

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
SRI NISHANK SAKARIYA
SRI CHANDRAKANT UDANI

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

BANKERS : TAMILNAD MERCANTILE BANK LTD.
Chennai - 600 001.
BANK OF BARODA
Egmore, Chennai - 600 008.
HDFC Bank Limited
Anna Salai, Chennai - 600 002.

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)

NOTICE

The Shareholders,

NOTICE is hereby given that the 18TH Annual General Meeting of the Company will be held at 2A, 3rd Floor, Wellington Estate, No. 53 (Old No. 24), Ethiraj Salai, Chennai – 600 105 at 9.00 AM on THURSDAY, the 22ND AUGUST 2013 to transact the following business.

ORDINARY BUSINESS :

01. To receive, consider and adopt the Balance Sheet as on 31st March 2013, the Profit and Loss Account for the year ended 31st March 2013 and the Cash Flow Statement for the year ended 31st March 2013 along with the Directors' and Auditors report thereon.
02. To appoint a Director in the place of the Director Mr S RAMALINGAM, who retires by rotation and being eligible is offering himself for reappointment.
03. To appoint a Director in the place of the Director Mr R SUBRAHMANYAN, who retires by rotation and being eligible is offering himself for reappointment.
04. To appoint a Director in the place of the Director Mr NARENDRA SAKARIYA, who retires by rotation and being eligible is offering himself for reappointment.
05. 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:

06. 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, and pursuant to the recommendation made by the Remuneration Committee, Mr Chirag N Maher be and is hereby re-appointed as DIRECTOR – OPERATIONS of the Company on a wholetime basis for a period of five years from 1st August 2013 to 31st July 2018."

"RESOLVED FURTHER THAT Mr Chirag N Maher, Director – Operations, will be paid a remuneration of Rs 50,000 (Rupees Fifty thousand only) per month in the scale of Rs 50,000 – Rs 75,000 with periodical increments, as may be sanctioned by the Board pursuant to recommendation made by the Remuneration Committee, comprising of salary, allowances and perquisites, incentives and bonus as may be approved by the Board such that the total remuneration are within the limits prescribed under section 269 read along with Schedule XIII to the Companies Act, 1956, or any modification or amendment thereto."

"RESOLVED FURTHER THAT in the year in which the profits of the company are in-adequate, the remuneration paid to Mr Chirag N Maher, Director – Operations, shall not exceed the limits specified under Schedule XIII to the Companies Act, 1956."

Place : Chennai
Dated : 30.05.2013

By order of the Board
for NARENDRA PROPERTIES LIMITED
NARENDRA C. MAHER
Managing Director

NOTES :

01. 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.
02. 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.
03. 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.

04. 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.
05. Members are requested to bring their copies of the Annual Report with them to the meeting.
06. The Register of members and Share Transfer books shall remain closed from FRIDAY, the 16TH AUGUST 2013, to THURSDAY, the 22ND AUGUST 2013 (both days inclusive) for the purpose of the 18th AGM.
07. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Transfer Agents M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai-600002. Shareholders holding shares in electronic form must send the advice about change in address to their respective Depository Participants and not to the Company.
08. The particulars required to be furnished under Clause 49 of the Listing Agreement relating to Directors retiring by rotation and seeking re-election is provided below:

Name of the Director	Mr S Ramalingam	Mr R Subrahmanian	Mr Narendra Sakariya
Qualification	B.E. (Electrical)	B.Com., CAIIB., AIB (London)	B.Com.
Age & Date of Birth	76 years 25.02.1937	79 years 19.05.1933	49 years 06.06.1963
Nature of expertise in specific functional areas	He was formerly the Chairman & Managing Director of Madras Refineries Limited and former Chairman of Indian Additives Limited, National Aromatics and Petrochemicals Corpn. Ltd. He has multi-disciplinary experience in petroleum and refining, mining, fertilizer, chemical and power industries.	He has retired as DGM from Bank of Baroda. He has diverse experience in areas of banking and finance.	He has experience spanning about 23 years in the field of manufacturing and trading of metals and in the area of finance
Names of other companies in which they are Directors	Praddin Energy Private Limited - Director	Nil	Megh Sakariya International Private Limited - Director Megh Promoters Private Limited - Director Mohindra Finvest Private Limited - Director
Names of other Companies in which they are Members of Committees of the Board	Nil	Nil	Nil
Number of shares held in the Company	500	100	960000

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 18TH ANNUAL GENERAL MEETING PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM 6:

Mr Chirag N Maher was appointed as Director – Operations for a period of five years from 1st August 2008 by the members at their 13th AGM held on 26th September 2008. His tenure of appointment as Director – Operations ceases on 31st July 2013.

The Board of Directors of your Company have re-appointed Mr Chirag N Maher as Director – Operations of the Company on a wholetime basis for a further period of five years from 1st August 2013 to 31st July 2018 at a remuneration as set out in the resolution which was recommended by the Remuneration Committee after reviewing and considering the performance of Mr Chirag N Maher as Director – Operations. The appointment of Mr Chirag N Maher as the Director – Operations on a wholetime basis and the remuneration payable to him requires further approval by the shareholders in terms of the requirements of section 269 read along with Schedule XIII to the Companies Act, 1956.

Mr Chirag N Maher, B.Com., is aged about 40 years. He is associated with the Company right from the inception. He has around 20 years of experience in the field of construction of multi storeyed apartments and buildings. Mr Chirag N Maher is not a Director on the Board of any other public limited companies.

The Board commends the resolution for acceptance. None of the Directors other than Mr Chirag N Maher and Mr Narendra C Maher, being related to Mr Chirag N Maher, are deemed to be in any way interested or concerned in the resolution.

This may also be treated as an abstract of the terms of the contract to be furnished to the members in terms of the requirements of section 302(1) of the Companies Act, 1956.

By order of the Board
for NARENDRA PROPERTIES LIMITED

NARENDRA C. MAHER
Managing Director

Place : Chennai
Dated : 30.05.2013

DIRECTORS' REPORT

Dear Shareholder,

Your Directors have pleasure in submitting the 18th Annual Report of your Company together with the Audited Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS

The Audited Results for the year ended 31st March 2013 are given below :

S.No.	Details	Year ended 31.03.2013 (Rs.)	Year ended 31.03.2012 (Rs.)
1	Contract receipts	—	—
2	Sales	Nil	41700
3	Other income	19064360	23749373
	Total	19064360	23791073
4	Total expenditure	7916042	5946796
5	Interest & finance expenses	1046	330
6	Depreciation	355420	330906
7	Profit before tax	10791852	17513042
8	Provision for tax		
	- Current year	(3177291)	(4699313)
	- Deferred Tax (Asset)	17509	4588
9	Prior year depreciation adj.	5886	3050
10	Profit after tax	7637956	12821367
11	Add: Surplus from previous year	181224104	168402737
12	Amount available for appropriations	188862060	181224104
13	Transfer to General Reserve	Nil	Nil
14	Proposed Dividend & Dividend Tax	Nil	Nil
		188862060	181224104

DIVIDEND

In order to conserve resources for use for acquisition of land and for working capital, your Directors are not recommending any dividend for the year ended 31st March 2013 (previous year dividend paid is nil)

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

Your Company is a building construction company. It purchases and develops large tracts of land into residential houses, complexes and flats. It also undertakes construction of commercial complexes on a selective basis. The operations of the Company are presently confined to localities in and around Chennai and its suburbs.

B. Performance

Your Company reported a total income of Rs 190.64 lakhs during the year ended 31st March 2013 as against Rs 237.91 lakhs during the previous year. The profit after tax was Rs 76.38 lakhs for the year ended 31.3.2013 as against Rs 128.21 lakhs achieved during the previous year.

Your Company has not executed any development projects during the year since approval is awaited for the projects under consideration. Substantial part of total income has been earned towards interest and dividend from mutual fund units invested out of the surplus funds available with the Company pending deployment in its operations. In the absence of buoyant market condition, your Company is exercising abundant caution in launching development projects or investing in land for future launch of development projects.

C. Segmentwise Performance

Your Company undertakes construction projects at Chennai and its suburb. The activities of your Company falls under single segment namely Construction of Buildings (Residential & Commercial).

Your Company has entered into firm commitment for developing, two prime properties in the Central Business District of Chennai city and another property in the suburb of Chennai which your Company will be developing for construction of around 120,000 sq.ft. of commercial and / or residential space.

D. Concerns

The price of land within the city limits has escalated substantially posing a serious challenge for viable project development. Also, availability of land at the optimum price which the market can absorb is becoming scarce. In order to address these concerns, your Company has adopted the conscious policy of developing residential projects at suburbs close to the IT Corridor to the south of Chennai. The sluggish growth of the economy has also considerably affected the purchasing power and the aggregate demand for the residential flats in the city and its suburbs.

E. Outlook

The demand for housing being the basic necessity is still there in substantial quantum. However, the builders are unable to fully meet this demand due to prevalence of high price at which the end product could be marketed due to persistent high price of land and building materials. The Chennai city and its suburbs are steadily expanding and developing due to industrial activities and proliferation of information technology hub. In view of the large extent of unmet demand for residential units amongst the large section of working class population, the demand for residential units is bound to be always there. Your Company is conscious of this and it has devised plans to capitalize on the situation by constantly striving to balance its operations and costs so that it could offer its products at a competitive price affordable to the buyers.

F. Internal Control Systems

Your company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from un-authorised use or disposition.

G. Human resources and industrial relations

Your company has well qualified and experienced technical, financial and administrative staff to cater to its business requirements. The relations with the employees of the company remained cordial throughout the year.

None of the employees are in receipt of remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956.

CORPORATE GOVERNANCE

Your Company has materially complied with the requirements of Corporate Governance Code as prescribed under the revised Clause 49 of the Listing Agreement. A report on Corporate Governance is annexed and it forms part of this report.

DIRECTORS

The Directors Mr S Ramalingam, Mr R Subrahmanian and Mr Narendra Sakariya will be retiring by rotation at the ensuing Annual General Meeting and they being eligible are offering themselves for reappointment.

AUDITORS

M/s Sanjay Bhandari & Co, Chartered Accountants, Chennai will be retiring at the ensuing Annual General Meeting and, being eligible, are offering themselves for reappointment.

CONSERVATION OF ENERGY, ETC

As the Company is basically a construction company, the Provisions of Sec. 217 (1) (e) of the Companies Act, 1956 so far as the information relating to conservation of energy and technology absorption is not applicable to the Company. The Company has not earned any revenue in foreign exchange and it has also not incurred any expenditure in foreign currency.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors' state that :

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 financial year and the profit and loss account of the company for that period.

- (iii) the directors had 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.
- (iv) the directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the various Governmental authorities, the Company's Bankers Bank of Baroda, HDFC Bank Limited, Tamilnad Mercantile Bank Limited and all the customers, suppliers and contractors who have supported the efforts of the Company at every critical stage.

Your Directors also wish to place on record the dedicated services rendered by the employees of the Company at all levels.

By order of the Board
for and on behalf of the Board of Directors

S. RAMALINGAM
Chairman

Place : Chennai
Dated : 30th May 2013

CERTIFICATE***TO THE MEMBERS OF NARENDRA PROPERTIES LIMITED,***

We have examined the compliance of conditions of Corporate Governance by M/s. Narendra Properties Limited, for the year ended March 31st, 2013, as stipulated in clause 49 of the Listing Agreement entered into by the Company with stock exchanges.

The compliance of Corporate Governance is the responsibility of the management. Our responsibility was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

for **SANJAY BHANDARI & CO.,**
Chartered Accountants
FRN: 003568S

Place : Chennai
Dated : 30th May 2013

SANJAY BHANDARI
Partner, Membership No.200/28112

A REPORT ON CORPORATE GOVERNANCE
(As required under Clause 49 of the Listing Agreement)**I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The company is in the business of building construction for residential/commercial purposes. As a public listed company in India, it scrupulously adheres to the requirements of the listing agreements executed with the Stock Exchanges. The Company has complied, in all material respects, with the requirements of Corporate Governance as specified in the listing agreement.

II. BOARD OF DIRECTORS

- i. The Company has a Non-Executive Chairman. The Company's Board comprises nine Directors of whom four are Independent Directors (44%) and five are Non-Independent Directors (56%). The number of Non-Executive Directors is seven (78%). The composition of the Board is in conformity with Clause 49 of the Listing Agreement.
- ii. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49, across all the Companies in which he/she is a Director. Necessary disclosures regarding Directorship / Committee positions held by the Directors in other public companies as at 31st March 2013 have been made by the Directors.

- iii. The names and categories of Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below.

S. No.	Name of the Director	Promoter/ Non-promoter	Relationship with other Directors	Executive/ Non-executive/ Independent	No. of Board Meetings attended	Last AGM attended (Yes/No)	No. of outside Director-ship(s) held	Member of Committees
1.	Mr S Ramalingam	Non-Promoter	Not related	Non-executive/ Independent	3	Yes	1	Nil
2.	Mr Narendra C Maher	Promoter	Related to Mr Chirag N Maher as his Father	Executive/ Non-Independent	5	Yes	2	Nil
3.	Mr Mahendra K Maher	Promoter	Not related	Non-executive/ Non-Independent	5	Yes	2	Nil
4.	Mr John K John	Non-promoter	Not related	Non-executive/ Independent	4	Yes	1	Nil
5.	Mr R Subrahmanian	Non-Promoter	Not related	Non-executive/ Independent	5	Yes	Nil	Nil
6.	Mr Chirag N Maher	Promoter	Related to Mr Narendra C Maher as his Son	Executive/ Non-Independent	5	Yes	Nil	Nil
7.	Mr Narendra Sakariya	Promoter	Related to Mr Nishank Sakariya as his Father	Non-executive/ Non-Independent	5	Yes	3	Nil
8.	Mr Chandrakant Udani	Non-promoter	Not related	Non-executive/ Independent	5	Yes	Nil	Nil
9.	Mr Nishank Sakariya	Promoter	Related to Mr Narendra Sakariya as his Son.	Non-executive/ Non-Independent	4	Yes	3	Nil

- iv. During the year ended 31st March 2013, 5 (Five) Board Meetings were held on 31st May 2012, 14th August 2012, 9th November 2012, 2nd January 2013, and 13th February 2013.