



EPSOM PROPERTIES LIMITED

**Annual Report
2010 - 2011**

For EPSOM PROPERTIES LIMITED


Company Secretary

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

EPSOM PROPERTIES LIMITED

ANNUAL REPORT 2010 - 2011

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

Company Secretary K V Narasimhan

Auditors M/s. S Vishnu & Co,
Chartered Accountants,
No.16/23, Shenoy Road,
Nungambakkam,
Chennai 600 034

Bankers Standard Chartered Bank
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 : epsompl@bsnl.in

EPSOM PROPERTIES LIMITED

NOTICE CONVENING TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of the Company will be held on Saturday, the 18th June 2011 at 11.00 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

01. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date together with the Report of Board of Directors and the Auditors thereon.
02. To appoint a Director in place of Dr Mohan Swami who retires by rotation and being eligible offers himself for re-appointment.
03. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix up their remuneration. The retiring Auditors M/s. S Vishnu & Co, Chartered Accountants are eligible for re-appointment.

SPECIAL BUSINESS

04. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution :-

"RESOLVED

- 1) That pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof), Dr C Sivakumar Reddy, Managing Director be and is hereby re-appointed as Managing Director for a further period of Five years with effect from 23/09/2011 to 22/09/2016 without any remuneration as per the consent given by the Board of Directors at its meeting held on 30th April 2011 and as set out in the explanatory statement attached herewith.
- 2) 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 in such manner as may be agreed to between the Board of Directors and Dr C Sivakumar Reddy provided, however that the remuneration payable to him shall not exceed the limits prescribed under Schedule XIII to the Companies Act, 1956 including any amendment, modification, variation or re-enactment thereof.

- 3) 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 or director(s) to give effect to the aforesaid resolutions".

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

(K V NARASIMHAN)
COMPANY SECRETARY

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

Dated : 30th April 2011

NOTES :-

01. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of business under Item No. 04 is annexed hereto. The relative details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment as Directors under Item No. 02 is also annexed.
02. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
03. The proxy form duly filled in and signed by the Shareholder must be lodged with the Company at the Registered Office of the Company at any time not less than 48 hours before the meeting.
04. The Register of Members and Share Transfer Books of the Company will remain closed from 01/06/2011 to 18/06/2011 (both days inclusive).
05. Relevant documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 02.00 p.m.
06. Members are requested to communicate their change of address, if any, quoting their respective folios.
07. Members holding shares in dematerialized form are requested to intimate any change in address to their respective DPs and those holding shares in physical form are to intimate the above said changes to the Cameo Corporate Services Limited, 'Subramanian Building' No.1, Club House Road, Chennai 600 002.

EPSOM PROPERTIES LIMITED

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 04:-

It is brought to the notice of the shareholders that Dr C Sivakumar Reddy was appointed as Managing Director of the Company for a period of five years from 23/09/2006 to 22/09/2011 without any remuneration and his term expires on 22/09/2011. Dr C Sivakumar Reddy has been shouldering onerous responsibilities and has been associated with the Company for the last five years. The Board of Directors has recommended the re-appointment of Dr C Sivakumar Reddy as Managing Director for a further period of five years from 23/09/2011 to 22/09/2016 without any remuneration.

The Board recommends the resolution in Item No. 04 of the Notice for your approval.

This may be treated as an abstract of the terms of the above agreement pursuant to Section 302 of the Companies Act, 1956.

None of the Directors except Dr C Sivakumar Reddy may be deemed to be concerned or interested in passing the resolution.

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

(K V NARASIMHAN)
COMPANY SECRETARY

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

Dated : 30th April 2011

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

S.No.	Particulars	DR MOHAN SWAMI
01.	Date of Birth	29/09/1951
02.	Date of Appointment	24/12/2001
03.	Qualifications	M.B.B.S, D.T.M & H
04.	Expertise in specific functional area	Has varied experience and rich knowledge and experience in construction and related areas.
05.	Directorships held in other Public Companies (excluding foreign companies)	NIL
06.	Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders/Investors Grievance Committee)	NIL
07.	Number of shares held in the Company	29,52,879

EPSOM PROPERTIES LIMITED

Directors' Report

To the Members

Your Directors present herewith the Twenty Fourth ~~Annual Report~~ on the Annual Accounts for the year ended 31st March 2011.

01. Financial Results

The summarized financial results are given below .

S.No.	Description	For the year ended 31 st March 2011 (Rs. in Lakhs)	For the year ended 31 st March 2010 (Rs. in Lakhs)
01.	Total Income	6.14	15.36
02.	Total Expenditure	20.11	31.62
03.	Profit/(Loss) before Interest & Depreciation	(13.97)	(16.26)
04.	Interest	Nil	Nil
05.	Profit/(Loss) before Depreciation	(13.97)	(16.26)
06.	Depreciation	Nil	Nil
07.	Profit/(Loss) before Taxation	(13.97)	(16.26)
08.	Provision for Taxation	Nil	Nil
09.	Profit/(Loss) after taxation	(13.97)	(16.26)

02. Dividend

In view of loss, your Directors do not propose any dividend for the year ended 31st March 2011.

03. Industry Structure and Development

As mentioned in the last Annual Report, in order to meet the long term and short term working capital requirements, the Company has issued and allotted 20,00,000 equity shares of Rs. 10/- each at a price of Rs. 10/- each as per Regulation 76 of SEBI (ICDR) Regulations to the promoters as under on preferential basis after obtaining the exemption from Takeover Panel for relaxation of the provisions of Regulation 11 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The Company has obtained the Listing approval and Trading approval from Bombay Stock Exchange Limited and Madras Stock Exchange Limited where the shares of the Company are listed for the preferential issue.

- 7,62,979 Nos. of equity shares of Rs. 10/- each allotted against conversion of unsecured loan of Rs.76,29,789/- brought in by Dr Mohan Swami as per the approval obtained from the Reserve Bank of India vide communication bearing Ref No. FE.CO.FID/22458/10.01.001/2008-09 dated 8th March 2010;
- 12,37,021 Nos. of equity shares of Rs. 10/- each to M/s. Chase Perdana Sdn. Bhd as per the approval obtained from the Reserve Bank of India vide communication bearing Ref No.FE.CO.FID/22458/10.01.001/2008-09 dated 8th March 2010;

The Board of Directors are grateful to Dr Mohan Swami and Chase Perdana Sdn Bhd for their invaluable support and timely assistance to tide over the financial crisis and meet the long term and short term working capital requirements.

04. Deployment of proceeds of preferential issue :-

The Company has kept the funds received from the promoters through preferential issue in fixed deposit with the IDBI Bank Limited and would be deployed solely for long term and short term working capital requirements.

05. Opportunities, challenges, risks and concerns

The Company is in the process of identifying core team to execute the business segments.

Cut throat competition coupled with higher costs in the inputs coupled with high inflationary levels are thrown open to the industry.

However, with the reputation enjoyed and wide experience of the promoters, the Company will be in a position to convert the challenges into opportunities.

Unfavourable factors such as policies of the Government and other external factors can affect the productivity of the Company.

06. Fixed Deposits

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

07. Industrial Relations

The industrial relations of the Company have been cordial.

08. Particulars of Employees

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

09. Retirement of Directors by rotation

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Dr Mohan Swami, Director is liable to retire by rotation and being eligible, he offers himself for re-appointment.

10. Directors Responsibility Statement

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

- a) That in the preparation of accounts for the accounting period ended 31st March 2011, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year and the Loss of the Company for the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the accounts for the year ended 31st March 2011 on a 'going concern' basis.

11. Corporate Governance

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

12. Auditors

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

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

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