



EPSOM PROPERTIES LIMITED

**Annual Report
2018 - 2019**

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

EPSOM PROPERTIES LIMITED ANNUAL REPORT 2018 - 2019		
Board of Directors	Dr Mohan Swami Dr C Sivakumar Reddy Mrs Gomathi A Vaidyanathan Mr K Bhakthavatsala Reddy Ms Yogeshwary Mr. Ravi Kumar Neeladri	Promoter Non Executive Chairman Managing Director Independent Director Independent Director Independent Director Independent Director
Auditors	Messrs S. Vishnu & Co. Chartered Accountants No.16/23, Shenoy Road Nungambakkam, Chennai - 600 034	
Secretarial Auditor	Mr. Vishwanath Shivaprakash Practising Company Secretary Bangalore	
Bankers	Axis 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 4302 1233 Email : epsomproperties@gmail.com Website : www.epsom.in	

EPSOM PROPERTIES LIMITED

CIN L24231TN1987PLC014084

NOTICE CONVENING THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Shareholders of the Company will be held on 22nd July, 2019, on Monday, at 11.30 a.m at South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st 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 as at 31st March, 2019, 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 appoint Statutory Auditors 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 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), and pursuant to the recommendations of the Audit Committee and the Board of the Directors, the Company hereby appoints Messrs A. John Moris & Co., Chartered Accountants, having ICAI Firm Registration No. 007220S, as Statutory Auditors of the Company for a period of 5 years from the conclusion of this Annual General Meeting until the conclusion of 37th Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS :

4. To re-appoint Dr. C Sivakumar Reddy (DIN: 00809776) 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 23.09.2019 to 22.09.2022 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.”

5. To re-appoint Ms. Yogeshwary (DIN: 06629965) as an Independent Director:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Ms. Yogeshwary (DIN: 06629965), Director of the Company be and is hereby re-appointed as an Independent Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th May, 2019 for consideration by the Members and who has submitted a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, to hold office for a further term of five consecutive years, with effect from July 26, 2019, and whose office shall not be liable to retire by rotation.”

6. To re-appoint Ms. Gomathi Vaidyanathan (DIN: 01305781) as an Independent Director:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Ms. Gomathi Vaidyanathan (DIN: 01305781), Director of the Company be and is hereby re-appointed as an Independent Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th May, 2019 for consideration by the Members and who has submitted a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, to hold office for a further term of five consecutive years, with effect from July 26, 2019, and whose office shall not be liable to retire by rotation.”

7. To re-appoint Mr. Kandala Reddy Bhakthavatsala (DIN: 00697854) as an Independent Director:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Mr. Kandala Reddy Bhakthavatsala (DIN: 00697854), Director of the Company be and is hereby re-appointed as an Independent Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th May, 2019 for consideration by the Members and who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, to hold office for a further term of five consecutive years, with effect from July 26, 2019, and whose office shall not be liable to retire by rotation.”

8. Increase in Borrowings:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 or any amendment or modifications thereof read with the Companies (Meetings of Board

and its Powers) Rules, 2014, approval be and is hereby accorded to borrow and raise such sum or sums of money from time to time as may be required for the purposes of business of the Company, not exceeding Rs. 10 Crores (Rupees Ten Crores only) borrowings in excess of aggregate of its paid-up share capital and free reserves of the Company, apart from temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above resolution.”

9. Powers to hypothecate etc.

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, approval be and is hereby accorded to the Board of Directors of the Company to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company wheresoever situate, present and future, and the whole or part of the undertaking of the Company to, or in favour of the lender to secure the said borrowings upto an amount in the aggregate not exceeding Rs. 10 Crores (Rupees Ten Crores only) together with interest, such other finance charges and all other moneys payable by the Company to the lenders as per the agreements entered into, by the Company with the respective lender.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above resolution.”

By order of the Board of Directors
For EPSOM Properties Limited

Place: Chennai
Date: 30.05.2019

Dr. C Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500 028]

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 16th July, 2019 to 22nd July, 2019 (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 Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
- 7 Annual Report for the financial year 2018-19 along with Notice of the 32nd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form will be sent through electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
- 8 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.
- 9 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.

- 10 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:

Name of the Director	Dr. Mohan Swami
Director Identification Number	00624075
Date of Birth	29.09.1951
Date of Appointment	24.12.2001
Qualification	M.B.B.S, DTM & H
Nature of expertise in specific	Executive functions in Public Listed functional areas Companies in Malaysia since 1994 dealing with Construction, Development and Manufacturing and educational field. Expertise in Corporate takeover and restructuring of Companies.
Directorships held in other Companies (excluding foreign companies)	NIL
Membership/Chairmanships of Committees of other public companies (included only Audit and Stakeholder/ Investors Grievance Committee)	NIL
No. of Board Meetings attended during the year	2
No. of Shares held in the Company	29,52,879
Inter-se relationship between Directors	NA

By order of the Board of Directors
For EPSOM Properties Limited

Place: Chennai
Date: 30.05.2019

Dr. C Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500 028]

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 Thirty Second Annual General Meeting of the Company to be held on 22nd July, 2019. 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 31st March, 2019 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 19th July, 2019 at 9.00 a.m. and ends on 21st July, 2019 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 15th July, 2019 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 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 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>For Example : Your Name : RAMESH KUMAR 8 Digits Serial No. : 00003800 Then type in the PAN field RA00003800</p>

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 you "CONFIRM" your 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