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 28th day of October, 2016, on Friday, 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:

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 30th 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-imbursement 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 FUTHER 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: Chenna
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 ENTITLTED 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 fieldExpertise 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 28th 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 31st March, 2016 together with the Notice, Proxy Form and Attendance slip is being sent though 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 20th 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.eotingindia.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*	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 you 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 25th.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.

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 23rd September, 2011 to 22nd 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