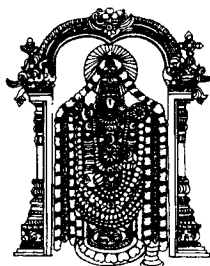


TENTH ANNUAL REPORT

2004-2005



NARENDRA PROPERTIES LIMITED

2A, 3rd Floor, Wellington Estate
53 (Old No.24), Ethiraj Salai, Chennai - 600 105.

COMMERCIAL COMPLEX



111, Lattice Bridge Road, Adyar, Chennai - 600 041.

NARENDRA PROPERTIES LIMITED



BOARD OF DIRECTORS :

SRI S. RAMALINGAM
Chairman

SRI NARENDRA C. MAHER
Managing Director

SRI MAHENDRA K. MAHER

SRI JOHN K. JOHN

SRI R. SUBRAHMANIAN

SRI CHIRAG N. MAHER
Director - Operations

SRI NARENDRA SAKARIYA

SMT. MEENA SAKARIYA

SRI CHANDRAKANT UDANI

AUDITORS :

SANJAY BHANDARI & CO.
Chartered Accountants
824, Poonamallee High Road
Chennai - 600 010.

BANKERS :

UNION BANK OF INDIA
Broadway, Chennai - 600 108.

TAMILNAD MERCANTILE BANK LTD.
Chennai - 600 001.

BANK OF BARODA
Egmore, Chennai - 600 008.

REGISTERED OFFICE :

2A, 3rd Floor, Wellington Estate
53 (Old No.24), Ethiraj Salai
Chennai - 600 105.

*(Members are requested to bring their copies of the Annual Report to the meeting)
(No gifts or compliments will be given to the members attending the meeting)*



NARENDRA PROPERTIES LIMITED

NOTICE

To: The Shareholders,

NOTICE is hereby given that the Tenth Annual General Meeting of the Company will be held at No.111, Lattice Bridge Road, Chennai - 600 041 at 9.00 AM on Wednesday, the 28th September 2005 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March 2005 and the Profit and Loss Account for the year ended 31st March 2005 along with the Directors' and Auditors' reports thereon
2. To appoint a Director in the place of the Director, Mr. John K. John, who retires by rotation and being eligible, is offering himself for reappointment.
3. To appoint a Director in the place of the Director, Mr. R. Subrahmanian, who retires by rotation and being eligible, is offering himself for reappointment.
4. To appoint an auditor in the place of the retiring Auditors, M/s. Sanjay Bhandari & Co., Chartered Accountants, Chennai, who being eligible, are offering themselves for reappointment and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Narendra Sakariya be and is hereby appointed as a Director on the Board of the Company, under Section 255 of the Companies Act, 1956, liable for retirement by rotation."

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mrs. Meena Sakariya be and is hereby appointed as a Director on the Board of the Company, under Section 255 of the Companies Act, 1956, liable for retirement by rotation."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Chandrakant Udani be and is hereby appointed as a Director on the Board of the Company, under Section 255 of the Companies Act, 1956, liable for retirement by rotation."

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Sections 269, 198, 309, Schedule XIII and other applicable provisions of the Companies Act, 1956, Mr. NARENDRA C. MAHER be and is hereby reappointed as the MANAGING DIRECTOR of the Company on a whole-time basis for a period of five years with effect from 16th August, 2005.

NARENDRA PROPERTIES LIMITED



"RESOLVED FURTHER THAT Mr. NARENDRA C. MAHER, MANAGING DIRECTOR, shall be paid the following remuneration:

SALARY

Mr. Narendra C. Maher, Managing Director, be paid a salary of Rs 30,000/- (Rupees thirty thousand only) per month in the time scale of Rs 30000-3000-45000.

PERQUISITES

Mr. Narendra C. Maher, Managing Director, shall also be entitled to the following perquisites.

CATEGORY A

i) HOUSING

Mr. Narendra C. Maher shall be entitled for a free furnished accommodation in which case the expenditure incurred by the Company on hiring furnished accommodation shall be subject to a ceiling of sixty percent of the salary over and above ten percent payable by him.

In case the accommodation is owned by the Company, ten percent of his salary shall be deducted by the Company.

In case no accommodation is provided to him by the Company, he shall be entitled to house rent allowance subject to a ceiling of 60% of the salary, over and above 10% payable by him.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax rules, 1962 which shall however be subject to a ceiling of ten percent of his salary.

ii) MEDICAL REIMBURSEMENT

He shall be entitled for reimbursement of medical expenses incurred by him and his family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

iii) LEAVE TRAVEL CONCESSION

He and his family shall be entitled for Leave Travel Concession for travel to any place within India or outside India at his option once in a year incurred in accordance with any rules specified by the Company.

iv) CLUB FEES

He shall be entitled for payment of fees of clubs subject to a maximum of two clubs which shall not include admission and life membership fees.

v) PERSONAL ACCIDENT INSURANCE

He shall be entitled for payment of premium on Personal Accident Insurance for an amount not exceeding Rs.4000/- per annum.



NARENDRA PROPERTIES LIMITED

CATEGORY B

Mr. Narendra C. Maher, Managing Director, shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified in Paragraph 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956, in the event of absence or inadequacy of profits.

- a. Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.

CATEGORY C

He shall be entitled for provision of a car with a driver for use on Company's business and telephone at residence. However, personal long distance calls on telephone and use of car for private purposes shall be billed by the Company.

"RESOLVED FURTHER THAT if in any financial year during the currency of the tenure of Mr. Narendra C. Maher as the Managing Director of the Company, the Company has not made any profits or its profits are inadequate, the Company shall pay to him the remuneration comprising of Salary and Perquisites as detailed above subject to the overall limit laid down under Section II of Part II of Schedule XIII to the Companies Act, 1956.

"RESOLVED FURTHER to note that the appointment of Mr. Narendra C. Maher, as Managing Director, and the remuneration payable to him are in accordance with Schedule XIII to the Companies Act, 1956 and as such, the Company need not have to seek the approval of the Central Government."

By order of the Board
for NARENDRA PROPERTIES LIMITED

Place : Chennai
Dated : 29.06.2005

NARENDRA C. MAHER
Managing Director

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and such proxy need not be a member of the Company.
2. The instrument appointing a proxy duly stamped and executed for use at the meeting must be lodged at the registered office of the Company not less than 48 hours before the time fixed for the meeting.
3. An Explanatory Statement that is required to be annexed pursuant to the requirements of Section 173(2) of the Companies Act, 1956, in respect of the special business proposed in the Notice is enclosed.
4. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days in advance of the meeting so as to enable the management to keep the information ready.

NARENDRA PROPERTIES LIMITED



5. Members are requested to notify any change in the address to the Company.
6. Members are requested to bring their copies of the Annual Report with them to the meeting.
7. The register of members and share transfer books shall remain closed from 20th September 2005 to 28th September 2005 (both days inclusive).

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 10TH ANNUAL GENERAL MEETING PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Items 2 & 3

The particulars required to be furnished under Clause 49 of the Listing Agreement relating to Directors seeking re-election is provided below:

Name of the Director	Mr. John K. John	Mr. R. Subrahmanian
Qualification	B.E. Electrical	B. Com., CAIIB, AIB (London)
Age & Date of Birth	51 years 23.09.1954	72 years 19.05.1933
Nature of Expertise in Specific Functional Areas	He has around 30 years of experience in areas spanning manufacturing, marketing and finance. More particularly, he has wide experience in manufacturing, marketing and servicing of elevators.	He has retired as DGM from Bank of Baroda. He has diverse experience in areas of Banking & Finance.
Names of other Companies in which they are Directors	Johnson Lifts Pvt. Ltd.	—
Names of other Companies in which they are Members of Committees of the Board	—	—
Number of Shares held in the Company	1000	2600


NARENDRA PROPERTIES LIMITED
Items 5, 6 & 7

The Board of Directors has appointed Mr. Narendra Sakariya, Mrs. Meena Sakariya and Mr. Chandrakant Udani as Additional Directors on the Board of the Company in order to broaden the Board. As Additional Directors, they shall be holding office only upto the ensuing Annual General Meeting. The Company has received a Notice from a shareholder proposing the appointment of these persons as Directors on the Board u/s 255 of the Companies Act, 1956, liable for retirement by rotation.

The particulars required to be furnished under Clause 49 of the Listing Agreement relating to Directors seeking appointment is provided below:

Name of the Director	Mr. Narendra Sakariya	Mrs. Meena Sakariya	Mr. Chandrakant Udani
Qualification	B. Com.	B. A.	B. Sc.
Age & Date of Birth	42 years 06.06.1963	41 years 04.05.1964	52 years 13.04.1953
Nature of Expertise in Specific Functional Areas	He is having experience spanning about 20 years in the field of manufacturing and trading of metals, and in the area of finance.	She is having experience spanning about 20 years in the field of manufacturing and trading of metals, and in the area of finance.	He has extensive experience of about 30 years in administration, trading and marketing of various building materials.
Names of other Companies in which they are Directors	Mahalaxmi Seamless Ltd. – Jt. Managing Director Sakariya Finance Pvt. Ltd. – Director	Sakariya Finance Pvt. Ltd. – Director	---
Names of other Companies in which they are Members of Committees of the Board	—	—	—
Number of Shares held in the Company	344100	149300	---

NARENDRA PROPERTIES LIMITED**Item 8**

Mr. Narendra C. Maher was appointed as the Managing Director for a period of five years effective from 16th August 2000 by the shareholders of the Company. His tenure of appointment as the Managing Director of the Company ceases on 15th August 2005.

The Board of Directors of your Company has reappointed Mr. Narendra C. Maher as the Managing Director of the Company for a further period of five years with effect from 16th August 2005 at a remuneration as set out in the resolution. As required u/s 269 of the Companies Act, 1956, the appointment and remuneration payable to Mr. Narendra C. Maher is subject to the approval of the shareholders at their general meeting.

Mr. Narendra C. Maher, B. Com., is aged about 64 years. He is the Promoter Director of your Company. He has pioneering experience in the field of building construction and property development.

The Board commends the acceptance of the resolution. Mr. Narendra C. Maher and Mr. Chirag N. Maher are deemed to be interested in the resolution.

By order of the Board
for NARENDRA PROPERTIES LIMITED

Place : Chennai
Dated : 29.06.2005

NARENDRA C. MAHER
Managing Director

**NARENDRA PROPERTIES LIMITED*****DIRECTORS' REPORT***

Dear Shareholder,

Your Directors have pleasure in submitting the Tenth Annual Report of your Company together with the Audited Accounts for the year ended 31st March 2005.

FINANCIAL RESULTS

The Audited Results for the year ended 31st March 2005 are given below.

	Year ended 31.3.2005 (Rs.)	Year ended 31.3.2004 (Rs.)
1. Contract receipts	—	1,48,284
2. Sales	9,13,78,696	11,13,42,670
3.1. Income from operations	55,40,562	6,72,706
3.2. Other income	40,00,000	2,100
Total	10,09,19,258	11,21,65,760
4. Total expenditure	6,52,20,859	8,70,79,867
5. Interest & finance expenses	3,64,793	9,78,783
6. Depreciation	1,19,804	1,07,159
7. Preliminary/Share issue expenses written off	90,408	1,79,591
8. Profit before tax	3,51,23,394	2,38,20,360
9. Provision for tax	27,54,115	16,50,000
10. Deferred tax (Asset)	(29,534)	57,578
11. Net profit(+)/loss(-)	3,23,98,813	2,22,27,938

DIVIDEND

Your Company is in the business of construction and property development wherein the initial capital requirement for investment in land is substantial. In order to conserve the resources of the Company for meeting the capital requirements for further projects, your Board of Directors do not recommend payment of any dividend for the year ended 31st March 2005.

MANAGEMENT DISCUSSION AND ANALYSIS**A. Industry Structure and Developments**

Your Company is in the business of construction of buildings for residential and commercial purposes. Your Company undertakes construction projects mainly in Chennai city. The prospects for residential flats has improved considerably in the Chennai city.