

# EPSOM PROPERTIES LIMITED

CIN : L24231TN1987PLC014084

"Regency House", 2A, Second Floor, 250/7, Anna Salai, Teynampet, Chennai - 600 006.  
Tel : 91-44-2435 0676 E-mail : epsomproperties@gmail.com Web : www.epsom.in

---

BSE Limited

29.10.2016

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400 001

Dear Sirs,

Sub: Copy of adopted Annual Report 2016:

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the adopted copy of Annual Report of 29<sup>th</sup> Annual General Meeting of the Company held on 28.10.2016 at Chennai as per the Companies Act, 2013.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you  
Yours faithfully

For Epsom Properties Limited



Dr. Mohan Swami  
Director

# EPSOM PROPERTIES LIMITED

ANNUAL REPORT 2015 - 2016

Board of Directors	Dr Mohan Swami Dr C Sivakumar Reddy Mrs Gomathi A Vaidyanathan Mr K Bhakthavatsala Reddy Ms Yogeshwary	Promoter Director Managing Director Independent Director Independent Director Independent Director
Company Secretary & CFO	Mr. K V Narasimhan	
Auditors	Messrs S. Vishnu & Co. Chartered Accountants No.16/23, Shenoy Road NungambakkamChennai - 600 034	
Bankers	Axis Bank Limited IDBI Bank Limited	
Registrars and Share Transfer Agents	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	
Registered Office	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**

CIN L24231TN1987PLC014084

**NOTICE CONVENING TWENTY NINTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Shareholders of the Company will be held on 28<sup>th</sup> day of October, 2016, on Friday, 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:**

1. To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow for the year ended on that date, together with Independent Auditors Report and the Board's Report including Secretarial Audit Report thereon.
2. To appoint a Director in place of Dr Mohan Swami (DIN 00624075), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider, and to pass, if thought fit, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs S. Vishnu & Co., having ICAI Firm Registration No. 005179S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2016-17 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

**SPECIAL BUSINESS:**

4. Re-appointment of Dr. C Sivakumar Reddy as Managing Director of the Company.  
To consider, and to pass, if thought fit, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of 2(54), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded for the re-appointment of Dr. C Sivakumar Reddy (DIN: 00809776), Managing Director of the Company for a further period of 3 years from 23.09.2016 to 22.09.2019 without any remuneration.

RESOLVED FURTHER THAT the authority be and is hereby granted to the Board of Directors to alter and vary the terms and conditions of the said appointment (including authority from time to time, to determine the amount of remuneration) as also the type and amount of perquisites and other benefits payable to Dr. C Sivakumar Reddy, however that the remuneration payable to him shall not exceed the limits prescribed limit under Schedule V to the Companies Act, 2013 including any amendments, modifications, variation or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

By order of the Board of Directors  
For EPSOM Properties Limited

Place: Chennai  
Date: 07.09.2016

Dr. C Sivakumar Reddy  
Managing Director

**NOTES:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (Fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as proxy for any other person.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 21.10.2016 to 28.10.2016 (both days inclusive).
3. Members holding shares in electronic form are requested to intimate any change in address to their respective Depository Participants 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.
4. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's Registrar and Transfer Agent.
5. Members who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices etc. from the Company electronically.
6. As a measure of austerity, copies of Annual Report will not be distributed at the AGM. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote by electronic means through e-voting platform provided by CDSL. The detailed instructions for e-voting are annexed to this Notice.
8. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued there under. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Messrs Cameo Corporate Services Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
9. As regards to re-appointment of Dr. Mohan Swami (DIN: 00624075), referred to in item No. 2 of the notice, the following necessary disclosures are made for the information of the Shareholders:-

01.	Name of the Director	Dr. Mohan Swami
02.	Director Identification Number	00624075
03.	Date of Birth	29.09.1951
04.	Date of Appointment	24.12.2001
05.	Qualification	M.B.B.S, DTM & H
06.	Nature of expertise in specific functional areas	Executive functions in Public Listed Companies in Malaysia since 1994 dealing with Construction, Development and Manufacturing and educational field Expertise in Corporate Take Over and Restructuring of Companies.
07.	Directorships and Committee emberships held in other Companies (excluding alternate directorships, directorships in private limited companies, foreign companies and Companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Shareholders Relationship Committee have been included).	NIL
08.	Number of shares held in the Company	29,52,879
09.	Inter-se relationship between Directors	NIL

By order of the Board of Directors  
For EPSOM Properties Limited

Place: Chennai  
Date: 07.09.2016

Dr. C Sivakumar Reddy  
Managing Director

### **Electronic voting (e-voting)**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening Twenty Ninth Annual General Meeting of the Company to be held on 28<sup>th</sup> October, 2016. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

The Annual Report of the Company for the year ended 31<sup>st</sup> March, 2016 together with the Notice, Proxy Form and Attendance slip is being sent through Speed Post/ Registered Post to all the shareholders.

**The remote e-voting period begins on 25.10.2016 at 9.00 a.m. and ends on 27.10.2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

Please read the instructions printed below before exercising your vote.

***The instructions for Members for voting electronically are as under:***

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders"
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by 8 digit serial number (printed on the first line of address label affixed on envelope carrying the Annual Report) in the PAN field. For Example : Your Name : RAJESH KUMAR 8 Digits Serial No. : 00003800 Then type in the PAN field RA00003800
DOB#	Enter the Date of Birth/Date of incorporation as recorded in your demat account on in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details #	Enter the Bank details as recorded in your Demat account or in the Company records for the said demat account or folio.

#Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company, please enter the member ID/Folio Number in the Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares In physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for EPSOM PROPERTIES LIMITED on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent the Resolution and Option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.



- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once your "CONFIRM" you vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Non individual shareholders, (i. e., other than individuals, HUF, NRI etc.) and Corporate /Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details, they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

The voting period begins on 25<sup>th</sup>.10.2016 at 9.00 a.m. and ends on 27.10.2016 at 5.00 p.m. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21.10.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.com> under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**General instructions:**

- a) Mr Vijayakrishna K T, Practising Chartered Accountant (Membership No. 1788) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the meeting, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company and Chairman or a person authorized by him in writing will disclose the result forthwith.

- 
- c) The results declared along with the Scrutinizer's Report will be communicated to BSE Limited and Madras Stock Exchange Limited.
  - d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21.10.2016.
  - e) Members who did not cast their vote through e-voting during the e-voting period shall be allowed to cast their vote at the Annual General Meeting through ballot paper. Members who have voted through e-voting can attend the meeting but cannot vote again through ballot paper at the Annual General Meeting.

---

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****ITEM NO.4:**

Dr. C Sivakumar Reddy was appointed as Managing Director of the Company for a period of 5 years from 23<sup>rd</sup> September, 2011 to 22<sup>nd</sup> September, 2016 without any remuneration. He has been shouldering onerous responsibilities and has been associated with the Company for last 10 years.

It is proposed to re-appoint Dr. C Sivakumar Reddy as Managing Director of the Company for a further period of 3 years with such terms and conditions as mentioned in the aforesaid resolution.

Based on the recommendation of the Nomination and Remuneration Committee and the justifications, the Board recommends the resolution for your approval.

None of the Directors and Key Managerial Personnel other than Dr. C Sivakumar Reddy, is concerned or interested in the said resolution.

This may be deemed as an abstract of the terms of the above agreement pursuant to Section 190 of the Companies Act, 2013.

By order of the Board of Directors  
For EPSOM Properties Limited

Place : Chennai  
Date : 07.09.2016

Dr. C Sivakumar Reddy  
Managing Director

**Annexure to Notice**

Information pertaining to Directors seeking appointment or reappointment at the 29<sup>th</sup> Annual General Meeting as required by Regulation 36(3) of the SEBI (LODR) Regulations, 2015:

Particulars	Dr. C Sivakumar Reddy
Date of Birth	12.08.1952
Date of Appointment	17.06.2005
Qualifications	MBBS with Post Graduation in Ophthalmology at Manipal, Mysore University
Nature of expertise in specific functional area	He has wide exposure in mining activities. He has rich experience in acquiring number of Granites, exporting material to various countries like Taiwan, Italy, Germany and mining and trading of Granites; that he is also involved in real estate ventures in and around Bangalore.
Directorships held in other Public Companies (excluding foreign companies)	NIL
Membership /Chairmanships of Committees of other public companies (included only Audit and Shareholders/ Investors Grievance Committee)	NIL
Number of Shares held in the Company	NIL

## **BOARD'S REPORT**

To the Members

The Board of Directors has pleasure in presenting the 29<sup>th</sup> Annual Report and Audited Statement of Financial Statements for the year ended 31<sup>st</sup> March, 2016 together with the Independent Auditors' Report.

### **1. FINANCIAL RESULTS**

The financial performance of your Company for the year ended 31<sup>st</sup> March 2016 is summarized below:

Description	For the year ended 31st March 2016 (Rs. in	For the year ended 31st March 2015 (Rs. in Lakhs)
Total Income	2.63	5.81
Total Expenditure	19.70	23.50
Profit/(Loss) before Interest and Depreciation	(17.06)	(17.69)
Interest	-	-
Profit/(Loss) before Depreciation	(17.06)	(17.69)
Depreciation	0.01	0.01
Profit/(Loss) before Taxation	(17.07)	(17.70)
Provision for Taxation	-	-
Profit/(Loss) after Taxation from ordinary activities	(17.07)	(17.70)
Extraordinary items	-	-
Net Profit/(Loss)	(17.07)	(17.70)

### **2. RESULTS OF OPERATIONS**

The total income for the financial year ended on 31<sup>st</sup> March, 2016 stands Rs. 2.63 lakhs as against Rs. 5.81 lakhs for the financial year ended on 31<sup>st</sup> March, 2015; that the total expenditure has marginally decreased from Rs. 23.50 lakhs for the financial year ended on 31<sup>st</sup> March, 2015 to Rs. 19.70 lakhs for the financial year ended on 31<sup>st</sup> March, 2016; that the net loss of the Company from ordinary activities has decreased

from Rs. 17.70 lakhs for the financial year ended on 31<sup>st</sup> March, 2015 to Rs. 17.07 lakhs for the financial year ended on 31<sup>st</sup> March, 2016.

### **3. DIVIDEND**

In view of losses incurred, your Directors do not propose any dividend for the year ended 31<sup>st</sup> March 2016.

### **4. OUTLOOK**

The Outlook for the Company looks bright.

### **5. CORPORATE GOVERNANCE**

A separate Report on Corporate Governance in terms of Regulation 34 of the Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing regulations") along with a Certificate from a Practising Company Secretary regarding compliance to the Conditions stipulated under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure - I**.

### **6. 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 are deployed solely to meet long term and short term working capital requirements.

### **7. OPPORTUNITIES, CHALLENGES AND CONCERNS**

Your Company did not undertake any Commercial Activities. Opportunities are being looked into for undertaking any commercial activities.

### **8. PUBLIC DEPOSITS**

During the financial year 2015-2016, your Company has not accepted any deposit within the meaning of Section 73 and 74 of Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

### **9. INDUSTRIAL RELATIONS:**

The industrial relations of the Company have been cordial.

### **10. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:**

There are no Directors/Employees who were in receipt of the remuneration as prescribed under Section 197 of the Companies Act 2013 read with Companies (Appointment and Remuneration) of Managerial Personnel Rules, 2014 during the year under review and hence annexure required under the said Section is not attached.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Dr. Mohan Swami, Promoter Director, retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Based on the recommendations of the Nomination and Remuneration Committee, Dr. C. Sivakumar Reddy was re-appointed as Managing Director of the Company for a further period of 5 years. This re-appointment may be considered by the Shareholders at the ensuing Annual General Meeting.

The Directors deeply regret to report the sad demise on 31<sup>st</sup> July, 2016 of Mr. T S Raju, Non Executive Director of the Company and your Board records condolences on the sad demise.

**12. NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE:**

The details of the number of Board and Audit Committee Meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

**13. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. **(Annexure – II)**

**14. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March 2016, the applicable accounting standards and Schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit and loss of the company for that period;
- c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) the annual accounts have been prepared on a 'going concern' basis.
- e) proper internal financial control laid down by the Directors have been followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in force and that such systems were adequate and operating effectively.

#### **15. AUDITORS AND AUDITORS' REPORT:**

At the Twenty Eighth Annual General Meeting of the Company, Messrs S Vishnu & Co, Chartered Accountants (Firm Registration No. 005179S) were appointed as Auditors to hold office until the conclusion of the Twenty Ninth Annual General Meeting of the Company.

Messrs S Vishnu & Co, Chartered Accountants who retire at the ensuing Annual General Meeting of your Company are eligible for re-appointment. Your Company has received written consent and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder.

The Audit Committee and the Board of Directors recommend the appointment of Messrs S Vishnu & Co, Chartered Accountants as the Auditors of your Company for the financial year 2016-17 till the conclusion of next Annual General Meeting. The Auditors Report for the financial year 2015-16 does not contain any qualification, reservation or adverse remark.

#### **16. SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. K.V. Sampath Kumar, Chennai, Practising Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed as **Annexure – III** to this Report.

#### **16. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure IV** to this Report.

#### **17. REALTED PARTY TRANSACTIONS:**

During the financial year 2015-16, your Company has not entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read



with Companies (Specification of Definition Details) Rules, 2014 which were in the ordinary course of business and on arms length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). During the financial year 2015-16, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

#### **18. LOANS AND INVESTMENTS:**

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- A) Details of investments made by the Company in the Equity Shares as on 31<sup>st</sup> March 2016 (including investments made in the previous years)

Name of the entity	Amount as at 31 <sup>st</sup> March 2016 in Rs.
Munoth Investments Limited	3,34,000

- B) The Company has neither given any loan nor issued any guarantees in accordance with Section 186 of the Companies Act, 2013 read with the Rules issued thereunder.

#### **19. RISK MANAGEMENT:**

As per the requirements of Regulation 21 of the Listing Regulations, your Company has constituted a Risk Management Committee to review risk management framework and discuss on risk mitigation plans.

There are no risks which in the opinion of the Board threaten the existence of the Company.

#### **20. VIGIL MECHANISM:**

Your Company is commitment to highest standards of ethical and legal standards. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and as per Regulation 4(2)(d)(iv) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

#### **21. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of the Companies Act, 2013 on Corporate Social Responsibility are not applicable to the Company.

#### **22. 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 as stipulated under Section 134 of the

Companies Act, 2013 read with the Companies (Accounts) Rules for the financial year ended 31<sup>st</sup> March 2016 are NIL.

**23. DETAILS OF INTERNAL FINANCIAL CONTROLS REALTED TO FINANCIAL STATEMENTS:**

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. There are in accordance with generally accepted accounting principles in India.

**24. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**25. GENERAL:**

- a) The Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) The Company does not have any ESOP Scheme for its employees/Directors.

**26. APPRECIATION:**

Your Directors wish to convey their gratitude and appreciation to Government Departments, shareholders, bankers, business associates and employees for their continued support.

By order of the Board  
For EPSOM PROPERTIES LIMITED

Place: Chennai  
Date: 07.09.2016

Dr. Mohan Swami  
Director

Dr. C Sivakumar Reddy  
Managing Director

## ANNEXURE I

### REPORT ON CORPORATE GOVERNANCE

#### 1. 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.

Your Company has complied with the listing requirements of the Stock Exchanges, where its Shares are listed and endeavors to meet necessary listing guidelines. Your Company has complied with all the provisions of Companies Act, SEBI guidelines, regulations and also those of the Stock Exchanges guidelines and is committed to good Corporate Governance.

#### 2. BOARD OF DIRECTORS

##### Composition

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013. The Company has a Non-Executive Chairman and an optimum representation of Independent Directors on the Board of Directors of the Company.

The composition of the Board of Directors of the Company as on 31<sup>st</sup> March 2016 is as follows:

Category	No. of Directors
Non-Executive / Independent Directors	4*
Non-Executive / Promoter Directors	1
Executive Director (Managing Director & CEO)	1
Total	6

\*Mr T S Raju, Non-Executive Director, who has been associated with the Company since 2008 expired unfortunately on 31<sup>st</sup> July, 2016. Your Board of Directors records their deep condolences to the departed soul.

The Independent Directors have submitted declarations that they meet the criteria of independence as per the provisions of the Companies Act, 2013 and the Listing Agreement; a statement in this regard forms part of the Board's Report. Further, the Independent Directors have confirmed that they do not hold directorships in more than seven Listed companies.

The details of nature of Directorships, relationship inter-se, number of Directorships and Committee Chairmanships/Memberships held by them in other Public Companies are detailed below. Directorships of Private Limited Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and alternate Directorships have been excluded. For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Shareholders/ Investor Grievance Committees of Public Limited Companies have been considered.

None of the Directors of the Company hold memberships in more than 10 (Ten) Committees or act as Chairman of more than 5 (Five) committees across all Companies in which he/she is a Director.

Name of the Director	Nature of Directorship	Relationship with each other	Directorship in other Companies as on 31/03/2016	Committee Memberships in other Companies as on 31/03/2016
Dr Mohan Swami	Non-Executive Chairman/ Promoter	No inter-se relationship with any of the Directors of the Company	-	-
Dr C Sivakumar Reddy	Managing Director & CEO	-do-	-	-
Mrs Gomathi A Vaidyanathan	Non-Executive / Independent	-do-	-	-
Mr K Bhakthavatsala Reddy	Non-Executive /Independent	-do-	-	-
Mr T S Raju	Non-Executive	-do-	-	-
Ms Yogeswary	Non-Executive / Independent	-do-	-	-

#### Number of Board Meetings

During the financial year ended 31<sup>st</sup> March 2016, Four (4) Meetings of the Board of Directors were held and the maximum time gap between 2 (two) meetings did not exceed one hundred and twenty days. The details of the Board Meeting are on 30<sup>th</sup> April 2015, 31<sup>st</sup> July 2015, 31<sup>st</sup> October 2015 and 30<sup>th</sup> January 2016.

Details of attendance at Board Meetings and at the AGM held during the year are as follows:

Name of the Director	Board Meetings details		Attendance at Last AGM on 29.08.2015
	Held	Attended	
Dr C Sivakumar Reddy	4	4	Yes
Dr Mohan Swami	4	1	No
Mrs Gomathi A Vaidyanathan	4	1	No
Mr K Bhakthavatsala Reddy	4	4	Yes
Mr T S Raju	4	4	Yes
Ms Yogeshwary	4	1	No

The shareholding of the Non-Executive Directors of the Company as at 31<sup>st</sup> March 2016 is as follows:

Name of the Director	Nature of Directorship	No. of shares held	% of the paidup share capital
Dr Mohan Swami	Non-Executive Chairman/Promoter	29,52,879	39.62
Mrs Gomathi A Vaidyanathan	Non-Executive Director/ Independent	NIL	NIL
Mr K Bhakthavatsala Reddy	Non-Executive Director/Independent	59,120	0.79
Mr T S Raju	Non-Executive Director	NIL	NIL
Ms Yogeshwary	Non-Executive Director/ Independent	NIL	NIL

Dr C Sivakumar Reddy, Managing Director & CEO does not hold any equity shares as on 31<sup>st</sup> March 2016.

#### Board Procedures

The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the business. The tentative annual calendar of Board Meetings for the ensuing year is decided well in advance by the Board and is published as part of the Annual Report.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision making.

The Minutes capturing the proceedings of the meetings of the Board of Directors/ Committees of the Board of Directors are maintained as per provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and according to the provisions of Secretarial Standards.

#### Independent Directors Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and as per the Listing Regulations, a Meeting of the Independent Directors of the Company was held without the attendance of the Non-Independent Directors and Members of the Management.

#### Evaluation of Board effectiveness

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and the provisions of the Listing Regulations, the Board of Directors, on recommendation of Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of each Director was carried out for the financial year ended 31<sup>st</sup> March 2016. The evaluation of the Directors was based on various aspects which inter alia, include the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the effectiveness of their contribution.

### 3. AUDIT COMMITTEE

The Audit Committee of the Company is constituted and functions in accordance with Section 177 of the Companies Act 2013 and Regulation 17 of the Listing Regulations. The Members of the Audit Committee are financially literate and have requisite experience in financial management.

a) Composition, Name of Members and Chairperson, Meetings and attendance during the year

During the year under review, four meetings were held on 30<sup>th</sup> April, 2015, 31<sup>st</sup> July, 2015, 31<sup>st</sup> October, 2015 and 30<sup>th</sup> January, 2016.

Name of the Member	Nature of Membership	No. of meetings held	Attendance
Mr K Bhakthavatsala Reddy	Chairman	4	4
Dr C Sivakumar Reddy	Member	4	4
Mrs Gomathi A Vaidyanathan	Member	4	Nil

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 29<sup>th</sup> August 2015.

b) Powers of Audit Committee

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to:

1. investigate any activity within its terms of reference
2. seek information from any employee
3. obtain outside legal or professional advice
4. secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee is constituted and functions in accordance with Section 177 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

c) Brief description of terms of reference

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the Statutory Auditor, fixing of audit fees and approving payments for any other service.
3. Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 134(3)(c) of the Companies Act, 2013;
  - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
  - c. Compliance with listing and other legal requirements relating to financial statements;
  - d. Disclosure of any related party transactions; and
  - e. Qualifications in the draft audit report, if any;
5. Reviewing with management quarterly, half-yearly, nine months and annual financial statements, standalone before submission to the Board for approval.
6. Reviewing with the management performance of Statutory and Internal Auditors.

7. Discussion with the Internal Auditors on any significant findings and follow-up thereon.
8. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
9. Discussion with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
10. Reviewing reports furnished by the Internal Auditors and Statutory Auditors and ensuring suitable follow-up thereon.
11. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders and creditors, if any.
12. Reviewing the appointment of the Chief Internal Auditor of the Company.
13. Reviewing the Company's financial and risk management policies.
14. Reviewing with the management and the Statutory Auditors anticipated changes in the Accounting Standards.
15. Reviewing the Management Discussion and Analysis of the financial condition and results of operations.
16. Reviewing the statements of significant related party transactions.
17. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; and
18. Any other matter referred to by the Board of Directors.

#### **4. NOMINATION AND REMUNERATION COMMITTEE**

- a) Composition and terms of reference:

Nomination and Remuneration Committee comprises of Mr. K Bhakthavatsala Reddy, Non-Executive Independent Director as Chairman with Mrs. Gomathi A Vaidyanathan, Non-Executive Independent Director and Mr. T S Raju, Non Executive Director as other Members. Mr. K V Narasimhan, Company Secretary acts as Secretary to the Committee.

In view of the untimely demise of Mr. T S Raju, your Board re-constituted the Nomination and Remuneration Committee as follows:

Mr KBhakthavatsala Reddy	Chairman
Mrs GomathiA Vaidyanathan	Member
Ms Yogeshwary	Member



The Committee's terms of reference includes

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
2. Carry on the evaluation of every Director's performance;
3. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;
4. Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
5. Formulation of criteria for evaluation of Independent Directors and the Board;
6. Devising a policy on Board diversity; and
7. Any other matter as the Board may decide from time to time.

b) Details of fees/rent paid to Mr. T S Raju, Non Executive Director for the year ended March 31, 2016:

The Company has not paid any remuneration to any of the Directors during the year 2015-2016 except professional fee and rent to Mr T S Raju, Non Executive Director as under:-

Name	Fees paid	Rent paid	No. of shares held
Mr. T S Raju	Rs. 9.29 lakhs	Rs. 1.20 lakhs	NIL

c) The Company has not granted any Stock Option to any of its Directors.

d) Directors with materially significant, pecuniary or business relationship with the Company:

There is no pecuniary or business relationship between the Non Executive Directors/ Independent Directors and the Company except for the professional fee and rent payable to Mr. T S Raju, Non Executive Director as mentioned above in accordance with the applicable laws and approval of the Shareholders.

e) Employees holding an office or place of profit in the Company pursuant to Section 188 of the Companies Act, 2013:

No employee is holding an office or place of profit in the Company pursuant to Section 188 of the Companies Act, 2013.

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178(5) of the Companies Act, 2013 and the Listing Regulations, the Stakeholders' Relationship Committee comprises of Mr.

K Bhakthavatsala Reddy, Non-Executive Independent Director as Chairman with Dr C Sivakumar Reddy, Managing Director and CEO and Mrs Gomathi A Vaidyanathan, Non-Executive Independent Director as other Members.

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

The terms of references of the Committee are as follows:

- 1 To consider and approve share transfers, transmissions, transposition of names.
- 2 Issue and split/duplicate certificates.
- 3 Ratify confirmations made to the demat requests received by the Company
- 4 Review the status report on redressal of shareholders' complaints received by the Company/ share transfer agents.

During the year, the Company has not received any complaint from the investors.

#### **6. RISK MANAGEMENT COMMITTEE**

The Company has constituted a Risk Management Committee which has laid down the procedure for risk assessment and minimization procedures in accordance with the provisions of Regulation 21 of the Listing Regulations. The Risk Management Committee meets at reasonable intervals to review the risk management framework and discuss on risk mitigation plans which are presented to the Audit Committee and the Board of Directors on a periodical basis.

#### **7. CORPORATE SOCIAL RESPONSIBILITY**

As elsewhere mentioned in the Board's Report, the provisions of Companies Act, 2013 on Corporate Social Responsibility are not applicable to your Company.

#### **8. SUBSIDIARY COMPANIES**

Your Company does not have a material non-listed Indian Subsidiary Company.

#### **9. RELATED PARTY TRANSACTIONS**

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the Notes to the Financial Statements.

#### **10. CEO/CFO CERTIFICATION**

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the CEO/CFO Certificate for the financial year 2014-15 signed by Dr C Sivakumar Reddy, Managing Director & CEO and Mr K V Narasimhan, CFO and Company Secretary is annexed to and forms part of this Report.

## 11. GENERAL BODY MEETINGS

The venue and time of the last three Annual General Meetings of the Company are as follows:-

### Annual General Meetings

Year	Location	Date	Time
2015	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1 <sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai 600 014	29/08/2015	11.00 a.m.
2014	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1 <sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai 600 014	26/07/2014	11.00 a.m.
2013	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1 <sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai 600 014	04/05/2013	11.00 a.m.

## 12. DISCLOSURES

### a) Disclosures on materially significant related party transactions

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. 9.29 lakhs and rent of Rs. 1.20 lakhs during the financial year ended 31<sup>st</sup> March, 2016.

### b) Details of non-compliance by the Company

The Company has complied with all the requirements of the Stock Exchange(s) and the Securities and Exchange Board of India on matters relating to capital markets or any other matter as may be applicable from time to time. There were no penalties, 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.

Your Company has complied with all the mandatory requirements of the Listing Regulations. Following is the status of the compliance with the non mandatory requirements:

### c) Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Whistle Blower Policy with an objective to provide employees and Business Associates a framework and to establish a formal mechanism or process whereby concerns can be raised in line with the

Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

No personnel was denied access to the Audit Committee of the Company.

d) Code of Conduct

Your Company has adopted a Code of Conduct for all the employees including the Board Members and Senior Management Personnel of the Company in accordance with the requirement under the Listing Regulations. The Code of Conduct has been posted on the website of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31<sup>st</sup> March, 2016.

The Certificate by the CEO of the Company concerning compliance with the Code of Conduct for Directors and Senior Management is given below:

Code of Conduct for Directors and Senior Management

**CEO Confirmation**

I hereby confirm that:

The Company has obtained from the Directors and Senior Management personnel affirmation that they have complied with the above code for, and in respect of, the year ended March 31, 2016.

Place: Chennai

Date: 07.09.2016

Dr C Sivakumar Reddy  
Managing Director

**13. DETAILS OF COMPLIANCE WITH MANDATORY AND NON MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS**

Your Company has complied with all the mandatory requirements of the Listing Regulations

Following is the status of the compliance with the non mandatory requirements:

a) Non-Executive Chairman's Office

The Company shall maintain Non-Executive Chairman's office at the Company's expense and reimbursement of expenses in performance of his duties should the financial position improve.

b) Shareholder's Rights

The Company shall send Half-yearly results of the Company are sent to all shareholders of the Company in due course.

c) Audit Qualifications

During the year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

d) Separate posts of Chairman and CEO

The Chairman of the Board is a Non-Executive Director and his position is separate from that of Managing Director & CEO.

#### 14. MEANS OF COMMUNICATION

a. Publication of financial results

Quarterly/ Half-yearly/ Nine-months and Annual Audited Financial Results of the Company are published in 'Trinity Mirror' issue in English and 'Makkal Kural' issue in Tamil.

b. Website

The Annual Report, Quarterly/ Half-yearly/ Nine-months and Annual Audited Financial Results of the Company are also put up on the Company's corporate website: [www.epsom.in](http://www.epsom.in)

c. Stock Exchange

Your Company makes timely disclosure of necessary information to BSE Limited (BSE) and Madras Stock Exchange Limited in terms of the Listing Regulations and other rules and regulations issued by the Securities and Exchange Board of India.

d. BSE Corporate Compliance & Listing Centre

BSE Listing is a web-based application designed by BSE for corporate. All periodical compliance filings inter alia, Shareholding pattern, Corporate Governance Report, Financial Results, Intimation of Board Meeting and other Corporate Announcements are also filed electronically on the Listing Centre.

#### GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting

Date & time	28.10.2016 11.00 a.m.
Venue	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1 <sup>st</sup> Floor, 47, Whites Road, Royapettah, Chennai 600014

## (ii) Financial Calendar

For the year ended 31<sup>st</sup> March 2016, quarterly financial results were announced on

31 <sup>st</sup> July, 2015	First Quarter
31 <sup>st</sup> October, 2015	Second Quarter and Half Yearly
30 <sup>th</sup> January, 2016	Third Quarter and Nine Months
30 <sup>th</sup> April, 2016	Fourth Quarter and Annual

## (iii) Book Closure

The dates of book closure are from 22.10.2016 to 28.10.2016 inclusive of both days.

## (iv) Dividend Payment Date

Not Applicable

## (v) Listing

Name of the Exchange	Stock Code	ISIN for depositories	Corporate Identification x depositories
BSE Limited (BSE)	531155	INE601F01016	L24231TN1987PLC014084

The Company has paid listing fees to BSE Limited for the financial year 2016-2017.

## (vi) Market Price Data

The monthly high and low prices of the Company's shares at the BSE Limited (BSE) for the financial year ended 31<sup>st</sup> March 2016 are as under:

Month	Year	High (Rs.)	Low (Rs.)
April	2015	7.06	7.06
May	2015	7.06	7.06
June	2015	7.77	7.40
July	2015	9.30	8.14
August	2015	9.10	8.22
September	2015	8.66	8.25
October	2015	8.23	7.82
November	2015	8.30	8.10
December	2015	8.70	6.75
January	2016	6.75	6.00
February	2016	6.00	6.00
March	2016	6.00	6.00

## (vii) Share Transfer System

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (R&TA) Messrs Cameo Corporate Services Limited. Shareholders, beneficial owners and depository participants (DPs) are requested to send/ deliver the documents/ correspondence relating to the Company's share transfer activity etc. to Messrs Cameo Corporate Services Limited, R&TA of the Company.

A summary of all the transfers, transmissions, issue of duplicate share certificate requests, deletion requests, etc., are placed before the Board of Directors from time to time for their review. The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40 (9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

## (viii) Distribution of Shareholding

Distribution of shareholding of the Company as on 31st March, 2016 is as follows:

Range of Shares	Shareholders		Share Amount	
	Numbers	% of Total Nos.	in Rs.	% of Total Amount
Upto 5000	3073	81.0176	71,00,190	9.5268
5001 - 10000	363	9.5702	30,53,200	4.0967
10001 - 20000	152	4.0073	24,47,760	3.2843
20001 - 30000	78	2.0564	21,06,720	2.8267
30001 - 40000	25	0.6591	8,88,770	1.1925
40001 - 50000	23	0.6063	10,71,620	1.4378
50001 - 100000	36	0.9491	23,82,690	3.1970
Above 100000	43	1.1336	5,54,77,050	74.4378
Total 3793	100.0000	7,45,28,000	100.0000	

## (ix) Category of shareholders

Shareholding pattern as on 31<sup>st</sup> March 2016 is as follows:

Category of Shareholder	Total No. of shares	% of Total No. of shares
(A) Shareholding of Promoter and Promoter Group		
(a) Individuals/Hindu Undivided Family	29,52,879	39.62
(b) Bodies Corporate	12,43,021	16.68
Total shareholding of Promoter and Promoter Group (A)	41,95,900	56.30

(B) Public Shareholding		
(1) Institutions		
(a) Mutual Funds/UTI	-	-
(b) Financial Institutions/Banks	-	-
(c) Insurance Companies	-	-
(d) Foreign Institutional Investors	80,000	1.07
Sub Total (B)(1)	80,000	1.07
(2) Non-Institutions		
(a) Bodies Corporate	1,24,388	1.67
(b) Individuals		
(i) Individual shareholders holding nominal share capital upto Rs. 2 Lakhs	20,10,787	26.98
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	8,19,475	11.00
(c) Any other		
(i) Directors and their Relatives	59,120	0.79
(ii) Hindu Undivided Families	96,839	1.30
(iii) Non-resident Indians	66,291	0.89
Sub Total (B)(2)	31,76,900	42.63
Total Public Shareholding B = (B)(1)+(B)(2)	32,56,900	43.70
Total (A)+(B)	74,52,800	100.00

(x) Details of shares dematerialized as on 31<sup>st</sup> March, 2016

No. of shares	% of total shares	No. of shareholders	% of total shareholders
61,06,588	81.94	1654	44.15

(xi) Break up of shares in physical and demat form as on 31<sup>st</sup> March, 2016

	No. of shares	% of shares
Physical Segment	13,42,612	18.01
Demat Segment		
NSDL	51,52,850	69.14
CDSL	9,57,338	12.85
TOTAL	74,52,800	100.00



(xii) Outstanding GDRs/ADRs/warrants or Convertible Instruments

The Company does not have any outstanding GDRs/ADRs/Warrants or Convertible Instruments as on 31<sup>st</sup> March 2016.

(xiii) Details of Public Funding obtained in the last three years

The Company has not obtained any public funding in the last three years.

(xiv) Reconciliation of Share Capital Audit

As stipulated by the Securities and Exchange Board of India, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit, inter alia, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

(xv) Registrars and Share Transfer Agents

Messrs 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)

**Annexure to Report on Corporate Governance for the financial year ended**

**31<sup>st</sup> March 2016:**

**CEO/CFO Certification**

The Board of Directors  
Epsom Properties Limited

We hereby certify that for the financial year ended 31<sup>st</sup> March 2016, on the basis of the review of financial statements and the cash flow statement and to the best of our knowledge and belief that :

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. these are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2015-16 which are fraudulent, illegal or violative of the Company's Code of Conduct;
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.

We further certify that

- a) there have been no significant changes in internal control over financial reporting during the year 2015-16;
- b) there have been no significant changes in accounting policies during the year 2015-16; and
- c) there have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Chennai

(DR CSIVAKUMAR REDDY)

Date: 07.09.2016

Managing Director & CEO

**AUDITORS CERTIFICATE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS AND THE SEBI (LODR) REGULATIONS, 2015:**

We have examined the compliance of conditions of Corporate Governance by Epsom Properties Limited ('the Company'), for the year ended 31<sup>st</sup> March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company entered into with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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 and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

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

Place: Chennai  
Date: 06.09.2016

(S. VISHNU)  
Partner  
Membership No.26131

**ANNEXURE II****DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors  
Epsom Properties Limited

Dear Sirs,

We undertake to comply with the conditions laid down under Section 149 and Schedule IV of the Companies Act, 2013 read with the provisions of Listing Regulations in relation to conditions of independence and in particular:

- a) Apart from receiving Director's remuneration, we do not have any material pecuniary relationship or transactions with the Company, its Promoters, Senior Management or its associates which may affect my independence as Director on the Board of the Company.
- b) We declare that we are not related to Promoters or persons occupying management positions at the Board level and one level below the Board.
- c) We have not been executive of the Company in the immediately preceding three financial years.
- d) We are not a Partner or an Executive or were also not Partner or Executive during the preceding three years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
  - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- e) We are not a material supplier, service provider or customer or lesser or lessee of the Company, which may affect independence of the Director.
- f) We are not a substantial Shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Gomathi A Vaidyanathan K. Bhakthavatsala Reddy

DIN: 01305781

Date: 01.04.2016

Yogeshwary

DIN: 00697854

Date: 01.04.2016

DIN: 06629965

Date: 01.04.2016

**ANNEXURE III****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To  
The Members  
EPSOM PROPERTIES LIMITED  
CHENNAI - 600 006

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EPSOM PROPERTIES LIMITED (hereinafter called 'the Company').

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereunder:

I/We have examined the books, papers, minute books, forms and returns filed and other records maintained by EPSOM PROPERTIES LIMITED for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of the following:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment, Foreign Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Stock Exchanges.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure

compliance with the applicable laws, rules, regulations and guidelines.

I/We further report that during the audit period the Company was not required to engage in any of the following:

- (i) Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
- (ii) Redemption/buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger/amalgamation/reconstruction, etc.
- (v) Foreign Technical Collaborations

K V Sampath Kumar  
Practising Company Secretary  
ACS No. 106 CP No. 7924

Place: Chennai

Date: 16.07.2016

## Annexure (B) to Board's Report

EXTRACT OF ANNUAL RETURN AS ON 31<sup>ST</sup> MARCH 2015 FORM NO. MGT-9

i) CIN L24231TN1987PLC014084

(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014)

## I. REGISTRATION AND OTHER DETAILS

ii) Registration Date		04 Date	03 Month	1987 Year
iii) Name of the Company		EPSOM PROPERTIES LIMITED		
iv) Category of the Company				
1.	Public Company	✓		
2.	Private Company			
Sub Category of the Company				
1.	Government Company			
2.	Small Company			
3.	One Person Company			
4.	Subsidiary of Foreign Company			
5.	NBFC			
6.	Guarantee Company			
7.	Limited by Shares			
8.	Unlimited Company			
9.	Company having share capital	✓		
10.	Company not having share capital			
11.	Company Registered under Section 8			
v) Address of Registered Office and Contact Details				
Company Name		EPSOM PROPRTIES LIMITED		
Address		"Regency House", 2A, Second Floor, 250/7, Anna Salai, Teynampet, CHENNAI 600 006		
Town / City		Chennai		
Pin Code		600 006		
Country Name		India		
Country Code		IND		
Telephone with STD Area Code Number		+91 44 2435 676		
Fax Number		NIL		
Email Address		epsomproperties@gmail.com		
Website, if any		www.epsom.in		
Name of the Police Station having jurisdiction where the Registered Office is situated		Teynampet Police Station		



vi) Whether shares listed on recognized Stock Exchange(s)		Yes
vii) Details of Stock Exchanges where shares are listed		
S.No.	Stock Exchange	Scrip Code
01.	BSE Limited (BSE)	531155
02.	Madras Stock Exchange Limited	HULTAPHMT

vii) Names and Address of Registrar & Share Transfer Agent(s) RTA	
Name of Registrar & Transfer Agents	Cameo Corporate Services Limited
Address	'Subramanian Building' No.1,Club House Road, CHENNAI 600 002
Town / City	Chennai
State	Tamil Nadu
Pin Code	600 002
Telephone with STD Area Code Number	+91 44 2846 0390
Fax Number	+91 44 2846 0129
Email Address	cameo@cameoindia.com

## 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.

Names and description of main products/service	NIC Code of the Product/Service	% of total turnover of the Company
Construction Activities	4100	NIL

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary and Associate Company.

## IV. SHAREHOLDING PATTERN (Equity share capital break-up as percentage to total equity)

## A. Category-wise Shareholding

Category of shareholders	No. of shares held at the beginning of the year (As on 01/04/2015)				No. of shares held at the end of the year (As on 31/03/2016)				% of change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A Promoters									
1) Indian									
a) Individual / HUF	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
b) Central Govt	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
c) State Govt (s)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
d) Bodies Corp.	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
e) Banks / FI	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
f) Any Other....	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
Sub-total (A) (1)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
(2) Foreign									
a) NRIs -Individuals	29,52,879	Nil	29,52,879	39.62	29,52,879	Nil	29,52,879	39.62	NA
b) Other –Individuals	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
c) Bodies Corp.	12,43,021	Nil	12,43,021	16.68	12,43,021	Nil	12,43,021	16.68	NA
d) Banks / FI	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
e) Any Other....	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
Sub-total (A) (2)	41,95,900	Nil	41,95,900	56.30	41,95,900	Nil	41,95,900	56.30	NA
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	41,95,900	Nil	41,95,900	56.30	41,95,900	Nil	41,95,900	56.30	NA
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
b) Banks / FI	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
c) Central Govt	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
d) State Govt(s)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
e) Venture Capital Funds	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA

## IV. SHAREHOLDING PATTERN (Equity share capital break-up as percentage to total equity)

## A. Category-wise Shareholding

Category of shareholders	No. of shares held at the beginning of the year (As on 01/04/2014)				No. of shares held at the end of the year (As on 31/03/2015)				% of change during the year
	Demat	Physical	Total total shares	% of	Demat	Physical	Total	% of total shares	
f) Insurance Companies	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
g) FIs	Nil	80,000	80,000	NA	Nil	80,000	80,000	NA	NA
h) Foreign Venture Capital Funds	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
i) Others (specify)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
Sub-total (B)(1)	Nil	80,000	80,000	NA	Nil	80,000	80,000	NA	NA
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2,38,784	13,400	2,52,184	3.39	1,10,988	13,400	1,24,388	1.67	(1.72)
ii) Overseas	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	8,56,760	9,66,708	18,23,468	24.47	9,59,679	10,51,108	20,10,787	26.98	2.51
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	6,70,139	2,41,100	9,11,239	12.23	6,66,375	1,53,100	8,19,475	11.00	(1.23)
c) Others									
i. Non Resident Indian	22,291	45,000	67,291	0.90	21,291	45,000	66,291	0.89	(0.01)
ii. Directors and their relatives	59,120	Nil	59,120	0.79	59,120	Nil	59,120	0.79	NA
iii. Hindu Undivided Families	63,594	4	63,598	0.85	96,835	4	96,839	1.30	0.45
Sub-total (B)(2)	19,10,688	12,66,212	31,76,900	42.63	19,14,288	12,62,612	31,76,900	42.63	NA
Total Public Share holding (B)=(B)(1)+(B)(2)	19,10,688	13,46,212	32,56,900	43.70	19,14,288	13,42,212	32,56,900	43.70	NA
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	61,06,588	13,46,212	74,52,800	100.00	61,10,188	13,42,212	74,52,800	100.00	

## B. SHAREHOLDING OF PROMOTERS

S. No.	Shareholder's Name	No. of shares held at the beginning of the year (As on 01/04/2015)			No. of shares held at the beginning of the year (As on 31/03/2016)			% of change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered in total shares*	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered in total shares*	
01	Dr. Mohan Swami	29,52,879	39.62	0.00	29,52,879	39.62	0.00	0.00
02	Chase Perdana Sdn.Bhd	12,43,021	16.68	0.00	12,43,021	16.68	0.00	0.00

\*The % of shares pledged/encumbered represents % of shares pledged/encumbered as a % of the total shares of the Company.

The term 'encumbrance' has the same meaning as assigned to it in regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

C. CHANGE IN PROMOTERS' SHAREHOLDING : NO CHANGE

D. SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs)

S. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative share holding during the year(01/04/2014 to 31/03/2015)	
		No. of shares at the beginning (01/04/2015) /end of the year (31/03/2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
01.	Jayabalasingam Kandiah	3,07,700 3,07,700	4.13 4.13	01/04/2015 31/03/2016	0.00	N.A	3,07,700	4.13
02.	Satellite Investments Ltd	80,000 80,000	1.07 1.07	01/04/2015 31/03/2016	0.00	N.A	80,000	1.07
03.	Sureshbhai P Bhandari	76,000 76,000	1.02 1.02	01/04/2015 31/03/2016	0.00	N.A	76,000	1.02
04.	Harish L Metha	56,449 56,449	0.76 0.76	01/04/2015 31/03/2016	0.00	N.A.	56,449	0.76
05.	Mahesh K Sachade	49,708 49,708	0.67 0.67	01/04/2015 31/03/2016	0.00	N.A.	49,708	0.67
06.	S Dharani Babu	49,500 49,500	0.66 0.66	01/04/2015 31/03/2016	0.00	N.A.	49,500	0.66
07.	Vasanta Mehta	45,080 45,080	0.60 0.60	01/04/2015 31/03/2016	0.00	N.A.	45,080	0.60
08.	Amitabh Behani Vatsala Behani	37,250 37,250	0.50 0.50	01/04/2015 31/03/2016	0.00	N.A.	37,250	0.50
09.	Venkatasubramanian	34,500 34,500	0.46 0.46	01/04/2015 31/03/2016	0.00	N.A.	34,500	0.46
10.	Pramila Anandakumar	32,945 32,945	0.44 0.44	01/04/2015 31/03/2016	0.00	N.A.	32,945	0.44

## E. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative share holding during the year (01/04/2015 to 31/03/2016)	
		No. of shares at the beginning (01/04/2015) /end of the year (31/03/2016)	% of total shares of the Company				No. of shares	% of total shares of the Company
Directors								
01.	Mr. K Bhakthavatsala Reddy	01/04/2015 31/03/2016	59,120 59,120	01/04/2015 31/03/2016	0.00 0.00	N.A N.A	59,120 59,120	0.79 0.79

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs.)

	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (as on 01/04/2015)				
i) Principal amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction (Repayment)	-	-	-	-
Net change	-	-	-	-
Indebtedness at the beginning of the financial year (as on 31/03/2016)				
i) Principal amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Directors and/or Manager Amount in Rs.

	Particulars of Remuneration	Name of the Managing Director Dr C Sivakumar Reddy
1.	Gross Salary (including Commission)	
	(a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	0
	(b) Value of perquisites under Section 17(2) of Income Tax Act, 1961	0
	(c) Profits in lieu of salary under Section 17(3) of Income Tax, 1961	0
2.	Stock option	0
3.	Sweat Equity	0
4.	Commission : - as % of profit	0
5.	Others - Employers contribution to provident and other funds	0
	Total	0

## B. Remuneration to other Directors

Amount in Rs.

## 1. Independent Directors

Name of the Director	Fee for attending Board/ Committee meetings	Commission	Others	Total
Gomathi AVaidyanathan	0	0	0	0
K Bhakthavatsala Reddy	0	0	0	0
Yogeshwary	0	0	0	0

## 2. Non-Executive /Promoter Directors

Name of the Director	Fee for attending Board/ Committee meetings	Commission	Others	Total
Dr Mohan Swami	0	0	0	0
T S Raju	0	0		
Total (1+2)	0	0	0	0

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Amount in Rs.

	Particulars of Remuneration	Key Managerial Personnel CFO & Company Secretary Mr K V Narasimhan
1.	Gross Salary (including Commission)	
	(a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	84,000
	(b) Value of perquisites under Section 17(2) of Income Tax Act, 1961	0
	(c) Profits in lieu of salary under Section 17(3) of Income Tax, 1961	0
2.	Stock option	0
3.	Sweat Equity	0
4.	Commission : – as % of profit	0
5.	Others – Employers contribution to provident and other funds	0
	Total	84,000

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES (under the Companies Act, 2013)

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013

---

**S VISHNU & CO**  
Chartered Accountants

---

Flat No.23, Swagatham Apartments, No.16/23, Shenoy Road, Nungambakkam,  
Chennai 600034

Phone 42138297, Fax 28235297, E-mail : svishnuandco@gmail.com

---

INDEPENDENT AUDITORS' REPORT                      TO  
THE MEMBERS OF EPSOM PROPERTIES LIMITED

We have audited the accompanying standalone financial statements of EPSOM PROPERTIES LIMITED (the Company") which comprises the Balance sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss and the Cash Flow for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have also taking into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depends on the auditor's judgment including the assessment of rules of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate financial controls system over financial reporting and the operating effectiveness such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March 2016 and its profit and loss and for the year ended on that date.

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the said order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting



Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of written representations received from the Directors as on 31<sup>st</sup> March 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March 2016 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i) There are no litigations pending against the company and hence disclosure on the impact of pending litigations on its financial position in its financial statements does not arise.
  - ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) The company is not required to transfer any amount to the Investor Education and Protection Fund.

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

(S. VISHNU)  
Partner  
Membership No. 026131

Place: Chennai  
Date : 06.09.2016

**S VISHNU & CO**  
Chartered Accountants

Flat No.23, Swagatham Apartments, No.16/23, Shenoy Road, Nungambakkam,  
Chennai 600034

Phone 42138297, Fax 28235297, E-mail : svishnuandco@gmail.com

**Annexure A to the Independent Auditors' Report**

(Referred to in our report of even date)

- i) In respect of its fixed assets:
  - a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b. As explained to us, the fixed assets of the company have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c. In our opinion the company has not disposed of substantial part of its fixed assets during the year and going concern status of the company is not affected.
- ii) According to the information and explanations furnished to us, there are no inventories available with the company; the question of physical verification of the same does not arise.
- iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured, to or from companies, firms or other parties covered in the register required to be maintained under Section 189 of the Act.
- iv) In our opinion and according to the information and explanations given to us, section 185 and 186 of the Companies Act, 2013 is not applicable.
- v) The company has not accepted any deposits from public in accordance with the provisions of Section 73 to 76 of the Act and the rules framed there under.
- vi) The Central Government has not prescribed maintenance of cost records for any of the activities of the company under Section 148 of the Act.
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing with appropriate authorities, the undisputed statutory dues including

- Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of excise, Value Added Tax, Cess and any other statutory dues applicable to it.
- (b) According to the information and explanations given to us, there were no undisputed statutory dues in arrears as at 31<sup>st</sup> March 2016 for a period of more than six months from the date they became payable.
  - (c) According to the information and explanations given to us, there are no dues on account of disputes.
- viii) According to the information and explanations given to us, the company has not defaulted in repayment of loans and borrowings to a financial institution, bank, government or dues to debenture holder.
  - ix) Initial public offer is not applicable to public company and company has not raised any term loans during the year and application of loan funds does not apply.
  - x) According to the information and explanation given to us, there is no fraud made by the company and on the company by its officers or employees been noticed or reported during the year
  - xi) The company has not paid managerial remuneration
  - xii) Nidhi rules are not applicable to this company.
  - xiii) According to the information and explanation given to us, the company has paid professional charges to the Director to the extent of Rs -9,28,940/-and rent to the extent of Rs 1,20,000/- .
  - xiv) Preferential allotment and Private placement as per sec 177 and 188 of companies act 2013 is not applicable.
  - xv) The company has not entered into any non-cash transaction with directors or persons connected with them sec 192 of Companies Act 2013 is not applicable.
  - xvi) The company is not required to get registered u/s 45-IA of the Reserve Bank India Act 1934.

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Epsom Properties Limited.,**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of Epsom Properties Limited., as of March 31, 2016 in conjunction with our audit of the financial statements of the company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the

preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

(S VISHNU)  
Partner  
Membership No. 026131

Place; Chennai  
Date :06.09.2016

## EPSOM PROPERTIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2016

(in Rupees)

PARTICULARS	Note No	As at 31st March 2016	As at 31st March 2015
I. EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
(a) Share Capital	1	74,528,000	74,528,000
(b) Reserves and Surplus	2	(70,126,364)	(68,419,459)
		4,401,636	6,108,541
NON CURRENT LIABILITIES			
Long-term borrowings	3	-	-
CURRENT LIABILITIES			
Other current liabilities	4	352,106	348,153
TOTAL		4,753,742	6,456,694
II. ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible assets	5	8,074	2,710
Non-current investments	6	334,100	334,100
Long term loans and advances	7	11,250	1,000
CURRENT ASSETS			
(a) Cash and cash equivalents	8	4,348,585	5,915,855
(b) Short-term loans and advances	9	19,687	159,757
(c) Other current assets	10	32,046	43,272
		4,400,318	6,118,884
TOTAL		4,753,741	6,456,694

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 K BHAKTHAVATSALA REDDY

K V NARASIMHAN

S VISHNU

MANAGING DIRECTOR &amp; CEO

DIRECTOR

COMPANY SECRETARY &amp;

PARTNER

CFO

Membership No. 26131

Place: Chennai

Date : 06-09-2016

## EPSOM PROPERTIES LIMITED

STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31ST MARCH 2016

(in Rupees)

PARTICULARS	Note No	Year ending 31/03/2015	Year ending 31/03/2014
<b>INCOME</b>			
I. Revenue from operations		-	-
II. Other Income	11	263,206.00	581,507.36
III. Total Revenue (I +II)		263,206.00	581,507.36
<b>EXPENSES</b>			
Employee benefit expense	12	174,640.00	170,945.00
Selling, Administration and other expenses	13	1,794,035.00	2,179,680.74
Depreciation and amortization expense	5	1,436.39	595.00
Total Expenses		1,970,111.39	2,351,220.74
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(1,706,905.39)	(1,769,713.38)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(1,706,905.39)	(1,769,713.38)
VIII. Extraordinary Items		-	-
- Long term loans and advances written off		-	-
- Long term borrowings written off		-	-
IX. Profit before tax (VII -VIII)		(1,706,905.39)	(1,769,713.38)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	-	-
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)	(1,706,905.39)	(1,769,713.38)
XVI. Earning per equity share:			
(1) Basic		(0.23)	(0.24)
(2) Diluted		(0.23)	(0.24)

Significant Accounting Policies &amp; Notes on Accounts

1 to 13

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU & CO  
Chartered Accountants  
FRN 005179SDr C SIVAKUMAR REDDY  
MANAGING DIRECTOR & CEOK BHAKTHAVATSALA REDDY  
DIRECTORK V NARASIMHAN  
COMPANY SECRETARY &  
CFOS VISHNU  
PARTNER  
Membership No. 26131

Place: Chennai

Date : 15<sup>th</sup> July 2015

## Notes to Financial Statements

(in Rupees)

NOTE 1 SHARE CAPITAL	As at 31st March 2016	As at 31st March 2015
Authorised 1,50,00,000 Equity Shares of Rs. 10/- each (Previous year 1,50,00,000 Equity Shares of Rs. 10/- each)	150,000,000.00	150,000,000.00
Issued, Subscribed and Fully Paid up Share Capital: 7452800 Equity shares of Rs. 10/- each)	74,528,000.00	74,528,000.00
Reconciliation of the number of shares outstanding at the beginning and at the end of the year		
	As at 31st March 2016	As at 31st March 2015
At the beginning of the year	74,528,000.00	74,528,000.00
Add: Issued during the year	-	-
At the end of the year	74,528,000.00	74,528,000.00
Details of shareholders holding more than 5% equity shares in the Company		
Name of the share holder	31st March 2016	31st March 2015
Dr Mohan Swami	2,952,879	2,952,879
Chase Perdana Sdn Bhd	1,243,021	1,243,021

## Terms / rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. Each holder of Equity Shares is entitled to one vote per share.

As per the Companies act 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. However no such preferential amount exist currently.

The distribution will be in proportion to the number of equity shares held by the shareholders

NOTE 2 RESERVES AND SURPLUS	As at 31st March 2016	As at 31st March 2015
(a) Capital Reserve	35,960.00	35,960.00
(a) Capital Reserve	35,960.00	35,960.00
(b) Revaluation Reserve	136142	136142
(c) General Reserve	244480.00	244480.00
(d) Surplus in Statement of Profit and Loss As per last Balance Sheet	416,582 (68,836,040.80)	416,582 (67,066,327.80)
Add : Current year surplus	(1,706,905.39)	(1,769,713.38)
Closing Balance	(70,126,364.19)	(68,419,459.18)



NOTE 3 LONG TERM BORROWINGS	As at 31st March 2016	As at 31st March 2015
Loans and advances from related parties	-	-
Closing Balance	-	-

NOTE 4 CURRENT LIABILITIES	As at 31st March 2015	As at 31st March 2014
Audit fee payable	57,750.00	56,298.00
Professional fees payable	81,460.00	69,605.00
Expenses payable	192,895.89	205,394.89
Salaries payable	14,500.00	11,355.00
TDS payable	5,500.00	5,500.00
	352,105.89	348,152.89

NOTE 6 NON CURRENT INVESTMENTS	As at 31st March 2016	As at 31st March 2015
Investment in equity instruments		
Quoted investments		
Munoth Investments Limited (3,34,100 equity shares of Rs. 10/- each)	334,100.00	334,100.00
	334,100.00	334,100.00

Note : Since the shares are infrequently traded, the shares are valued at Re.1/- per share

NOTE 7 LONG TERM LOANS AND ADVANCES	As at 31st March 2016	As at 31st March 2015
Security Deposits	112,50.00	1000.00
Other Loans and advances		
Unsecured considered good	-	-
	112,50.00	1,000.00

NOTE 8 CASH AND CASH EQUIVALENTS	As at 31st March 2016	As at 31st March 2015
(a) Cash on hand	3,879.86	3,222.80
(b) Balances with Banks		
In Current Accounts	120,705.00	31,974.41
(c) Other Bank Balances		
In Deposit Account	4,224,000.00	5,880,657.65
	4,348,584.86	5,915,854.86

## NOTE 5 : TANGIBLE ASSETS

(in Rupees)

5		Gross Block			Depreciation				Net Block		
		As at 01/04/2015	Additions	Deletions	As at 31/03/2016	As at 01/04/2015	For the year	Deletions	Upto 31/03/2016	As at 31/03/2016	As at 01/04/2015
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	3299	491	0	3,790	2,219	2,710
e	Vehicles	0	0	0	0	0	0	0	0	0	-
f	Office Equipments	0	6800	0	6800	0	946	0	946	5,854	-
g	Sale of fixed asset	0	0	0	0	0	0	0	0	0	-
	Total	6,009	6,800	-	12,809	3,299	1,436	-	4,735	8,074	2,710
	Previous year Figures	6,009		0	6,009	3,299		0	3,299		2,710

NOTE 9 SHORT TERM LONS AND ADVANCES	As at 31st March 2016	As at 31st March 2015
Other Loans and advances		
Unsecured considered good	-	-
Interest accrued	19,687.00	159,757.00
	19,687.00	159,757.00
NOTE 10 OTHER CURRENT ASSETS	As at 31st March 2016	As at 31st March 2015
Income Tax Refund receivable	32,046.00	43,272.00
	32,046.00	43,272.00
NOTE 11 OTHER INCOME	As at 31st March 2016	As at 31st March 2015
Interest Income	249,097.00	581,507.36
Other Income-Income tax Refund Interest	14,109.00	-
	263,206.00	581,507.36
NOTE 12 EMPLOYEE BENEFIT EXPENSES	As at 31st March 2016	As at 31st March 2015
Salaries and wages	174,000.00	166,555.00
Bonus	-	3,500.00
Staff welfare expenses	640.00	890.00
	174,640.00	170,945.00
NOTE 13 SELLING, ADMINISTRATION AND OTHER EXPENSES	As at 31st March 2016	As at 31st March 2015
Rent	120,000.00	110,000.00
Rates and taxes, excluding taxes on income	348,425.00	550,084.01
Meeting expenses	38,075.00	10,295.00
Audit Fees		
a) Statutory Auditor	55,000.00	56,180.00
b) Service Tax	9,152.00	5,618.00
Communication expenses	21,714.00	16,651.00
Postage, printing & stationery, xerox	166,715.00	273,478.00
Legal & Professional charges	954,940.00	1,095,794.00
Bank charges	18,710.00	4,977.73
Travelling & Conveyance expenses	8,892.00	550.00
Office Maintenance	932.00	1,273.00
Advertisement	51,480.00	54,780.00
	1,794,035.00	2,179,680.74

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

(in Rupees)

Particulars	2015-16	2014-15
Cash flow from operating activities	Rs. P.	Rs. P.
Net profit / (Loss) before taxation	(1,706,905.39)	(1,769,713.38)
Adjustments for :		
Loans & Advances written off	-	-
Depreciation	1436.39	595.00
Operating profit before working capital changes	(1,705,469.00)	(1,769,118.38)
Decrease/(Increase) in loans & advances	129,820.00	(155,257.00)
Decrease/(Increase) in Other Current Assets	11,226.00	131,617.00
Increase/(Decrease) in liabilities	3,953.00	62,424.00
Increase/(Decrease) in Fixed Assest	(6,800.00)	-
Cash generated from operations	(1,567,270.00)	(1,730,334.38)
Cash flow from extraordinary item	-	-
Net cash from operating activities	(1,567,270.00)	(1,730,334.38)
Cash flows from investing activities		
Investments/(Maturity) of Fixed Deposits	1,656,657.65	1,605,480.64
Net cash flow investing activities	1,656,657.65	1,605,480.64
Cash flow from financing activities		
Increase/(Decrease) in unsecured loans	-	-
Net cash used in financing activities	-	-
Net increase/(decrease) in Cash and Cash Equivalents	89,387.65	(124,853.74)
Opening Balance of Cash and Cash Equivalents	35197.21	160,050.95
Closing Balance of Cash and Cash Equivalents	124584.86	35,197.21

## Notes

The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement

	As at 31/03/2016	As at 31/03/2015
Cash on hand	3,879.86	3,222.80
Balances with banks	120,705.00	31,974.41
Cash and Cash equivalents as restated.	124,584.86	35,197.21

For EPSOM PROPERTIES LIMITED

For S VISHNU & CO  
Chartered Accountants  
FRN 005179S

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

S VISHNU  
PARTNER  
Membership No. 26131

Place: Chennai  
Date : 06/09/2016

---

**SIGNIFICANT ACCOUNTING POLICIES****(a) Basis of accounting**

The Financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the generally accepted in India ("Indian GAAP") and comply with the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 1956 to the extent applicable.

**(b) Use of estimates**

The preparation of financial statements in conformity with the Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and reported amounts of income and expenses during the period.

**(c) Current/Non Current Classification**

Any asset or liability is classified as current if it satisfies any of the following conditions :-

i) it is expected to be realized or settled or is intended for sale or consumption in the Company's normal operating cycle;

ii) it is expected to be realized or settled within twelve months from the reporting date

iii) In the case of an asset,

it is primarily held for the purpose of being traded; or it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. in the case of liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

All other assets are classified as non-current.

For the purposes of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on nature of service and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

**(d) Revenue Recognition**

Revenue is recognised excepting for significant uncertainty as to its determination or realisation. Interest income is recognized on the time proportion basis.

**(e ) Tangible Fixed Assets**

Tangible fixed assets are carried at the cost of acquisition less accumulated depreciation and impairment. Tangible fixed assets held for disposal are stated at the lower of their net book value and net realizable value and are disclosed separately under 'Other current assets'. Any expected loss is recognized immediately in the Statement of Profit and Loss.

## (f) Depreciation and Amortization

Depreciation on tangible fixed assets is provided using the written down value method and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013.

## (g) Transactions in Foreign Exchange

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.

## (h) Provision for taxation

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

b. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realization.

## (i) Gross Turnover 2.72 Lakhs (Previous Year Rs. 5.82 lakhs)

## (j) Transactions with related parties

## i. Key Management Personnel

Dr C Sivakumar Reddy	Managing Director
Mr T S Raju	Director
Mr K V Narasimhan	Company Secretary & CFO

## ii. Promoters and their relatives having control

Director	Designation
Dr Mohan Swami	Non Executive Chairman

Related Party	Nature of Transaction	2014-2015 Rs. Lakhs	2013-2014 Rs. Lakhs
Key Managerial Personnel	Professional fees	9.29	8.50
	Rent	1.20	1.20
	Total	10.49	9.70

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

## (k) 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.1,20,000. The aggregate lease rentals for the year amounting to Rs. 1,20,000/- have been charged to Statement of Profit & Loss.

## (l) Earning Per Share

Particulars	2015-2016	2014-2015
a) Basic and diluted earning per share (face value Rs. 10/-per share)	(0.23)	(0.24)
b) Loss as per Statement of Profit and Loss	(1,706,905)	(1,769,713)
c) Weighted average number of equity shares outstanding	7,452,800	7,452,800

## (m) Auditors Remuneration

Nature of Transaction	2015-2016	2014-2015
Statutory Audit	64,152.00	61,798.00
Total	64,152.00	61,798.00

## (n) Segment Reporting

The Company's business activity falls within a single primary business segment viz. Real Estate, Construction and Leasehold and Freehold rights on properties. The business has been constituted as a single business segment in the context of Accounting Standard 17 - Segment Reporting as specified in the Companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, no segmental information is disclosed.

## (o) Employee Benefits

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. (p) Investments Since the investment in the equity shares of quoted investments are infrequently traded, the shares are valued at Re. 1/- per share.

## (q) Current Assets and Loans and Advances

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.

(r) There are no dues to Micro, Small and Medium Enterprises which are required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006.

(s) Earnings in Foreign Exchange NIL (P.Y NIL) NIL)

(t ) Expenditure in Foreign Currency NIL (P.Y. NIL)

(u) Previous year's figures have been regrouped wherever necessary so as to make them comparable with those of the current year.

For EPSOM PROPERTIES LIMITED

Vide our report of even date attached

For S VISHNU & CO  
Chartered Accountants  
FRN 005179S

Dr C SIVAKUMAR REDDY K BHAKTHAVATSALA REDDY  
MANAGING DIRECTOR & CEO DIRECTOR

K V NARASIMHAN  
COMPANY SECRETARY &  
CFO

S VISHNU  
PARTNER  
Membership No. 26131

Place: Chennai  
Date : 06/09/2016





## EPSOM PROPERTIES LIMITED

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

### ATTENDANCE SLIP

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

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

I hereby record my presence at the TWENTY EIGHTH ANNUAL GENERAL MEETING of EPSOM PROPERTIES LIMITED on Saturday, the 28th October 2016 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 .....

### PROXY FORM

Name of the Member .....
Registered Address .....
Email id .....
Folio/DP ID – Client ID No. ....

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

(1) Name.....Address .....

Email id .....Signature.....or failing him/her

(2) Name.....Address .....

Email id .....Signature.....or failing him/her

(1) Name.....Address .....

Email id .....Signature.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Eighth Annual General Meeting of the Company to be held on Saturday, the 29<sup>th</sup> August 2015 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 in respect of the resolutions as indicated below :-

Resolution No.	Resolutions	Optional*	
	Ordinary Business	For	Against
1.	Adoption of Financial Statements for the year ended 31/03/2015 together with the reports of Board of Directors and Auditors thereon.		
2.	Re-appointment of Dr C Sivakumar Reddy (DIN 00809776) as a Director of the Company		
3.	Appointment of Auditors and fixing up of their remuneration		

Signed this.....day of .....2015

Member's Folio/DP ID Client ID No.....

Signature of shareholder.....

Affix Revenue Stamp
---------------------------

Signature of the first proxy holder

Signature of the second proxy holder

Signature of the third proxy holder

Note : This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 hours before commencement of the Meeting.