</b>	<b>100.0000</b>

## i) Categories of shareholders as on March 31, 2013

Category	No. of shares	Percentage
Promoters Holdings	41,95,900	56.30
Persons acting in concert	0	0
Mutual Funds	0	0
Financial Institutions & Banks	0	0
Central Government/State Government(s)	0	0
Venture Capital Funds	0	0
Insurance Companies	0	0
Foreign Institutional Investors/ Foreign Venture Capital Investors	80,000	1.07
Corporate Bodies	1,37,759	1.85
Directors and their relatives	59,120	0.79
NRI	69,466	0.93
HUF	71,031	0.96
Indian Public	28,39,524	38.10
<b>Total</b>	<b>74,52,800</b>	<b>100.00</b>

## j) Shares held in physical and dematerialized form

As on March 31, 2013, 81.82% of shares held in dematerialized form and balance 18.18% in physical form.

## k) Outstanding GDRs/ADRs/Warrants or Convertible Instruments

As on March 31, 2013 the Company did not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

## l) Registrars and Transfer Agents for physical transfer and Dematerialisation of shares

M/s. Cameo Corporate Services Limited,  
'Subramanian Building'  
No.1, Club House Road,  
Chennai 600 002  
Phone No. 044-28460390  
Fax No. 044-28460129  
Email [cameo@cameoindia.com](mailto:cameo@cameoindia.com)

**Declaration on Code of Conduct**

The Board of Directors of Epsom Properties Limited has laid down a code of conduct for all Board Members and the Senior Management of the Company. It is affirmed that all the Board Members and Senior Management Personnel have complied with Code of Conduct as per Clause 49(D)(ii) of the Listing Agreement for the year 2012-2013.

**(Dr C Sivakumar Reddy)**  
CEO cum Managing Director

Place : Chennai

Date : 4<sup>th</sup> April 2013



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**S.VISHNU & CO**

**Chartered Accountants**

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Flat No.23, Swagatham Apartments, No.16/23, Shenoy Road, Nungambakkam, Chennai 600 034  
Phone 42137067/42138297, Fax 28235297, E-mail : svishnuandco@gmail.com

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**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members

**EPSOM PROPERTIES LIMITED**

We have examined compliance conditions of Corporate Governance of Epsom Properties Limited for the year ended on March 31, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended March 31, 2013 no investor grievances are unattended/pending for a period exceeding one month against the Company as certified by the Registrars of the

Company and details presented to the Share Transfer cum Investor Relations Committee of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency with which the management has conducted the affairs of the Company.

**For S VISHNU & CO**  
Chartered Accountants  
FRN No. 005179S

**( S VISHNU )**  
Partner  
Membership No. 26131

Place : Chennai

Date : 4<sup>th</sup> April 2013

**S.VISHNU & CO**

**Chartered Accountants**

Flat No.23, Swagatham Apartments, No.16/23, Shenoy Road, Nungambakkam, Chennai 600 034  
Phone 42137067/42138297, Fax 28235297, E-mail : svishnuandco@gmail.com

**AUDITORS' REPORT**

**TO THE MEMBERS OF EPSOM PROPERTIES LIMITED**

We have audited the attached Balance Sheet of EPSOM PROPERTIES LIMITED as at 31st March 2013 and the Statement of Profit and Loss for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956 we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that :

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
- iii) The Balance Sheet, the Profit & Loss Account and the Cash Flow statement dealt with by this report are in agreement with the books of account;

- iv) In our opinion, the Balance Sheet, the Profit and Loss account and the Cash Flow statement dealt with by this report comply with the accounting standards referred to in sub section 3 (c) of Section 211 of the Companies Act, 1956;
- v) On the basis of written representations received from the Directors as on 31st March 2013 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2013 from being appointed as a Director in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting practices generally accepted in India.
  - a) In the case of Balance Sheet, the state of affairs of the Company as at 31st March 2013;
  - b) In the case of the Profit & Loss Account, of the Loss for the year ended on that date;
  - c) In the case of the Cash Flow statement, of the Cash Flows for the year ended on that date;

**For S VISHNU & CO**  
Chartered Accountants  
FRN No. 005179S

**( S VISHNU )**  
Partner  
Membership No. 26131

Place : Chennai

Date : 4<sup>th</sup> April 2013

**S.VISHNU & CO**

**Chartered Accountants**

Flat No.23, Swagatham Apartments, No.16/23, Shenoy Road, Nungambakkam, Chennai 600 034  
Phone 42137067/42138297, Fax 28235297, E-mail : svishnuandco@gmail.com

**ANNEXURE TO THE AUDITORS' REPORT**  
(referred to in our report of even date)

We report that :

- i.
  - a. The Company's Fixed Assets comprise of items of furniture & fixtures costing Rs. 4,030/- - Considering the nature and value of such items, the question of physical verification of the same does not arise.
  - b. The Company has not disposed of a substantial part of the fixed assets during the year.
- ii. According to the information and explanations furnished to us, there are no inventories available with the Company. Accordingly, the provisions of clause 4(ii) of the Order is not applicable.
- iii.
  - a. According to the information and explanations furnished to us, the Company has not granted any loan, secured/unsecured to Companies, firms or other parties whose particulars are recorded in the register maintained under Section 301 of the Companies Act, 1956.
  - b. In respect of loans, secured or unsecured, taken by the Company from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956, according to the information and explanations given to us :
    - (i) The Company has taken unsecured loans from its directors during the year ended 31/03/2013, the year end balance of such loans was Rs. 7.07 lakhs.

- (ii) The above loans are interest-free and other terms and conditions of such loans are in our opinion , prima facie not prejudicial to the interests of the Company.
  - (iii) The above loans are repayable on demand. The Company has re-paid the unsecured loan of Rs. 22.23 lakhs availed from Dr Mohan Swami, NRI Director as per the directives of Reserve Bank of India.
  - (iv) There is no overdue amount of such loans.
- iv. In our opinion and according to the information and explanations given to us during the course of our audit, there are adequate internal control systems commensurate with the size of the Company and nature of its business with regard to purchase of fixed assets and for the purchase and sale of goods. Further, on the basis of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have been instance of major weakness in the aforesaid internal control systems.
- v. In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements required to be maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of Clause 4(v)(b) are not applicable to the Company.
- vi. The Company has not accepted any deposits from public and consequently, the directives issued by the Reserve Bank of India, the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, and the rules framed thereunder are not applicable.
- vii. The Company did not have a system of internal audit during the year under review.
- viii. The Central Government has not prescribed maintenance of cost records for any of the activities of the Company under Section 209(1)(d) of the Companies Act, 1956.
- ix. a. According to the information furnished to us, the Company is regular in depositing with appropriate authorities, the undisputed statutory dues including Income Tax, Sales Tax and other material statutory dues applicable to it.
- b. According to the information and explanations given to us and the records of the

Company examined by us there were no undisputed statutory dues in arrears, as at the date of the Balance Sheet under report, for a period of more than six months.

- x. The accumulated losses of the Company at the end of the financial year are more than fifty percent of its net worth. The Company has incurred cash losses during the financial year and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations furnished to us by the Company, there were no defaults in repayment of its dues to financial institutions and banks at the date of the Balance Sheet. The Company has not issued any debentures.
- xii. According to the information and explanation given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. The Company is not a chit fund, nidhi, mutual benefit fund or a society. Accordingly, the provisions of clause 4(xiii) of the Order is not applicable.
- xiv. According to the information and explanation given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, clause 4(xiv) of the Order is not applicable.
- xv. According to the information and explanation given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- xvi. The Company has not obtained any term loans. Accordingly, the provisions of clause 4 (xvi) of the order are not applicable.
- xvii. According to the information and explanations given to us and as per the books and records examined by us and on an overall examination of the Balance Sheet & Cash Flow statement of the Company, we report that, prima facie, funds raised on short term basis have not been used for long-term investment.
- xviii. During the year, the Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of Clause 4 (xviii) of the order are not applicable.
- xix. The Company has not issued any debentures. Accordingly, the provisions of clause 4(xix) of the order are not applicable.

- xx. The Company has not raised any money by way of public issues during the year. Accordingly, the provisions of clause 4 (xx) of the order are not applicable.
- xxi. During the course of our examination of the accounts of the Company in accordance with generally accepted auditing practices, we have not come across any instances of fraud on or by the Company, nor have we been informed by the management, of any such instance being noticed or reported during the year.

**For S VISHNU & CO**  
Chartered Accountants  
FRN No. 005179S

**( S VISHNU )**  
Partner  
Membership No. 26131

Place : Chennai

Date : 4<sup>th</sup> April 2013



**EPSOM PROPERTIES LIMITED**

BALANCE SHEET AS AT 31ST MARCH 2013

(in Rupees)

PARTICULARS	Note No	As at 31st March 2012	As at 31st March 2011
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholder's Funds			
(a) Share Capital	1	74,528,000.00	74,528,000.00
(b) Reserves and Surplus	2	(64,366,492.82)	(63,797,839.44)
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	706,500.00	2,967,032.35
(4) Current Liabilities			
(a) Other current liabilities	4	286,620.89	212,693.89
(b) Short-term provisions		-	-
<b>TOTAL</b>		<b>11,154,628.07</b>	<b>13,909,886.80</b>
<b>II. Assets</b>			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	5	4,030.00	4,921.00
(ii) Intangible assets		-	-
(b) Non-current investments	6	334,100.00	334,100.00
(c) Deferred tax assets (net)			
(d) Long term loans and advances	7	1,444,855.50	1,444,855.50
(e) Other non-current assets		-	-
(2) Current assets			
(a) Cash and cash equivalents	8	9,165,114.57	12,023,453.30
(b) Short-term loans and advances		-	-
(c) Other current assets	9	206,528.00	102,557.00
<b>TOTAL</b>		<b>11,154,628.07</b>	<b>13,909,886.80</b>

Significant Accounting Policies &amp; Notes on Accounts

1 to 13

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU &amp; CO

Chartered Accountants

FRN 005179S

S VISHNU

PARTNER

Membership No. 26131

Dr C SIVAKUMAR REDDY    K BHAKTHAVATSALA REDDY    K V NARASIMHAN  
MANAGING DIRECTOR                      DIRECTOR                      COMPANY SECRETARY

Place: Chennai

Date: 4<sup>th</sup> April 2013

**EPSOM PROPERTIES LIMITED**STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31ST MARCH 2013

(in Rupees)

PARTICULARS	Note No	Year ending 31/03/2013	Year ending 31/03/2012
<b>INCOME</b>			
I. Revenue from operations		-	-
II. Other Income	10	1,039,704.00	10,26,766.00
<b>III. Total Revenue (I +II)</b>		<b>1,039,704.00</b>	<b>10,26,766.00</b>
<b>IV. EXPENDITURE</b>			
Changes in inventories of finished goods, work-in- progress and Stock in trade		-	-
Employee benefit expense	11	173,123.00	169,316.00
Selling, Administration and other expenses	12	1,434,343.38	1,310,796.59
Depreciation and amortization expense	5	891.00	1,088.00
Other expenses	13	-	14,121.00
<b>IV. Total Expenses</b>		<b>1,608,357.38</b>	<b>1,495,321.59</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(568,653.38)	(468,555.59)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(568,653.38)	(468,555.59)
VIII. Extraordinary Items (prior period expenses)		-	34,931.00
IX. Profit before tax (VII - VIII)		(568,653.38)	(503,486.59)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit/(Loss) from the period from continuing operations	(IX-X)	(568,653.38)	(503,486.59)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV . Profit/(Loss) from Discontinuing operations	(XII-XIII)	-	-
XV. Profit/(Loss) for the period	(XII+XIV)	(568,653.38)	(503,486.59)
XVI. Earning per equity share:			
(1) Basic		(0.08)	(0.07)
(2) Diluted		(0.08)	(0.07)

Significant Accounting Policies &amp; Notes on Accounts

1 to 13

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU &amp; CO

Chartered Accountants

FRN 005179S

Dr C SIVAKUMAR REDDY  
MANAGING DIRECTORK BHAKTHAVATSALA REDDY  
DIRECTORK V NARASIMHAN  
COMPANY SECRETARYS VISHNU  
PARTNER

Membership No. 26131

Place: Chennai

Date : 4<sup>th</sup> April 2013

## Notes :

PARTICULARS	As at 31st March 2013	As at 31st March 2012
<b>1 Share Capital</b>		
<b>a Authorised Share Capital:</b> 15000000 number of Equity shares of Rs. 10 each	150,000,000.00	150,000,000.00
<b>b Issued, Subscribed and Fully Paid up Share Capital:</b> 7452800 number of Equity shares of Rs. 10 each	74,528,000.00	74,528,000.00
<b>c Par Value per Share</b> Rs.	10.00	10.00
<b>d Number of equity shares at the beginning of the year</b>	7,452,800	7,452,800
Add: Rights issue	-	-
Bonus issue	-	-
Preferential issue	-	-
Less: Buy back	-	-
<b>Number of equity shares at the end of the year</b>	7,452,800	7,452,800
<b>f % of Shares held by</b>		
Holding company	-	-
Ultimate holding company	-	-
Subsidiary company	-	-
Associates of holding company	-	-
Associates of ultimate holding company	-	-
<b>g Number of shares held by share holders holding more than 5% of total shares</b>		
<b>Name of the share holder</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Dr Mohan Swami	2952879	2,952,879
Chase Perdana Sdn Bhd	1243021	1,243,021
<b>h Shares reserved for (specify the number of shares and terms)</b>		
	Number of shares	
Issue under options :		
Contracts / Commitments	-	-
Disinvestments	-	-
	Terms	
Issue under options :		
Contracts / Commitments	0	
Disinvestments	0	

## i Details during the last 5 years:

Equity shares of Rs.  each allotted as fully paid up in pursuance to contract(s) without payment being received in cash.

Equity shares of Rs.  each allotted as fully paid up by way of bonus shares.

- 0 Equity shares of Rs. 0 each were bought back
- 2000000 Equity shares of Rs. 10 each allotted by preferential issue out of which
- 762979 Equity shares of Rs. 10 each allotted against conversion of unsecured loan into equity.

j Terms of Conversion of Equity(security) convertible into equity / preference

Date	No of security	Terms	farthest date of conversion
6/9/2010	762979	Converted at par	b earliest date of conversion

k Particulars	As at	As at
	31st March 2013	31st March 2012
Amount of Calls unpaid Rs.	0	-
(i) Calls unpaid by directors Rs.	0	-
(ii) Calls unpaid by officers Rs.	0	-
l No of shares Forfeited :	0	-
amount originally paid up :	0	-

2	RESERVES AND SURPLUS	As at 31st March 2013		As at 31st March 2012	
a	Capital reserve				
	Opening balance	35960.00		35960.00	
	Add: Addition / (reduction)	0.00		0.00	
	Closing balance		35960.00		35960.00
b	Capital redemption reserve				
	Opening balance	0.00		0.00	
	Add: Addition / (reduction)	0.00		0.00	
	Closing balance		0.00		0.00
c	Security premium reserve				
	Opening balance	0.00		0.00	
	Add: Addition / (reduction)	0.00		0.00	
	Closing balance		0.00		0.00
d	Debenture Redemption reserve				
	Opening balance	0.00		0.00	
	Add: Addition / (reduction)	0.00		0.00	
	Closing balance		0.00		0.00
e	Revaluation reserve				
	Opening balance	136142.00		136142.00	
	Add: Addition / (reduction)	0.00		0.00	
	Closing balance		136142.00		136142.00
f	Share Options Outstanding account				
	Opening balance	0.00		0.00	
	Add: Addition / (reduction)	0.00		0.00	
	Closing balance		0.00		0.00
g	General reserve (State Investment subsidy)				
	Opening balance	244480.00		244480.00	
	Add: transfer from profit & loss account	0.00		0.00	
	Closing balance		244480.00		244480.00
h	Statutory reserve (Amalgamation)				
	Opening balance	0.00		0.00	
	Add: transfer from profit & loss account	0.00		0.00	
	Closing balance		0.00		0.00
i	Surplus from Profit & Loss account				
	Opening balance	-64214421.44		-63710934.85	
	Add: Current year surplus	-568653.38		-503486.59	
	Less: Transfer to general reserve	0.00		0.00	
	Less: Proposed dividend	0.00		0.00	
	Less: Dividend tax provision	0.00		0.00	
	Closing balance		-64783074.82		-64214421.44
			-64366492.82		-63797839.44

3	<b>Long term Borrowings</b>	<b>As at 31st March 2013</b>	<b>As at 31st March 2012</b>
		<b>Rs. P.</b>	<b>Rs. P.</b>
	<b>Unsecured</b>		
	Loans and advances from related parties (the unsecured loan from Directors amounting to Rs. 7.06 lakhs as on 31/03/2013 (Rs.29.67 lakhs as on 31/03/2011) are interest free and there is no continuing default as on balance sheet date in repayment of loan)	<b>706,500.00</b>	2,967,032.00
		<b>706,500.00</b>	2,967,032.00
4	<b>Other current Liabilities</b>	<b>As at 31st March 2013</b>	<b>As at 31st March 2012</b>
		<b>Rs. P.</b>	<b>Rs. P.</b>
	Audit fee payable	<b>55,618.00</b>	61,798.00
	Expenses payable	<b>202,894.89</b>	143,895.89
	Salaries payable	<b>14,000.00</b>	7,000.00
	TDS payable	<b>14,108.00</b>	-
		<b>286,620.89</b>	212,693.89
6	<b>Non-current investments</b>	<b>As at 31st March 2013</b>	<b>As at 31st March 2012</b>
		<b>Rs. P.</b>	<b>Rs. P.</b>
	(i) Trade Investments	-	-
	(ii) Other Investments		
	a Investment in property	-	-
	b Investment in equity instruments		
	Quoted investments		
	In equity shares of Munoth Investments Limited (3,34,100 equity shares of Rs. 10/- each)	<b>334,100.00</b>	334,100.00
	Aggregate amount of quoted investments	<b>334,100.00</b>	334,100.00
	Market value of quoted investments (since the shares are infrequently traded, the shares are valued at Re. 1/- per share)	<b>334,100.00</b>	334,100.00
	Aggregate amount of unquoted investments	-	-

**TANGIBLE ASSETS**

(in Rupees)

5		Gross Block			Depreciation				Net Block		
		As at 01/04/2012	Additions	Deletions	As at 31/03/2013	As at 01/04/2012	For the year	Deletions	Upto 31/03/2013	As at 31/03/2013	As at 01/04/2012
a	Land	0	0	0	0	0	0	0	0	0	-
b	Building	0	0	0	0	0	0	0	0	0	-
c	Plant & Equipments	0	0	0	0	0	0	0	0	0	-
d	Furniture & Fixtures	6009	0	0	6009	1088	891	0	1979	4030	4,921
e	Vehicles	0	0	0	0	0	0	0	0	0	-
f	Office Equipments	0	0	0	0	0	0	0	0	0	-
g	Sale of fixed asset	0	0	0	0	0	0	0	0	0	-
	<b>Total</b>	<b>6,009</b>	-	-	<b>6,009</b>	<b>1,088</b>	<b>891</b>	-	<b>1,979</b>	<b>4,030</b>	<b>4,921</b>
	<b>Figures for the previous year</b>	6,009	0	0	6,009	0	1,088	0	1,088	4,921	6,009

7	Long term loans and advances	As at 31st March 2013	As at 31st March 2012
	a Security deposits	1,000.00	1,000.00
	b Loans and advances to related parties (provide details)	-	-
	c <b>Other loans and advances (specify)</b> <b>Unsecured, considered good</b> Advance made to supplier of raw materials	1,443,855.50	1,443,855.50
		<b>1,444,855.50</b>	<b>1,443,855.50</b>
8	Cash and Bank Balances	As at 31st March 2013	As at 31st March 2012
		Rs. P.	Rs. P.
	Cash and Cash equivalents		
	i. Balance with banks		
	In current accounts	34,932.12	50,767.50
	ii Cash in hand	2,491.80	2,677.80
	Other Bank Balances		
	In Deposit account	9,127,690.65	11,970,008.00
		<b>9,165,114.57</b>	<b>12,023,453.30</b>
	Note : Kept with IDBI Bank Ltd maturing on 28/09/2013		
9	Other current assets	As at 31st March 2013	As at 31st March 2012
		Rs. P.	Rs. P.
	Income tax refund receivable for 2011-2012	102,557.00	102,557.00
	Income tax refund receivable for 2012-2013	103,971.00	-
		<b>206,528.00</b>	<b>102,557.00</b>



10	<b>Other Income</b>	<b>As at 31st March 2013</b>	<b>As at 31st March 2012</b>
		<b>Rs. P.</b>	<b>Rs. P.</b>
	Interest Income	1,039,704.00	1,025,566.00
	Other Income	-	1,200.00
		1,039,704.00	1,026,766.00
11	<b>Employee benefit expenses</b>	<b>As at 31st March 2013</b>	<b>As at 31st March 2012</b>
		<b>Rs. P.</b>	<b>Rs. P.</b>
	Salaries and wages	168,000.00	165,000.00
	Bonus	3,500.00	3,250.00
	Staff welfare expenses	1,623.00	1,066.00
		173,123.00	169,316.00
12	<b>Selling, Administration and other expenses</b>	<b>As at 31st March 2013</b>	<b>As at 31st March 2012</b>
		<b>Rs. P.</b>	<b>Rs. P.</b>
	Rent	95,000.00	60,000.00
	Rates and taxes, excluding taxes on income	131,153.40	128,888.91
	Meeting expenses	13,137.00	-
	Audit fees		
	a) Statutory Auditor	56,180.00	56,180.00
	b) Company Law matters	5,618.00	5,618.00
	Communication expenses	16,299.00	20,591.00
	Postage, printing & stationery, xerox	87,401.00	63,061.00
	Legal & Professional charges	913,511.00	909,534.00
	Bank charges	8,213.98	21,563.68
	Travelling & conveyance expenses	48,737.00	-
	Office maintenance	1,396.00	-
	Advertisement	57,697.00	45,360.00
		1,434,343.38	1,310,796.59
13	<b>Other expenses</b>	<b>As at 31st March 2013</b>	<b>As at 31st March 2012</b>
	Miscellaneous expenses	-	14,121.00
		-	14,121.00

**EPSOM PROPERTIES LIMITED****SIGNIFICANT ACCOUNTING POLICIES****A. Basis of Accounting :**

The Financial statements are prepared under the historical cost convention in accordance with applicable mandatory accounting standards and relevant provisions of the Companies Act, 1956.

**B. Revenue Recognition**

Revenue is recognised excepting for significant uncertainty as to its determination or realisation.

**C. Fixed Assets**

Fixed Assets are stated at cost (historical cost) less accumulated depreciation.

**D. Foreign Currency Transactions**

Transactions in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the Balance Sheet date and resultant gain/loss is recognised in the Profit & Loss Account.

**E. Taxes on Income**

a. Provision for current tax is made considering various allowances and benefits available to the Company under the Income Tax Act, 1961.

b. In terms of Accounting Standard - AS 22 relating to "Accounting for taxes on Income" issued by the ICAI, the Company has not accounted the deferred tax asset in the books of accounts as the Company is incurring loss for the past ten years and due to uncertainty about sufficient future taxable income against which these deferred tax assets can be realised. Hence, the same has not been recognized.

F. **Gross Turnover** **10.40 Lakhs** (Previous Year Rs. 10.27 lakhs)

G. **Transactions with Related Parties**

Key Management Personnel

Dr C Sivakumar Reddy	Managing Director
Dr Mohan Swami	Director
Mrs Gomathi A Vaidyanathan	Director
Mr K Bhakthavatsala Reddy	Director
Mr T S Raju	Director

Related Party	Nature of Transaction	2012-2013	2011-2012
		Rs. Lakhs	Rs. Lakhs
Key Management Personnel	Professional fees	7.57	9.09
	Rent	0.95	0.60
	Loans taken by the Company (Net)	-22.6	0.59
	<b>Total</b>	<b>-14.08</b>	<b>10.28</b>

Note : Related party relationship as identified by the Company and relied upon by the Auditors.

H. **Operating Lease**

The Company's significant leasing arrangement is in respect of operating lease for office premises. Future Rentals payable over the next 12 months : Rs.120,000

The aggregate lease rentals for the year amounting to Rs. 95,000/- have been charged to the Profit & Loss Account.

I. **Earnings per share**

Particulars	2012-2013	2011-2012
Weighted Average No. of Equity Shares outstanding during the year	7452800	7452800
Net Profit (Loss) available for equity shareholders (Rs.)	<b>(568653.38)</b>	<b>(503486.59)</b>
Nominal value of Equity Shares (Rs.)	10.00	10.00
Basic & Diluted Earnings Per Share (Rs.)	<b>(0.08)</b>	<b>(0.07)</b>

**J. Deferred Tax**

The Company following conservatism does not intent to create deferred tax assets for the year under review due to reasonable uncertainty as to the utilization of such deferred tax assets in the foreseeable future.

**K. Auditors' Remuneration**

Nature of Transaction	2012-2013	2011-2012
	<b>Rs. P.</b>	<b>Rs. P.</b>
Statutory Audit	<b>56180</b>	56180
Company Law matters	<b>5618</b>	5618
<b>Total</b>	<b>61,798</b>	<b>61,798</b>

**L. Segment Reporting**

As the Company's business activity falls within a single primary business segment viz. Real Estate, Construction and Leasehold and Freehold rights on properties, the disclosure requirements of AS-17 issued by ICAI are not applicable.

- M. There are no permanent employees eligible for retirement benefits and hence no provision has been made in the accounts for Gratuity, Leave encashment and other retirement benefits.
- N. Since the investment in the equity shares of quoted investments are infrequently traded the shares are valued at Re. 1/- per share.
- O. In the opinion of the Management, Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- P. There are no dues to MSMEs which are required to be disclosed as per Schedule VI of the Companies Act, 1956.
- Q. Earnings in Foreign Exchange NIL (P.Y NIL)
- R. Expenditure in Foreign Currency NIL (P.Y. NIL)
- S. Previous year's figures have been regrouped wherever necessary so as to make them comparable with those of the current year.

Vide our report of even date attached

**For EPSOM PROPERTIES LIMITED**

**For S VISHNU & CO**  
Chartered Accountants  
FRN 005179S

**Dr C SIVAKUMAR REDDY**  
MANAGING DIRECTOR

**K BHAKTHAVATSALA REDDY**  
DIRECTOR

**K V NARASIMHAN**  
COMPANY SECRETARY

**S VISHNU**  
PARTNER  
Membership No. 26131

Place: Chennai  
Date : 4<sup>th</sup> April 2013

**EPSOM PROPERTIES LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2013**

	As at 31st March 2013	As at 31st March 2012
Cash flow from operating activities	Rs. P.	Rs. P.
Net profit / (Loss) before taxation	-568,653.38	-503,486.59
Adjustments for :		
Loans & Advances written off	0.00	0.00
Depreciation	891.00	1,088.00
Operating profit before working capital changes	-567,762.38	-502,398.59
Increase in Sundry Debtors	0.00	0.00
Decrease/(Increase) in loans & advances	-103,971.00	-21,136.00
Increase/(Decrease) in liabilities	0.00	1,150.00
Increase/(Decrease) in provisions	73,927.00	0.00
Cash generated from operations	-597,806.38	-522,384.59
Income taxes paid	0.00	0.00
Cash flow from extraordinary item	-597,806.38	-522,384.59
Net cash from operating activities	-597,806.38	-522,384.59
Cash flows from investing activities		
Purchase of fixed assets	0.00	0.00
Decrease in investments	0.00	81,322.00
Investments/(Maturity) of Fixed Deposits	2,842,317.35	0.00
Net cash flow investing activities	2,842,317.35	81,322.00
Cash flow from financing activities		
Increase in share capital	0.00	0.00
Increase/(Decrease) in unsecured loans	-2,260,532.35	59,000.00
Net cash used in financing activities	-2,260,532.35	59,000.00
Net increase/(decrease) in Cash and Cash Equivalents	-16,021.38	-382,062.59
Opening Balance of Cash and Cash Equivalents	53,445.30	435,507.89
Closing Balance of Cash and Cash Equivalents	37,423.92	53,445.30

**EPSOM PROPERTIES LIMITED**

**ATTENDANCE SLIP**

Registered Office : Regency House, 2A, Second Floor, 250/7, Anna Salai,  
Teynampet, CHENNAI 600 006

Name & Folio No. of the Member attending the Meeting .....

Name of the Proxy attending the Meeting .....

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of EPSOM PROPERTIES LIMITED on Saturday, the 4th May 2013 at 11.00 a.m. at South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, CHENNAI 600 014.

Signature of the Member/Proxy .....

**EPSOM PROPERTIES LIMITED**

I/We .....

being a Member/Members of the above named Company, hereby appoint .....

of .....

or failing him ..... of .....

as my/our proxy to attend and vote for me/us and on my/our behalf at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 4th May 2013 or at any adjournment thereof.

Signed this.....day of .....2013.

Signature






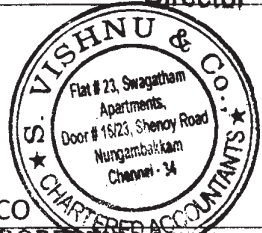

Folio No.....DP ID No. .... Client ID No. ....

- Note
1. The proxy need not be a Member
  2. The proxy form duly signed and stamped should reach the Company's Registered Office at least 48 hours before the time scheduled for holding the Meeting.
  3. No gifts will be distributed at the Annual General Meeting.

ole

**FORM A**

**Format of covering letter of the annual audit report to be filed with the Stock Exchanges**

01.	Name of the Company	EPSOM PROPERTIES LIMITED
02.	Annual financial statements for the year ended	31 <sup>st</sup> March 2013
03.	Type of Audit observation	Unqualified
04.	Frequency of observation	Not Applicable
05.	To be signed by	<del>For EPSOM PROPERTIES LIMITED</del>
	CEO/Managing Director	 (C SIVAKUMAR) Managing Director.
	CFO	<del>For EPSOM PROPERTIES LIMITED</del>  (T S RAJU) Director
	Auditor of the Company	 (S VISHNU) PARTNER S VISHNU & CO 
	Audit Committee Chairman	<del>For EPSOM PROPERTIES LIMITED</del>  (K BHAKTHAVATSALA REDDY) Director

Note : Since there is no CFO, Mr T S Raju, Director who is heading finance and accounts function of the Company has signed in place of CFO.