



EPSOM PROPERTIES LIMITED

**ANNUAL REPORT
2019 - 2020**

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Board of Directors	<p>Dr. Mohan Swami</p> <p>Mr. Mallour Rajesh Kumar</p> <p>Dr. C. Sivakumar Reddy</p> <p>Mr. K Bhakthavatsala Reddy</p> <p>Ms. Yogeshwary</p> <p>Mr. Sathappan Ganeson Narayanan</p>	<p>Promoter Non-Executive Chairman</p> <p>Managing Director-w.e.f 21.03.2020</p> <p>Non-Executive Director</p> <p>Independent Director</p> <p>Independent Director</p> <p>Non- Executive Director</p>
Auditors	<p>Messrs A. John Moris & Co.</p> <p>Chartered Accountants</p> <p>No.5, Lakshmipuram, 1st Street, Deivasigamani Road</p> <p>Near Music Academy, Royapettah</p> <p>Chennai – 600 014</p>	
Secretarial Auditor	<p>Mr. Vijayakrishna K T</p> <p>Practising Company Secretary</p> <p>Bangalore</p>	
Bankers	<p>Axis Bank Limited</p>	
Registrars and Share Transfer Agents	<p>Cameo Corporate Services Limited</p> <p>Subramanian Building, No.1, Club House Road</p> <p>Chennai - 600 002</p> <p>Tel: 044 2846 0390</p> <p>Fax: 044 2846 0129</p> <p>Email: cameo@cameoindia.com</p>	
Registered Office	<p>Regency House 2A, Second Floor 250/7, Anna Salai</p> <p>Teynampet, Chennai - 600 006</p> <p>Tel: 044 4302 1233</p> <p>Email: epsomproperties@gmail.com</p> <p>Website: www.epsom.in</p>	

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Shareholders of the Company will be held on 17th day of August, 2020, on Monday, at 12.00 Noon through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2020, together with Independent Auditors' Report and the Board's Report including Secretarial Audit Report thereon.

SPECIAL BUSINESS:

2. To appoint Mr. Mallour Rajesh Kumar (DIN: 08125774) as a Director of the Company.

To consider, thought fit to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mallour Rajesh Kumar (DIN: 08125774) who was appointed as an Additional Director of the Company by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and who holds the office only up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Mr. Mallour Rajesh Kumar (DIN: 08125774) as Managing Director of the Company.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197 and 203 and any other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Mallour Rajesh Kumar (DIN: 08125774), Managing Director of the Company for a period of 3 years from 21.03.2020 to 20.03.2023 without any remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and fix such remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to, by the Board of Directors and Mr. Mallour Rajesh Kumar, and whose office shall not be liable to retire by rotation.

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.”

4. To appoint Ms. Chandana Rachuri (DIN: 08784225) as a 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 Sections 149, 152 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. Chandana Rachuri (holding DIN:08784225), whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th June, 2020 be and is hereby appointed as a Director of the Company with effect from the date of this Annual General Meeting ."

5. To appoint of Mr. Sanga Tejaswi (holding DIN:08784189) as an Independent Director of the Company.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint Mr. Sanga Tejaswi (holding DIN:08784189), as an Independent Director of the Company, whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th June, 2020 for a period of 5 years with effect from the date of this Annual General Meeting and whose office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. To appoint of Mr. Ramesh Satagopan (holding DIN:00935017) as an Independent Director of the Company.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint Mr. Ramesh Satagopan (holding DIN:00935017), as an Independent Director of the Company, whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th June, 2020 for a period of 5 years with effect from the date of this Annual General Meeting and whose office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

7. To approve Related Party Transactions.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force), and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed in their respective Meetings, the approval of the Company be and is hereby accorded to the Related Party Transactions entered by the Company with Chase Perdana Sdn. Bhd., Malaysia, for rendering of services of a value of Rs. 13,51,035/- (USD 18,900) for the financial year 2019-20.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby, severally, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above Resolution.”

By order of the Board
For EPSOM Properties Limited
Mallour Rajesh Kumar
Managing Director

Place: Hyderabad
Date: 21.07.2020

DIN: 08125774

[Address: 7-2-1669, Athena C 504
Lodha Apartments, Sanath Nagar,
Hyderabad 500018]

NOTES:

- 1 The Register of Members and Share Transfer Books of the Company will remain closed from 11th August, 2020 to 17th August 2020 (both days inclusive).
- 2 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.
- 3 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.
- 4 In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 5 Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
- 6 Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- 7 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.
- 8 Annual Report for the financial year 2019-20 along with Notice of the 33rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting is being sent only through electronic mode to the Members whose email IDs are registered with the Company/Depository Participant(s). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.epsom.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
- 9 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 SEBI 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.
- 10 Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Place: Hyderabad
Date: 21.07.2020

By order of the Board
For EPSOM Properties Limited
Mallour Rajesh Kumar
Managing Director
DIN: 08125774
[Address: 7-2-1669, Athena C 504
Lodha Apartments, Sanath Nagar,
Hyderabad 500018]

ELECTRONIC VOTING (E-VOTING) AND E-VOTING DURING AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.epsom.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 14th August, 2020 at 9.00 AM and ends on 16th August, 2020 at 5.00 PM. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

or Alternatively, if you are registered for CDSL-s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL-s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast you vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders 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><input type="checkbox"/> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by company / RTA or contact company / RTA</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p><input type="checkbox"/> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Epsom Properties Limited.
- (xiii) 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 to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.