



EPSOM PROPERTIES LIMITED

**Annual Report
2018 - 2019**

**Regency House,
2A, Second Floor, 250/7, Anna Salai,
Teynampet, Chennai - 600 006**

EPSOM PROPERTIES LIMITED		
ANNUAL REPORT 2018 - 2019		
Board of Directors	<p>Dr Mohan Swami</p> <p>Dr C Sivakumar Reddy</p> <p>Mrs Gomathi A Vaidyanathan</p> <p>Mr K Bhakthavatsala Reddy</p> <p>Ms Yogeshwary</p> <p>Mr. Ravi Kumar Neeladri</p>	<p>Promoter Non Executive Chairman</p> <p>Managing Director</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p>
Auditors	<p>Messrs S. Vishnu & Co.</p> <p>Chartered Accountants</p> <p>No.16/23, Shenoy Road</p> <p>Nungambakkam, Chennai - 600 034</p>	
Secretarial Auditor	<p>Mr. Vishwanath Shivaprakash</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'</p> <p>No.1, Club House Road, 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</p> <p>2A, Second Floor,</p> <p>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>	

EPSOM PROPERTIES LIMITED

CIN L24231TN1987PLC014084

NOTICE CONVENING THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Shareholders of the Company will be held on 22nd July, 2019, on Monday, at 11.30 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 as at 31st March, 2019, 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 appoint Statutory Auditors 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 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), and pursuant to the recommendations of the Audit Committee and the Board of the Directors, the Company hereby appoints Messrs A. John Moris & Co., Chartered Accountants, having ICAI Firm Registration No. 007220S, as Statutory Auditors of the Company for a period of 5 years from the conclusion of this Annual General Meeting until the conclusion of 37th Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to applicable taxes and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS :

4. To re-appoint Dr. C Sivakumar Reddy (DIN: 00809776) 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 23.09.2019 to 22.09.2022 without any remuneration.

RESOLVED FUTURE 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.”

5. To re-appoint Ms. Yogeshwary (DIN: 06629965) as an Independent Director:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV 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. Yogeshwary (DIN: 06629965), Director of the Company be and is hereby re-appointed as an Independent Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th May, 2019 for consideration by the Members and who has submitted a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, to hold office for a further term of five consecutive years, with effect from July 26, 2019, and whose office shall not be liable to retire by rotation.”

6. To re-appoint Ms. Gomathi Vaidyanathan (DIN: 01305781) as an Independent Director:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV 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. Gomathi Vaidyanathan (DIN: 01305781), Director of the Company be and is hereby re-appointed as an Independent Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th May, 2019 for consideration by the Members and who has submitted a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, to hold office for a further term of five consecutive years, with effect from July 26, 2019, and whose office shall not be liable to retire by rotation.”

7. To re-appoint Mr. Kandala Reddy Bhakthavatsala (DIN: 00697854) as an Independent Director:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV 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, Mr. Kandala Reddy Bhakthavatsala (DIN: 00697854), Director of the Company be and is hereby re-appointed as an Independent Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors at their Meetings held on 30th May, 2019 for consideration by the Members and who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, to hold office for a further term of five consecutive years, with effect from July 26, 2019, and whose office shall not be liable to retire by rotation.”

8. Increase in Borrowings:

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 or any amendment or modifications thereof read with the Companies (Meetings of Board

and its Powers) Rules, 2014, approval be and is hereby accorded to borrow and raise such sum or sums of money from time to time as may be required for the purposes of business of the Company, not exceeding Rs. 10 Crores (Rupees Ten Crores only) borrowings in excess of aggregate of its paid-up share capital and free reserves of the Company, apart from temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above resolution.”

9. Powers to hypothecate etc.

To consider, and to pass, if thought fit, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, approval be and is hereby accorded to the Board of Directors of the Company to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company wheresoever situate, present and future, and the whole or part of the undertaking of the Company to, or in favour of the lender to secure the said borrowings upto an amount in the aggregate not exceeding Rs. 10 Crores (Rupees Ten Crores only) together with interest, such other finance charges and all other moneys payable by the Company to the lenders as per the agreements entered into, by the Company with the respective lender.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above resolution.”

By order of the Board of Directors
For EPSOM Properties Limited

Place: Chennai
Date: 30.05.2019

Dr. C Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500 028]

NOTES:**1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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.**

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 16th July, 2019 to 22nd July, 2019 (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 Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
- 7 Annual Report for the financial year 2018-19 along with Notice of the 32nd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form will be sent through electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
- 8 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.
- 9 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.

- 10 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:

Name of the Director	Dr. Mohan Swami
Director Identification Number	00624075
Date of Birth	29.09.1951
Date of Appointment	24.12.2001
Qualification	M.B.B.S, DTM & H
Nature of expertise in specific	Executive functions in Public Listed functional areas Companies in Malaysia since 1994 dealing with Construction, Development and Manufacturing and educational field. Expertise in Corporate takeover and restructuring of Companies.
Directorships held in other Companies (excluding foreign companies)	NIL
Membership/Chairmanships of Committees of other public companies (included only Audit and Stakeholder/ Investors Grievance Committee)	NIL
No. of Board Meetings attended during the year	2
No. of Shares held in the Company	29,52,879
Inter-se relationship between Directors	NA

By order of the Board of Directors
For EPSOM Properties Limited

Place: Chennai
Date: 30.05.2019

Dr. C Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500 028]

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 Thirty Second Annual General Meeting of the Company to be held on 22nd July, 2019. 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, 2019 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 19th July, 2019 at 9.00 a.m. and ends on 21st July, 2019 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 15th July, 2019 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.evotingindia.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 : RAMESH 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 your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your 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 19th July, 2019 at 9.00 a.m. and ends on 21st July, 2019 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 15th July, 2019 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. Vijaykrishna K T, Practising Company Secretary (Membership No. FCS 1788 & CP 980) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results declared along with the Scrutinizer’s Report will be communicated to BSE Limited.
- c) The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on 15th July, 2019.
- d) 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.

By order of the Board of Directors
For EPSOM Properties Limited

Place: Chennai
Date: 30.05.2019

Dr. C Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500 028]

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO. 3:**

This Explanatory Statement is being provided as required under Regulation 36 of SEBI (LODR) Regulations, 2015.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs S. Vishnu & Co, Chartered Accountants, Chartered Accountants (ICAI Firm Registration Number 005179S), the present Auditors of the Company would be completing their term as Auditors. They hold office upto the conclusion of 32nd Annual General Meeting (AGM) of the Company. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on 30th May, 2019 has proposed the appointment of Messrs A. John Moris & Co., Chartered Accountants, having ICAI Firm Registration No. 007220 S as Statutory Auditors, in place of retiring auditors Messrs S. Vishnu & Co, Chartered Accountants. The term of the office of Messrs A. John Moris & Co, Chartered Accountants will be for 5 (five) years from the conclusion of this AGM until the conclusion of the 37th AGM, at a proposed remuneration of Rs.55,000/- for 2019-20 in addition to out of pocket expenses as may be incurred by them during the course of the audit. Further, the Shareholders may note that there is no material change in the fees payable to Messrs A. John Moris & Co., from that paid to the outgoing auditor.

Messrs A. John Moris & Co., Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for your approval.

ITEM NO. 4:

Dr. C Sivakumar Reddy was appointed as Managing Director of the Company for a period of 3 years from 23rd September, 2016 to 22nd September, 2019 without any remuneration. He has been shouldering onerous responsibilities and has been associated with the Company for last 13 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.

A brief profile along with other details of Dr. C Sivakumar Reddy is as follows:

Name of the Director	Dr. C Sivakumar Reddy
Director Identification Number	00809776
Date of Appointment	17.06.2005
Qualifications	MBBS with Post Graduation in Ophthalmology at Manipal, Mysore University
Nature of expertise in specific functional area	He has wide exposure in mining activities. He has rich experience in acquiring number of Granites, exporting material to various countries like Taiwan, Italy, Germany and mining and trading of Granites; that he is also involved in real estate ventures in and around Bengaluru.
Number of shares held in the Company	Nil
Directorships and Committee memberships in other Companies	Nil

ITEM NO. 5:

Ms. Yogeshwary (DIN: 06629965) was appointed as an Independent Director in line with the provisions of the Companies Act, 2013 for a period of five year with effect from 26th July, 2014. As per Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of maximum 5 years on passing Special Resolution in General Meeting and disclosure of such reappointment in the Board's Report. Also, Schedule IV of the Act *inter alia* provides for carrying out of performance evaluation by the Board before extending the term of the Independent Director.

The Board of Directors at its Meeting held on 30th May, 2019 has reappointed Ms. Yogeshwary as an Independent Director with effect from 26th July, 2019 for a period of 5 (five) years, subject to the approval of the Shareholders.

Ms. Yogeshwary has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Yogeshwary as an Independent Director. Brief background of Ms. Yogeshwary is exhibited in this document separately.

Except Ms. Yogeshwary, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

The Board recommends the resolution at Item No. 5 for approval of the members.

A brief profile along with other details of Ms. Yogeshwary is as follows:

Name of the Director	Ms. Yogeshwary
Director Identification Number	06629965
Date of Appointment	31/07/2013
Profile of the Director	Ms. Yogeshwary holds Master Degree in Business Administration. She has wide experience in Business Administration.
Number of shares held in the Company	Nil
Directorships and Committee memberships in other Companies	Nil

ITEM NO. 6:

Ms. Gomathi Vaidyanathan (DIN: 01305781), was appointed as an Independent Director in line with the provisions of the Companies Act, 2013 for a period of five year with effect from 26th July, 2014. As per Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of maximum 5 years on passing Special Resolution in General Meeting and disclosure of such reappointment in the Board's Report. Also, Schedule IV of the Act *inter alia* provides for carrying out of performance evaluation by the Board before extending the term of the Independent Director.

The Board of Directors at its Meeting held on 30th May, 2019 has reappointed Ms. Gomathi Vaidyanathan as an Independent Director with effect from 26th July, 2019 for a period of 5 (five) years, subject to the approval of the Shareholders.

Ms. Gomathi Vaidyanathan has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Gomathi Vaidyanathan as an Independent Director. Brief background of Ms. Gomathi Vaidyanathan is exhibited in this document separately.

Except Ms. Gomathi Vaidyanathan, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

The Board recommends the resolution at Item No. 6 for approval of the members.

A brief profile along with other details of Ms. Gomathi Vaidyanathan is as follows:

Name of the Director	Ms. Gomathi Vaidyanathan
Director Identification Number	01305781
Date of Appointment	20/10/2003
Profile of the Director	Mrs. Gomathi A. Vaidyanathan has done Bachelor Degree in Business Administration from the International Islamic University, Malaysia. She is an Industrialist and has wide experience in Corporate Affairs, Business Development and Product Development areas.
Number of shares held in the Company	Nil
Directorships and Committee memberships in other Companies	Nil

ITEM NO. 7:

Mr. Kandala Reddy Bhakthavatsala, (DIN: 00697854) was appointed as an Independent Director in line with the provisions of the Companies Act, 2013 for a period of five year with effect from 26th July, 2014. As per Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of maximum 5 years on passing Special Resolution in General Meeting and disclosure of such reappointment in the Board's Report. Also, Schedule IV of the Act *inter alia* provides for carrying out of performance evaluation by the Board before extending the term of the Independent Director.

The Board of Directors at its Meeting held on 30th May, 2019 has reappointed Mr. Kandala Reddy Bhakthavatsala as an Independent Director with effect from 26th July, 2019 for a period of 5 (five) years, subject to the approval of the Shareholders.

Mr. Kandala Reddy Bhakthavatsala has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Kandala Reddy Bhakthavatsala as an Independent Director. Brief background of Mr. Kandala Reddy Bhakthavatsala is exhibited in this document separately.

Except Mr. Kandala Reddy Bhakthavatsala, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

The Board recommends the resolution at Item No. 7 for approval of the members.

A brief profile along with other details of Mr. Kandala Reddy Bhakthavatsala is as follows:

Name of the Director	Mr. Kandala Reddy Bhakthavatsala
Director Identification Number	00697854
Date of Appointment	11/04/2006
Profile of the Director	Mr K Bhakthavatsala Reddy has done B.Tech (Civil). He is an Industrialist. He has wide exposure in the business of forming residential layouts and executing civil engineering construction and in the construction of commercial complex under joint venture.
Number of shares held in the Company	59120
Directorships and Committee memberships in other Companies	Nil

ITEM NOS. 8 AND 9:

The Board considered the needs of the Company commensurate with the growth plans and after careful evaluation, it was decided to increase the borrowing powers of the Board of Directors and raise sum or sums of money from time to time as may be required for the purposes of the business of the Company upto Rs. 10 Crores (Rupees Ten Crores only) borrowings notwithstanding the fact that such borrowings including the monies already borrowed will be in excess of the aggregate of the paid-up capital and free reserves of the Company, excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business.

Further, such enhanced borrowing powers will need the Board of Directors to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company.

These require approval of the Shareholders. Hence, the resolutions are brought before you for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolutions.

The Board of Directors recommends these Special Resolutions for your approval.

By order of the Board of Directors
For EPSOM Properties Limited

Place: Chennai
Date: 30.05.2019

Dr. C Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500 028]

BOARD'S REPORT

To the Members

The Board of Directors has pleasure in presenting the 32nd Annual Report and Audited Financial Statements for the year ended 31st March, 2019, together with the Independent Auditors' Report.

FINANCIAL RESULTS

The financial performance of your Company for the year ended 31st March 2019 is summarized below:

Description	For the year ended 31st March 2019 (Rs. in Lakhs)	For the year ended 31st March 2018 (Rs. in Lakhs)
Total Income	0.34	1.31
Total Expenditure	15.08	13.50
Profit/(Loss) before Interest and Depreciation	(14.71)	(12.19)
Interest	-	-
Profit/(Loss) before Depreciation	(14.71)	(12.19)
Depreciation	(0.03)	0.00
Exceptional Items	3.32	-
Profit/(Loss) before Taxation	(11.42)	(12.19)
Provision for Taxation	-	-
Profit/(Loss) after Taxation from ordinary activities	(11.42)	(12.19)
Extraordinary items	-	-
Net Profit/(Loss)	(11.42)	(12.19)

RESULTS OF OPERATIONS

The total income for the financial year ended on 31st March, 2019 stands Rs. 0.34 lakhs as against Rs. 1.32 lakhs for the financial year ended on 31st March, 2018; the total expenditure has marginally increased from Rs.13.50 lakhs for the financial year ended on 31st March, 2018 to Rs.15.08 lakhs for the financial year ended on 31st March, 2019; that the net loss of the Company from ordinary activities has decreased to Rs.11.42 lakhs for the financial year ended on 31st March, 2019 from Rs.12.17 lakhs for the financial year ended on 31st March, 2018.

Despite the best efforts, your Company could not carry on commercial activities during the year and the Directors are exploring various options and are confident that they will be able to find the projects this year.

CORPORATE GOVERNANCE

A separate Report on Corporate Governance in terms of Regulation 34 of the Listing Regulations along with a Certificate from a Chartered Accountant regarding compliance to the Conditions stipulated under Chapter IV of the Listing Regulations is annexed as **Annexure – I**.

SECRETARIAL COMPLIANCE CERTIFICATE

SEBI vide its Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 has mandated all the Listed entities having its Equity Shares Listed on the Stock Exchange(s) to obtain the Annual Secretarial Compliance Report in the prescribed format from a Practising Company Secretary (PCS) from the financial year ended March 31, 2019 onwards and said Annual Secretarial Compliance Report should be submitted to the concerned Stock Exchanges within 60 days of the end of the financial year. The Annual Secretarial Compliance Report obtained from Mr. Vijayakrishna K.T was filed with the Stock Exchange within the prescribed time limit.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

A Certificate of non-disqualification of Directors pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from a Practising Company Secretary forms part of Corporate Governance Report.

DEPLOYMENT OF PROCEEDS OF PREFERENTIAL ISSUE

The Company has kept the funds received from the promoters through preferential issue in fixed deposit with the AXIS Bank Limited and are deployed solely to meet long term and short term working capital requirements.

OPPORTUNITIES, CHALLENGES AND CONCERNS

Your Company did not undertake any Commercial Activities during the year. Opportunities are being looked into for undertaking any commercial activities.

PUBLIC DEPOSITS

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

INDUSTRIAL RELATIONS

The industrial relations of the Company have been cordial.

AMOUNT TRANSFERRED TO RESERVES

During the financial year the Company has not transferred any amount to the Reserves.

CHANGES IN SHARE CAPITAL

There were no changes in the Capital Structure of the Company during the year under report. Capital structure remained as follows:

The Authorized Capital of the Company: Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each.

The Issued, Subscribed and Paid up Capital of the Company: Rs. 7,45,28,000/- (Rupees Seven Crores Forty Five Lakhs and Twenty Eight Thousand only) divided into 74,52,800 (Seventy Four lakhs Fifty Two Thousand Eight Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each.

CHANGE IN THE NATURE OF BUSINESS

There were no changes in the nature of business of the Company during the financial year ended on 31st March, 2019.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There are no material changes after 31st March, 2019 till the signing of this Report.

INFORMATION ON THE FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JVS

The Company does not have any Subsidiaries/Associates/JVs.

DIVIDEND

In view of losses incurred, your Directors do not propose any dividend for the year ended 31st March 2019.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

There are no Directors/Employees who were in receipt of the remuneration as prescribed under Section 197 of the Companies Act 2013 read with Companies (Appointment and Remuneration) of Managerial Personnel Rules, 2014 during the year under review and hence annexure required under the said Section is not attached.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Dr. Mohan Swami (DIN: 00624075) Non Executive Director retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment.

Based on the recommendations of the Nomination and Remuneration Committee, the Board appointed Ms. Priyanka Jangid as Company Secretary and Compliance Officer (KMP) of the Company with effect from 28th December, 2018. However, Ms. Priyanka Jangid was resigned from the Office of Company Secretary with effect from 4th April, 2019 due to personal reasons. New candidate is being identified to fill up the positions.

Further, based on the recommendations of the Nomination and Remuneration Committee, the Board appointed Mr. D. Ravindranath Reddy as Chief Financial Officer of the Company with effect from 28th March, 2019.

Further, based on the recommendations of the Nomination and Remuneration Committee and performance evaluation carried out during February 2019, the Board at its Meeting held on 30th May, 2019 re-appointed Ms. Yogeshwary, Ms. Gomathi Vaidyanathan and Mr. K. Bhakthavatsala

Reddy as Independent Directors of the Company w.e.f. from 26th July, 2019 for second term for a period of five (5) consecutive years. Accordingly, Special Resolutions seeking their re-appointments as Independent Directors of the Company is included in the Notice convening the Annual General Meeting.

Further, on the recommendation of NRC, the Board at its meeting held on 30th May, 2019 subject to the approval of Shareholders at the ensuing Annual General Meeting, reappointed Dr. C. Sivakumar Reddy as the Managing Director for a further period of three (3) years.

NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE

The details of the number of Board and Audit Committee Meetings of the Company are exhibited in the Corporate Governance Report which forms part of this Report.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. (Annexure II).

All the Independent Directors have also confirmed under Regulation 16(b) of SEBI (LODR) Regulations, 2015 that they are not Non-Independent Director of another Company on the Board of which any non-independent Director of the listed entity is an independent Director.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm that:

- a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- b) they have 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 your Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Annual Accounts have been prepared on a 'Going Concern' basis.
- e) proper internal financial control laid down by the Directors have been followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in force and that such systems were adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

Messrs S Vishnu & Co, Chartered Accountants have completed their two terms as Statutory Auditors of the Company and their term ends on this Annual General Meeting.

In terms of the requirement of the Companies Act, 2013, it is proposed to appoint Messrs A.John Moris & Co., Chartered Accountants, Bangalore, having ICAI Firm Registration No. 007220 S, as Statutory Auditors of the Company for a term of five (5) years, to hold office from the conclusion of 32nd Annual General Meeting to be held on 22nd July, 2019 until the conclusion of 37th Annual General Meeting.

Your Company has received written consent and a certificate from Messrs A.John Moris & Co., that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder.

The Audit Committee and the Board of Directors recommend the appointment of Messrs A.John Moris & Co., Chartered Accountants as the Auditors of your Company from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting.

Material Uncertainty Related to Going Concern

We draw attention to Note 'b' of the significant accounting policies regarding preparation of the financial statements, which indicates that the Company incurred a net loss of Rs.11,41,907 during the year ended March 31, 2019 and , as on that date, the Company's 99% of capital has been wiped out by accumulated loss. These events or conditions, along with other matters as set forth in Note 'b', indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Board's Response

Your Company is looking at the various options available to undertake commercial activities in future.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Vishwanath Shivaprakash, Practising Company Secretary, Bangalore to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed as Annexure – III to this Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as Annexure- IV to this Report.

RELATED PARTY TRANSACTIONS

During the financial year 2018-19, your Company has not entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definition Details) Rules, 2014, which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Regulation 23 of Listing Regulations. During the financial year 2018-19, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

LOANS AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- a. ~~Details of investments made by the Company in the Equity Shares as on 31st March, 2019, (including investments made in the previous years)~~

Name of the entity	Amount as at 31 st March, 2019 (in Rs.)
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Munoth Investments Limited	3,34,100
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- b. The Company has neither given any loan nor issued any guarantees in accordance with Section 186 of the Companies Act, 2013 read with the Rules issued there under.

RISK MANAGEMENT

The Company has formulated a Risk Management Policy and a mechanism to apprise the Board about risk assessment and mitigation procedure. It also undertakes periodical review to ensure that Executive Management Controls risks by means of properly designed risk management framework.

There are no risks which in the opinion of the Board threaten the existence of the Company.

VIGIL MECHANISM

Your Company is committed to highest ethical and legal standards. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and as per Regulation 4(2)(d)(iv) of the Listing Regulations.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 on Corporate Social Responsibility are not applicable to the Company.

By order of the Board
For EPSOM PROPERTIES LIMITED

Place: Chennai
Date: 30.05.2019

K. Bhakthavatsala Reddy
Director
DIN : 00697854
[Address: No.3, 2nd Floor,
41st Main, 4th Cross
KAS Officers Colony
BTM 2nd Stage

Dr. C. Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500 028]

ANNEXURE I
REPORT ON CORPORATE GOVERNANCE**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company believes that good Corporate Governance practices should be enshrined in all the activities of the Company which would ensure efficient conduct of the affairs of the Company and help the Company in achieving its goal of maximizing value for all its stakeholders.

Your Company has complied with the Listing Agreement requirements of the Stock Exchange, where its Shares are listed and endeavors to meet necessary listing guidelines. Your Company has complied with all the provisions of Companies Act, SEBI guidelines, regulations and also those of the Stock Exchange guidelines and is committed to good Corporate Governance.

BOARD OF DIRECTORS**Composition**

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013. The Company has a Non-Executive Chairman and an optimum representation of Independent Directors on the Board of Directors of the Company.

The composition of the Board of Directors of the Company as on 31st March 2019 is as follows:

Category	No. of Directors
Non-Executive / Independent Directors	4
Non-Executive / Promoter Directors	1
Executive Director (Managing Director & CEO)	1
Total	6

The Independent Directors have submitted declarations that they meet the criteria of independence as per the provisions of the Companies Act, 2013 and the Listing Regulations; a statement in this regard forms part of the Board's Report. Further, the Independent Directors have confirmed that they do not hold directorships in more than seven listed companies.

The Board of Directors confirms that all the Independent Directors of the Company fulfill the conditions specified under SEBI (LODR) Regulations, 2015 and are Independent of the Management of the Company.

Declaration under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

All the Directors have confirmed that they are neither debarred nor disqualified from being appointed or continuing as Director by Securities and Exchange Board of India / The Ministry of Corporate Affairs or any such statutory authority. The Company has obtained a Certificate to this effect from Mr. Vijayakrishna K.T., Practising Company Secretary, Bangalore as mandated under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The details of nature of Directorships, relationship *inter-se*, number of Directorships and Committee Chairmanships/Memberships held by them in other Public Companies are detailed below. Directorships of Private Limited Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and alternate Directorships have been excluded. For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies have been considered.

None of the Directors is a Director in more than Eight (8) Listed Companies or Ten (10) Public Limited Companies or acts as an Independent Director in more than Seven (7) Listed Companies. Further, none of the Directors of the Company hold memberships in more than 10 (Ten) Committees or act as Chairman of more than 5 (Five) committees across all Companies in which he/she is a Director.

Name of the Director	Nature of Directorship	Relationship with each other	Directorship in other Companies as on 31/03/2019	Committee Memberships in other Companies as on 31/03/2019
Dr Mohan Swami	Non-Executive Chairman/ Promoter	No inter-se relationship with any of the Directors of the Company	-	-
Dr C Sivakumar Reddy	Managing Director & CEO	-do-	-	-
Mrs Gomathi A Vaidyanathan	Non-Executive / Independent	-do-	-	-
Mr K Bhakthavatsala Reddy	Non-Executive/ Independent	-do-	-	-
Ms Yogeswary	Non-Executive /Independent	-do-	-	-
Ms Ravikumar Neeladri**	Non-Executive / Independent	-do-	-	-

Matrix setting out the skills/expertise/competence of the Board of Directors:

The present Board Members have varied experience and possess professional background and experience in General Management of Business, Industry, Real Estate, Education, Medicine, Engineering and Mining Activities.

Following is the gist of skills / expertise / competencies identified by the Board of Directors:

- Knowledge on the Company's businesses, policies, threats and opportunities and knowledge of the industry in which the Company operates.
- Competencies to use their knowledge and professional skills
- Financial, Taxation, Law and Management skills.

Number of Board Meetings

During the financial year ended 31st March 2019, Seven (7) Meetings of the Board of Directors were held and the maximum time gap between 2 (two) meetings did not exceed one hundred and twenty days. The details of the Board Meetings are on 9th April, 2018, 30th May 2018, 23rd July, 2018, 9th November, 2018, 28th December, 2018, 4th February, 2019 and 28th March, 2019.

Details of attendance at Board Meetings and at the AGM held during the year are as follows:

Name of the Director	Board Meetings details		Attendance at Last AGM on 24.8.2018
	Held	Attended	
Dr. C. Sivakumar Reddy	7	5	No
Dr. Mohan Swami	7	2	No
Mrs. Gomathi A Vaidyanathan	7	2	No
Mr. K Bhakthavatsala Reddy	7	5	Yes
Ms. Yogeshwary	7	2	Yes
Mr. Ravi Kumar Neeladri	7	5	No

The Shareholdings of the Non-Executive Directors of the Company as at 31st March, 2019 is as follows:

Name of the Director	Nature of Directorship	No. of shares held	% of the paidup share capital
Dr. Mohan Swami	Non-Executive Chairman/Promoter	29,52,879	39.62
Mrs. Gomathi A Vaidyanathan	Non-Executive Director/ Independent	NIL	NIL
Mr. K Bhakthavatsala Reddy	Non-Executive Director/Independent	59,120	0.79
Ms. Yogeshwary	Non-Executive Director/ Independent	NIL	NIL
Mr. Ravi Kumar Neeladri	Non-Executive Director/ Independent	NIL	NIL

Dr. C. Sivakumar Reddy, Managing Director, does not hold any Equity Shares as on 31st March, 2019.

Board Procedures

The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the business. The tentative annual calendar of Board Meetings for the ensuing year is decided well in advance by the Board and is published as part of the Annual Report.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated well in advance before each meeting to all the Directors for facilitating effective discussion and decision making.

The Minutes capturing the proceedings of the meetings of the Board of Directors/ Committees of the Board of Directors are maintained as per provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and according to the provisions of Secretarial Standards.

Independent Directors Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and as per the Listing Regulations, a Meeting of the Independent Directors of the Company was held without the attendance of the Non-Independent Directors and Members of the Management.

Evaluation of Board effectiveness

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and the provisions of the Listing Regulations, the Board of Directors, on recommendation of Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of each Director was carried out for the financial year ended 31st March, 2019. The evaluation of the Directors was based on various aspects which *inter alia*, include the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the effectiveness of their contribution.

BOARD COMMITTEES:

1. AUDIT COMMITTEE

The Audit Committee of the Company is constituted and functions in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Members of the Audit Committee are financially literate and have requisite experience in financial management.

- a) Composition, Name of Members and Chairperson, Meetings and attendance during the year:

During the year under review, five meetings were held on 30th May, 2018, 23rd July, 2018, 9th November, 2018, 4th February, 2019 and 28th March, 2019.

Name of the Member	Nature of Membership	No.of meetings held	Attendance
Mr. K Bhakthavatsala Reddy	Chairman	5	5
Mr. Ravi Kumar Neeladri	Member	5	5
Mrs. Gomathi A Vaidyanathan	Member	5	1

b) Powers of Audit Committee

The Audit Committee is empowered, pursuant to its terms of reference, *inter alia*, to:

1. investigate any activity within its terms of reference
2. seek information from any employee
3. obtain outside legal or professional advice
4. secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee is constituted and functions in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

c) Brief description of terms of reference

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the Statutory Auditor, fixing of audit fees and approving payments for any other service.
3. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with listing and other legal requirements relating to financial statements;

- d. Disclosure of any related party transactions; and
- e. Qualifications in the draft audit report, if any;
4. Reviewing with management quarterly, half-yearly, nine months and annual financial statements, standalone before submission to the Board for approval.
5. Reviewing with the management performance of Statutory and Internal Auditors.
6. Discussion with the Internal Auditors on any significant findings and follow-up thereon.
7. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
8. Discussion with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. Reviewing reports furnished by the Internal Auditors and Statutory Auditors and ensuring suitable follow-up thereon.
10. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders and creditors, if any.
11. Reviewing the appointment of the Chief Internal Auditor of the Company.
12. Reviewing the Company's financial and risk management policies.
13. Reviewing with the management and the Statutory Auditors anticipated changes in the Accounting Standards.
14. Reviewing the Management Discussion and Analysis of the financial condition and results of operations.
15. Reviewing the statements of significant related party transactions.
16. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; and
17. Review of the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing.
18. Any other matter referred to by the Board of Directors.

2. NOMINATION AND REMUNERATION COMMITTEE

- a) Composition and terms of reference:

Nomination and Remuneration Committee comprises of Mr. K. Bhakthavatsala Reddy, Non-Executive Independent Director as Chairman with Mrs. Gomathi A. Vaidyanathan, Non-Executive Independent Director, Ms. Yogeshwary, Non-Executive Independent Director and Mr. Ravi Kumar Neeladri, Non-Executive Director as other Members.

During the year under review, two meetings were held on 28th December, 2018 and 28th March, 2019.

Name of the Member	Nature of Membership	No.of meetings held	Attendance
Mr. K. Bhakthavatsala Reddy	Chairman	2	1
Mrs. Gomathi A Vaidyanathan	Member	2	1
Ms. Yogeshwary	Member	2	1
Mr. Ravi Kumar Neeladri	Member	2	1

The Committee's terms of reference includes:

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
2. Carry on the evaluation of every Director's performance;
3. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;
4. Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
5. Formulation of criteria for evaluation of Independent Directors and the Board;
6. Devising a policy on Board diversity; and
7. To recommend to the Board on all Remuneration payable in whatever form to the Directors, Key Managerial Personnel and Senior Management.
8. Any other matter as the Board may decide from time to time.
 - a) The Company has not paid any remuneration to any of the Directors during the year 2018-2019.
 - c) The Company has not granted any Stock Option to any of its Directors.
 - d) Directors with materially significant, pecuniary or business relationship with the Company:

There is no pecuniary or business relationship between the Non-Executive Directors/ Independent Directors and the Company

- e) Employees holding an office or place of profit in the Company pursuant to Section 188 of the Companies Act, 2013: Nil

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178(5) of the Companies Act, 2013 and the Listing Regulations, the Stakeholders' Relationship Committee comprises of Mr. K. Bhakthavatsala Reddy, Non-Executive Independent Director as Chairman with Dr. C. Sivakumar Reddy, Managing Director, Mrs. Gomathi A. Vaidyanathan, Non-Executive Independent Director and Mr. Ravi Kumar Neeladri, Non-Executive Independent Director as other Members.

During the year under review, one meeting was held on 4th February, 2019.

Name of the Member	Nature of Membership	No.of meetings held	Attendance
Mr. K. Bhakthavatsala Reddy	Chairman	1	1
Mr. C. Sivakumar Reddy	Member	1	1
Mrs. Gomathi A Vaidyanathan	Member	1	Nil
Mr. Ravi Kumar Neeladri	Member	1	1

The terms of references of the Committee are as follows:

- To consider and approve share transfers, transmissions, transposition of names.
- Issue and split/duplicate certificates.
- Ratify confirmations made to the Demat requests received by the Company
- Review the status report on Redressal of shareholders' complaints received by the Company/ share transfer agents.
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by Shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the Shareholders of the Company.

During the year, the Company has not received any complaint from the investors.

4. RISK MANAGEMENT COMMITTEE

The Company does not have a Risk Management Committee as prescribed under the Regulation 21 of the Listing Regulations.

5. CORPORATE SOCIAL RESPONSIBILITY

As elsewhere mentioned in the Board's Report, the provisions of Companies Act, 2013 on Corporate Social Responsibility are not applicable to your Company.

6. SUBSIDIARY COMPANIES

Your Company does not have a material non-listed Indian Subsidiary Company.

7. RELATED PARTY TRANSACTIONS

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the Notes to the Financial Statements.

8. CEO/CFO CERTIFICATION

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the CEO/CFO Certificate for the financial year 2018-19 signed by Dr. C. Sivakumar Reddy, Managing Director forms part of this Report.

9. GENERAL BODY MEETINGS

The venue and time of the last three Annual General Meetings of the Company are as follows:-

Annual General Meetings:

Year	Location	Date	Time
2018	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai 600014	24/08/2018	11.00 a.m.
2017	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai 600014	17/08/2017	11.00 a.m.
2016	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1 st Floor, 47, Whites Road, Royapettah, Chennai 600014	28/10/2016	11.00 a.m.

There were no Special Resolutions passed in the last three AGMs and there were no Extra Ordinary General Meetings held during the period under review.

10. DISCLOSURES

- a) Disclosures on materially significant related party transactions

There are no materially related party transactions and pecuniary transactions between the Company and its Directors during the year under review.

- b) Details of non-compliance by the Company

The Company has complied with all the requirements of the Stock Exchange and the Securities and Exchange Board of India on matters relating to capital markets or any other matter as may be applicable from time to time.

Your Company has complied with all the mandatory requirements of the Listing Regulations. Following is the status of the compliance with the non mandatory requirements:

- c) Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Whistle Blower Policy with an objective to provide employees and Business Associates a framework and to establish a formal mechanism or process whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

No personnel were denied access to the Audit Committee of the Company.

- d) Code of Conduct

Your Company has adopted a Code of Conduct for all the employees including the Board Members and Senior Management Personnel of the Company in accordance with the requirement under the Listing Regulations. The Code of Conduct has been posted on the website of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2019.

The Certificate by the CEO of the Company concerning compliance with the Code of Conduct for Directors and Senior Management is given below:

Code of Conduct for Directors and Senior Management**CEO Confirmation**

I hereby confirm that the Company has obtained from the Directors and Senior Management personnel affirmation that they have complied with the above code for and in respect of the year ended March 31, 2019.

Place: Chennai
Date: 30.05.2019

Dr. C. Sivakumar Reddy
Managing Director

DETAILS OF COMPLIANCE WITH MANDATORY AND NON MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS

Your Company has complied with all the mandatory requirements of the Listing Regulations:

Following is the status of the compliance with the non mandatory requirements:

- a) Non-Executive Chairman's Office
The Company shall maintain Non-Executive Chairman's office at the Company's expense and reimbursement of expenses in performance of his duties should the financial position improve.
- b) Shareholder's Rights
The Company shall send half-yearly results of the Company are sent to all shareholders of the Company in due course.
- c) Audit Qualifications
During the year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.
- d) Separate posts of Chairman and CEO
The Chairman of the Board is a Non-Executive Director and his position is separate from that of Managing Director.

14. MEANS OF COMMUNICATION

- a. Publication of financial results
Quarterly/ Half-yearly/ Nine-months and Annual Audited Financial Results of the Company are published in 'Trinity Mirror' issue in English and 'Makkal Kural' issue in Tamil.
- b. Website
The Annual Report, Quarterly/ Half-yearly/ Nine-months and Annual Audited Financial Results of the Company are also put up on the Company's corporate website: www.epsom.in.
- c. Stock Exchange
Your Company makes timely disclosure of necessary information to BSE Limited (BSE) in terms of the Listing Regulations and other rules and regulations issued by the Securities and Exchange Board of India.
- d. BSE Corporate Compliance & Listing Centre
BSE Listing is a web-based application designed by BSE for corporate. All periodical compliance filings *inter alia*, Shareholding pattern, Corporate Governance Report, Financial Results, Intimation of Board Meeting and other Corporate Announcements are also filed electronically on the Listing Centre.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
 The Members
 EPSOM PROPERTIES LIMITED
 Regency House, 2A, Second Floor
 250/7 Anna Salai, Teynampet
 Chennai 600006

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of EPSOM Properties Limited having CIN L24231TN1987PLC014084 and having registered office at Regency House, 2A, Second Floor, 250/7, Anna Salai, Teynampet, Chennai 600006 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	MOHAN SWAMI	00624075	24/12/2001
2	KANDALA REDDY BHAKTHAVATSALA	00697854	11/04/2006
3	CHINNAREDDY SIVAKUMAR REDDY	00809776	23/09/2006
4	GOMATHI APPATHURAI VAIDYANATHAN	01305781	20/10/2003
5	RAVI KUMAR NEELADRI	01996983	12/04/2017
6	YOGESHWARY	06629965	31/07/2013

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore
 Date: 30.05.2019

Vijayakrishna K T
 FCS No.: 1788
 C P No.: 980

GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting

Date and time	22.07.2019 11.30 a.m.
Venue	South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014

(ii) Financial Results Calendar (Tentative)

For the year ended 31st March 2019, quarterly financial results will be announced on:

4 th week of July, 2019	First Quarter
2 nd week of November, 2019	Second Quarter and Half Yearly
2 nd week of February, 2020	Third Quarter and Nine Months
Last week of May, 2020	Fourth Quarter and Annual

(iii) Book Closure

The dates of book closure are from 16th July, 2019 to 22nd July 2019 inclusive of both days.

(iv) Dividend Payment Date

Not Applicable

(v) Listing

Name of the Exchange	Stock Code	ISIN for depositories	Corporate Identification x depositories
BSE Limited (BSE)	531155	INE601F01016	L24231TN1987PLC014084

The Company has paid listing fees to BSE Limited for the financial year 2018-2019.

(vi) Market Price Data

The monthly high and low prices of the Company's shares at the BSE Limited (BSE) for the financial year ended 31st March 2019 are as under:

Month	Year	High (Rs.)	Low (Rs.)
April	2018	NIL	NIL
May	2018	6.28	5.98
June	2018	6.00	6.00
July	2018	5.70	5.25
August	2018	5.25	5.25
September	2018	5.51	4.52

Month	Year	High (Rs.)	Low (Rs.)
October	2018	4.52	4.52
November	2018	5.18	4.29
December	2018	6.84	4.90
January	2019	6.49	6.19
February	2019	6.49	6.49
March	2019	6.80	6.80

(vii) Share Transfer System

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (R&TA) Messrs Cameo Corporate Services Limited. Shareholders, beneficial owners and depository participants (DPs) are requested to send/ deliver the documents/ correspondence relating to the Company's share transfer activity etc. to Messrs Cameo Corporate Services Limited, R&TA of the Company.

A summary of all the transfers, transmissions, issue of duplicate share certificate requests, deletion requests, etc., are placed before the Board of Directors from time to time for their review. The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40 (9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

(viii) Distribution of Shareholding

Distribution of shareholding of the Company as on 31st March, 2019 is as follows:

Range of Shares	Shareholders		Share Amount	
	Numbers	% of Total Nos.	in Rs.	% of Total Amount
Upto 5000	3146	81.3340	7064770	9.4793
5001- 10000	370	9.5656	3110050	4.1729
10001-20000	148	3.8262	2383470	3.1980
20001-30000	75	1.9389	2040140	2.7374
30001-40000	24	0.6204	857770	1.1509
40001-50000	22	0.5687	1020750	1.3696
5000-100000	42	1.0858	2820000	3.7838
Above 100000	41	1.0599	55231050	74.1077
Total	3868	100.00	74528000	100.00

(ix) Category of shareholders

Shareholding pattern as on 31st March, 2019 is as follows:

Category of Shareholder	Total No. of shares	% of Total No. of shares
(A) Shareholding of Promoter and Promoter Group		
(a) Individuals/Hindu Undivided Family	29,52,879	39.62
(b) Bodies Corporate	12,43,021	16.68
Total Shareholding of Promoter and Promoter Group (A)	41,95,900	56.30
(B) Public Shareholding		
(1) Institutions	-	-
(a) Mutual Funds/UTI	-	-
(b) Financial Institutions/Banks	-	-
(c) Insurance Companies	-	-
(d) Foreign Institutional Investors	80,000	1.07
Sub Total (B)(1)	80,000	1.07

(2) Non-Institutions		
(a) Bodies Corporate	185207	2.49
(b) Individuals		
(i) Individual shareholders holding nominal share capital upto Rs. 2 Lakhs	2003921	26.89
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	759600	10.19
(c) Any other		
(i) Directors and their Relatives	59120	0.79
(ii) Hindu Undivided Families	102401	1.38
(iii) Non-resident Indians	66651	0.89
Sub Total (B)(2)	3176900	42.63
Total Public Shareholding B = (B)(1)+(B)(2)	3256900	43.70
Total (A)+(B)	7452800	100.00

(x) Details of shares dematerialized as on 31st March, 2019

No. of shares	% of total shares	No. of shareholders	% of total shareholders
61,24,288	82.17	1816	46.95

(xi) Break up of shares in physical and DEMAT form as on 31st March, 2019

Mode of Holding	No. of shares	% of shares
Mode of Holding	No. of shares	% of shares
Physical Segment	1328512	17.82
DEMAT Segment		
NSDL	5063889	67.95
CDSL	1060399	14.23
TOTAL	7452800	100.00

(xii) Outstanding GDRs/ADRs/warrants or Convertible Instruments

The Company does not have any outstanding GDRs/ADRs/Warrants or Convertible Instruments as on 31st March 2019.

(xiii) Details of Public Funding obtained in the last three years

The Company has not obtained any public funding in the last three years.

(xiv) Reconciliation of Share Capital Audit

As stipulated by the Securities and Exchange Board of India, a qualified Practising Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange. The audit, *inter alia*, confirms that the total listed and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

(xv) Registrars and Share Transfer Agents

Cameo Corporate Services Limited 'Subramanian Building'

No.1, Club House Road Chennai - 600 002

Phone No. 044-28460390

Fax No. 044-28460129

Email cameo@cameoindia.com

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

To
The Members
Epsom Properties Limited
Chennai

We have examined the compliance of the conditions of Corporate Governance by Epsom Properties Limited for the year ended 31st March, 2019 with the Stock Exchange and Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with Stock Exchange.

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 S.VISHNU & CO.,
Chartered Accountants
FRN: 005179S

Place: Chennai
Date: 30th May, 2019

S. Vishnu
Partner
Membership No. 26131

CEO AND CFO CERTIFICATION

The Board of Directors
Epsom Properties Limited

I, the undersigned, in my capacity as Managing Director of the Company hereby certify that, to the best of my knowledge and belief:

- a) I have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2019 and that to the best of my knowledge and belief:
 - i. These statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. I have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which I was aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d) I have also indicated to the Auditors and the Audit Committee.
 - i. Significant changes in Internal Controls with respect to financial reporting during the year.
 - ii. Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
 - iii. Instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Place: Chennai
Date: 30.05.2019

Dr. C.SivakumarReddy
Managing Director
DIN: 00809776
[Address: 10-3-311/22 Road
No. 2, Castle Hills,
Masab Tank, Hyderabad,
Telangana – 500028]

ANNEXURE II**DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Board of Directors Epsom Properties Limited

Dear Sirs,

We undertake to comply with the conditions laid down under Section 149 and Schedule IV of the Companies Act, 2013 read with the provisions of Listing Regulations in relation to conditions of independence and in particular:

- a) Apart from receiving Director's remuneration, we do not have any material pecuniary relationship or transactions with the Company, its Promoters, Senior Management or its associates which may affect my independence as Director on the Board of the Company.
- b) We declare that we are not related to Promoters or persons occupying management positions at the Board level and one level below the Board.
- c) We have not been executive of the Company in the immediately preceding three financial years.
- d) We are not a Partner or an Executive or were also not Partner or Executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the Company
- e) We are not a material supplier, service provider or customer or lesser or lessee of the Company, which may affect independence of the Director.
- f) We are not a substantial Shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Gomathi A Vaidyanathan

DIN: 01305781

Date: 01.04.2019

K.Bhakthavatsala Reddy

DIN: 00697854

Date: 01.04.2019

Yogeshwary

DIN: 06629965

Date: 01.04.2019

Ravi Kumar Neeladri

DIN: 01996983

Date: 01.04.2019

ANNEXURE III**FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31.03.2019**

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To

The Members

EPSOM Properties Limited

(CIN: L24231TN1987PLC014084)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by EPSOM Properties Limited (CIN: L24231TN1987PLC014084) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by EPSOM Properties Limited for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (x) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (xi) Circulars/Guidelines issued thereunder;
- (vi) The other following general laws as may be applicable to the Company during the audit:

(1) Employer/Employee Related Laws & Rules:

- i. Industries (Development & Regulation) Act, 1951
- ii. The Factories Act, 1948
- iii. The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
- iv. The Apprentices Act, 1961
- v. The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- vi. The Employees State Insurance Act, 1948
- vii. The Workmen's Compensation Act, 1923
- viii. The Maternity Benefits Act, 1961
- ix. The Payment of Gratuity Act, 1972
- x. The Payment of Bonus Act, 1965
- xi. The Industrial Disputes Act, 1947

- xii. The Trade Unions Act, 1926
- xiii. The Payment of Wages Act, 1936
- xiv. The Minimum Wages Act, 1948
- xv. The Child Labour (Regulation & Abolition) Act, 1970
- xvi. The Contract Labour (Regulation & Abolition) Act, 1970
- xvii. The Industrial Employment (Standing Orders) Act, 1946
- xviii. Equal Remuneration Act, 1976
- xix. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Services) Act, 1979
- xx. The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
- xxi. Persons with Disabilities (Equal Opportunities, Protection of Rights and Full Participation) Act, 1996
- xxii. Prohibition of Employment as Manual Scavengers and their Rehabilitation Act, 2013
- xxiii. Dangerous Machines (Regulation) Act, 1983
- xxiv. Indian Boilers Act, 1923
- xxv. The Industrial Establishments (National and Festival Holidays) Act, 1963
- xxvi. The Labour Welfare Fund Act, 1965

(2) Environment Related Acts & Rules:

- i. The Environment Protection Act, 1986
- ii. The Water (Prevention & Control of Pollution) Act, 1974
- iii. The Water (Prevention & Control of Pollution) Cess Act, 1977
- iv. The Air (Prevention & Control of Pollution) Act, 1981
- v. The Government Order Under Environment (Protection) Act, 1986
- vi. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

(3) Economic/Commercial Laws & Rules:

- i. The Competition Act, 2002
- ii. The Indian Contract Act, 1872
- iii. The Sales of Goods Act, 1930
- iv. The Forward Contracts (Regulation) Act, 1952
- v. The Indian Stamp Act, 1899
- vi. The Registrations Act, 1908
- vii. The Transfer of Property Act, 1882

I have also examined compliances with the applicable clauses of Secretarial Standards on Board and General Meetings (SS – 1 and SS – 2) issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Certain nonmaterial findings made during the course of the audit relating to the provisions of Companies Act, Secretarial Standards, Labour Laws were addressed suitably by the Management.

Further, I report that with regard to financial and taxation matters, I have relied on the Audit Report, Limited Review Report and the Internal Audit Report provided by the Statutory/Internal Auditor as the case may be.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors..

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

I further report that **there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.**

*I further report that **there was no qualified Company Secretary in the Company until 28th December, 2018. However, the Company had appointed the Company Secretary on 29th December 2018.***

*I further report that **there was no Chief Financial Officer in the Company until 27th March, 2019. However, the Company had appointed Chief Financial Officer on 28th March, 2019.***

I further report that based on the directions of the Listed Entity, the Registrar and Transfer Agent of the Listed Entity has notified the Stock Exchanges of the Loss/Issue of duplicate Share Certificates. However, the Company has not notified the said Loss/Issue of duplicate Share Certificates as required under Regulation 39(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Vishwanath Shivaprakash

Company Secretary

ACS No. 7488

C P No.: 7123

Place: Bangalore

Date: 30.05. 2019

Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

'Annexure'

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Central Excise Act, Customs Act, Central and State Sales Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore
Date: 30.05. 2019

Vishwanath Shivaprakash
Company Secretary
ACS No. 7488
C P No.: 7123

ANNEXURE IV
EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH 2019
FORM NO. MGT-9

(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014)

I. REGISTRATION AND OTHER DETAILS

i) CIN		L24231TN1987PLC014084	
ii) Registration Date	04 Date	03 Month	1987 Year
iii) Name of the Company	EPSOM PROPERTIES LIMITED		
iv) Category of the Company			
1.	Public Company	✓	
2.	Private Company		
Sub Category of the Company			
1.	Government Company		
2.	Small Company		
3.	One Person Company		
4.	Subsidiary of Foreign Company		
5.	NBFC		
6.	Guarantee Company		
7.	Limited by Shares		
8.	Unlimited Company		
9.	Company having share capital	✓	
10.	Company not having share capital		
11.	Company Registered under Section 8		
v) Address of Registered Office and Contact Details			
Company Name	EPSOM PROPRTIES LIMITED		
Address	"Regency House", 2A, Second Floor, 250/7, Anna Salai, Teynampet, CHENNAI 600 006		
Town / City	Chennai		
Pin Code	600 006		
Country Name	India		
Country Code	IND		
Telephone with STD Area Code Number	+91 44 2435 0676		
Fax Number	NIL		
Email Address	epsomproperties@gmail.com		
Website, if any	www.epsom.in		
Name of the Police Station having jurisdiction where the Registered Office is situated	Teynampet Police Station		

vi) Whether shares listed on recognized Stock Exchange(s)		Yes
vii) Details of Stock Exchanges where shares are listed		
S.No.	Stock Exchange	Scrip Code
01.	BSE Limited (BSE)	531155

vii) Names and Address of Registrar & Share Transfer Agent(s) RTA	
Name of Registrar & Transfer Agents	Cameo Corporate Services Limited
Address	'Subramanian Building' No.1,Club House Road, CHENNAI 600 002
Town / City	Chennai
State	Tamil Nadu
Pin Code	600 002
Telephone with STD Area Code Number	+91 44 2846 0390
Fax Number	+91 44 2846 0129
Email Address	cameo@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

Names and description of main products/service	NIC Code of the Product/Service	% of total turnover of the Company
Construction Activities	4100	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary and Associate Company.

IV. SHAREHOLDING PATTERN (Equity share capital break-up as percentage to total equity)

A. Category-wise Shareholding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A Promoters									
1) Indian									
a) Individual / HUF	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
b) Central Govt	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
c) State Govt (s)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
d) Bodies Corp.	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
e) Banks / FI	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
f) Any Other....	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
Sub-total (A) (1)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
(2) Foreign									
a) NRIs -Individuals	2952879	Nil	2952879	39.62	2952879	Nil	2952879	39.62	NA
b) Other –Individuals	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
c) Bodies Corp.	1243021	Nil	1243021	16.68	1243021	Nil	1243021	16.68	NA
d) Banks / FI	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
e) Any Other....	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
Sub-total (A) (2)	4195900	Nil	4195900	56.30	4195900	Nil	4195900	56.30	NA
Total shareholding of Promoter(A) = (A)(1)+(A)(2)	4195900	Nil	4195900	56.30	4195900	Nil	4195900	56.30	NA
B. PublicShareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
b) Banks / FI	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
c) Central Govt	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
d) State Govt(s)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
e) Venture Capital Funds	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA

IV. SHAREHOLDING PATTERN (Equity share capital break-up as percentage to total equity)

A. Category-wise Shareholding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% of change during the year
	Demat	Physical	Total total shares	% of	Demat	Physical	Total	% of total shares	
f) Insurance Companies	2Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
g) FII's Nil	80,000	80,000	1.07	Nil	80,000	80,000	1.07	NA	
h) Foreign Venture Capital Funds	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
i) Others (specify)	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
Sub-total (B)(1)	Nil	80,000	80,000	1.07	Nil	80,000	80,000	1.07	NA
2. Non-Institutions									
a) Bodies Corp.									
i) Indian 97,026	13400	110426	1.48	171807	13400	185207	2.48	1	
ii) Overseas	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	958605	1044708	2003313	26.88	888480	949008	1837488	24.65	(2.23)
ii) Individual shareholders holding nominal share capital in excess of Rs 2lakhs	683350	153100	836450	11.22	684933	241100	926033	12.42	1.2
c) Others	Nil	Nil	Nil	NA	Nil	Nil	Nil	NA	NA
i. Non Resident Indian	21691	45000	66691	0.89	21651	45000	66651	0.89	NA
ii. Directors and their relatives	59120	0	59120	0.79	59120	0	59120	0.79	NA
iii. Hindu Undivided Families	100896	4	100900	1.37	102397	4	102401	1.37	NA
Sub-total (B)(2)	1920688	1256212	3176900	42.63	1928388	1248512	3176900	42.63	NA
Total Public Shareholding (B)=(B)(1)+(B)(2)	1920688	1336212	3256900	43.70	1928388	1328512	3256900	43.70	NA
C. Shares held byCustodian for GDRs & ADRs	Nil	Nil	Nil	NA	Nil	Nil	Nil	Nil	NA
Grand Total(A+B+C)	6116588	1336212	7452800	100.00	6124288	1328512	7452800	100.00	NA

B. SHAREHOLDING OF PROMOTERS

S. No.	Shareholder's Name	No. of shares held at the beginning of the year			No. of shares held at the beginning of the year			% of change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered in total shares*	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered in total shares*	
001	Dr. Mohan Swami	29,52,879	39.62	0.00	29,52,879	39.62	0.00	0.00
02	Chase Perdana Sdn.Bhd	12,43,021	16.68	0.00	12,43,021	16.68	0.00	0.00

The % of shares pledged/encumbered represents % of shares pledged/encumbered as a % of the total shares of the Company.

The term 'encumbrance' has the same meaning as assigned to it in regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

C. CHANGE IN PROMOTERS' SHAREHOLDING : NO CHANGE**D. SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs**

S. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative share holding during the year (01/04/2018 to 31/03/2018)	
		No. of shares at the beginning (01/04/2018) / end of the year (31/03/2019)	% of total shares of the Company				No. of shares	% of total shares of the Company
01.	Jayabalasingam Kandiah	307,700	4.13	01/04/2018 31/03/2019	0.00	N.A.	3,07,700	4.13
		307,700	4.13					
02.	Satellite Investments Ltd	80,000	1.07	01/04/2018 31/03/2019	0.00	N.A.	80,000	1.07
		80,000	1.07					
03.	Jainam Share Consultants Pvt. Ltd	0	0	01/04/2018 31/03/2019	0.00	N.A.	76,000	1.02
		76,000	1.02					
04.	Harish L Metha	56,449	0.76	01/04/2018 31/03/2019	0.00	N.A.	56,449	0.76
		56,449	0.76					
05.	Mahesh K Sachade	49,708	0.67	01/04/2018 31/03/2019	0.00	N.A.	49,708	0.67
		49,708	0.67					
06.	S Dharani Babu	49,500	0.66	01/04/2018 31/03/2019	0.00	N.A.	49,500	0.66
		49,500	0.66					
07.	Vasanta Metha	45,080	0.60	01/04/2018 31/03/2019	0.00	N.A.	45,080	0.60
		45,080	0.60					
08.	Amitabh Behani Vatsala Behani	37,225	0.50	01/04/2018 31/03/2019	0.00	N.A.	36,375	0.49
		36,375	0.49					
09.	Venkata-subramanian	34,500	0.46	01/04/2018 31/03/2019	0.00	N.A.	34,500	0.46
		34,500	0.46					
10.	Anadkumar HUF	32,945	0.44	01/04/2018 31/03/2019	0.00	N.A.	32,945	0.44
		32,945	0.44					

E. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative share holding during the year (01/04/2018 to 31/03/2019)	
		No. of shares at the beginning (01/04/2015) /end of the year (31/03/2018)	% of total shares of the Company				No. of shares	% of total shares of the Company
Directors								
01.	Mr. K Bhakthavatsala Reddy	01/04/2018	59,120	01/04/2018	0.00	N.A	59,120	0.79
		31/03/2019	59,120	31/03/2019	0.00	N.A	59,120	0.79
02.	Dr. Mohan Swami	01/04/2018	29,52,879	01/04/2018	0.00	N.A	29,52,879	39.62
		31/03/2019	29,52,879	31/03/2019	0.00	N.A	29,52,879	39.62

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment - NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Directors and/or Manager - NIL

B. Remuneration to other Directors: Nil

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD: Nil

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES (under the Companies Act, 2013)

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013

By order of the Board
For Epsom Properties Limited

Place: Chennai
Date: 30.05.2019

K. Bhakthavatsala Reddy
Director
DIN : 00697854
[Address: No.3, 2nd Floor,
41st Main, 4th Cross
KAS Officers Colony
BTM 2nd Stage
Bangalore – 560 068]

Dr. C. Sivakumar Reddy
Managing Director
DIN: 0000809776
[Address: 443A, 1st A Cross
12th Main, Koramangala
Bangalore – 560 034]

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Epsom Properties Limited
Regency House, 2A,
Second Floor, 250/7,
Anna Salai, Teynampet,
Chennai - 600006

Report on the Standalone Financial Statements**Opinion**

We have audited the accompanying standalone financial statements of Epsom Properties Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 'b' of the significant accounting policies regarding preparation of the financial statements, which indicates that the Company incurred a net loss of

Rs.11,41,907 during the year ended March 31, 2019 and , as on that date, the Company's 99% of capital has been wiped out by accumulated loss. These events or conditions, along with other matters as set forth in Note 'b', indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company have disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for S.VISHNU & CO.,
Chartered Accountants
FRN:005179S
(S.VISHNU)

Place: Chennai
Date : 30.05.2019

Partner
M.No.026131

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Epsom Properties Limited of even date)

- (i) In respect of its Fixed Assets:
 - a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, the fixed assets of the company have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In our opinion the company has not disposed of substantial part of its fixed assets during the year and going concern status of the company is not affected.
- (ii) According to the information and explanations furnished to us, there are no inventories available with the company; the question of physical verification of the same does not arise.
- (iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured, to or from companies, firms or other parties covered in the register required to be maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, section 185 and 186 of the Companies Act, 2013 is not applicable.
- (v) The company has not accepted any deposits from public in accordance with the provisions of Section 73 to 76 of the Act and the rules framed there under.
- (vi) The Central Government has not prescribed maintenance of cost records for any of the activities of the company under Section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not carried out any commercial activities during the financial year and the question of depositing the undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of excise, Value Added Tax, Cess and any other statutory dues applicable to it does not apply.
- (b) According to the information and explanations given to us, there were no undisputed statutory dues in arrears as at 31st March 2019 for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us, there are no dues on account of disputes.
- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of loans and borrowings to a financial institution, bank, government or dues to debenture holder.
- (ix) The Company has not raised money by way of Initial public offer or further public offer and company has not raised any term loans during the year hence reporting under clause (ix) of the order is not applicable.
- (x) According to the information and explanation given to us, there is no fraud made by the company and on the company by its officers or employees been noticed or reported during the year
- (xi) The company has not paid managerial remuneration
- (xii) The company is not a Nidhi company and hence reporting under clause (xii) of the order is not applicable.
- (xiii) In our opinion, and according to the information and explanations given to us the company is not dealing with the related parties hence disclosure under this clause is not applicable.
- (xiv) The company has not made any Preferential allotment or Private placement of shares or fully convertible debentures during the year , since the requirement of section 42 of the companies Act ,2013 is not applicable.
- (xv) In our opinion and according to the information given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The company is not required to get registered u/s 45-IA of the Reserve Bank India Act 1934.

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under the ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Epsom Properties Limited of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Epsom Properties Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for S.VISHNU & CO.,
Chartered Accountants
FRN:005179S
(S.VISHNU)

Place: Chennai
Date : 30.05.2019

Partner
M.No.026131

EPSOM PROPERTIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2019

(in Rupees)

PARTICULARS	Note No	As at 31st March 2019	As at 31st March 2018
ASSETS			
Non-current assets			
Property, plant and equipment	2	2,498	5,827
Capital work-in-progress			
Investment properties			
Goodwill			
Other intangible assets			
Intangible assets under development			
Biological assets other than bearer plants			
Investments accounted for using the equity method			
Financial assets	3		
i. Investments	3 (a)	334,100	334,100
ii. Loans			
iii. Other financial assets	3 (b)	-	-
Deferred tax assets			
Other non-current assets			
Current assets			
Inventories			
Financial assets	4		
i. Investments			
ii. Trade receivables			
iii. Cash and cash equivalents	4 (a)	441,053	378,813
iv. Bank balances other than (iii) above	4 (b)	-	1,503,301
v. Loans			
vi. Other financial assets			
Other current assets	5	15,959	12,651
Assets classified as held for sale			
Total assets		793,610	2,234,692
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	6	74,528,000	74,528,000
(b) Other equity			
Equity component of compound financial instruments			
Reserves and surplus	7	(73,865,942)	(72,724,035)
Other reserves	8	-	-

EPSOM PROPERTIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2019 (contd.)

(in Rupees)

PARTICULARS	Note No	As at 31st March 2019	As at 31st March 2018
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
i. Borrowings		-	-
ii. Other financial liabilities		-	-
Deferred tax liabilities		-	-
Other non-current liabilities		-	-
Current liabilities		-	-
Financial liabilities			
i. Borrowings		-	-
ii. Trade payables			
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		-	-
iii. Other financial liabilities		-	-
Provisions			
Current tax liabilities			
Other current liabilities	9	131,552	430,727
Total equity and liabilities		793,610	2,234,692

Significant Accounting Policies & Notes on Accounts

1 to 13

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU & CO

Chartered Accountants
FRN 005179S

Dr C SIVAKUMAR REDDY
Managing Director
DIN: 00809776
Place: Chennai
Dated : 30/05/2019

K BHAKTHAVATSALA REDDY
Director DIN: 00697854

D. RAVINDRANATH REDDY
Chief Financial Officer

(S VISHNU)
Partner
M. No 026131

EPSOM PROPERTIES LIMITEDSTATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH 2019

(in Rupees)

PARTICULARS	Note No	Year ending 31/03/2019	Year ending 31/03/2018
I. Revenue from operations			
II. Other Income	10	33,815	131,664
III. Total Income (I+II)		33,815	131,664
IV. Expenses			
Cost of materials consumed			
Purchases of stock-in-trade			
Changes in inventories of work-in-progress, stock-in-trade and finished goods			
Excise duty			
Employee benefit expense	11	250,850	134,533
Depreciation and amortisation expense	12	3,329	1,030
Impairment of goodwill and other non-current assets			
Other expenses	13	1,253,649	1,212,649
Finance costs	.		
Total expenses (IV)		1,507,828	1,348,212
V. Profit/(Loss) before exceptional items, share of net profits of investments accounted for using equity method and tax (I-IV)		(1,474,013)	(1,216,548)
VI. Share of net profit of associates and joint ventures accounted for using the equity method		-	-
VII. Profit/(Loss) before exceptional items and tax (V-VI)		(1,474,013)	(1,216,548)
VIII. Exceptional items	14	(332,106)	-
IX. Profit/(Loss) before tax from continuing operations (VIII-VII)		(1,141,907)	(1,216,548)
X. Income tax expense			
(1) Current tax		-	-
(2) Deferred tax		-	-
Total tax expense		-	-
XI. Profit/(Loss) from continuing operations (IX-X)		(1,141,907)	(1,216,548)
XII. Discontinued operations		-	-
XIII. Profit/(Loss) from discontinued operation before tax (XI-XII)		-	-
XIV. Tax expense of discontinued operations		-	-
XV. Profit/(Loss) from discontinued operation (XIII-XIV)		-	-
XVI. Profit/(Loss) for the period (XI+XV)		(1,141,907)	(1,216,548)

EPSOM PROPERTIES LIMITEDSTATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH 2019

(in Rupees)

PARTICULARS	Note No	Year ending 31/03/2019	Year ending 31/03/2018
XVII. Other Comprehensive Income			
A (i) Items that will be reclassified to profit or loss	15	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
B (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	16	-	-
Total Comprehensive Income for the period (XVI+XVII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(1,141,907)	(1,216,548)
XVII. Earning per equity share: (for continuing operation)			
(1) Basic		(0.15)	(0.16)
(2) Diluted		(0.15)	(0.16)
XVII. Earning per equity share: (for discontinuing operation)			
(1) Basic		-	-
(2) Diluted		-	-
XVII. Earning per equity share: (for discontinued & continuing operations)			
(1) Basic		(0.15)	(0.16)
(2) Diluted		(0.15)	(0.16)

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU & CO

Chartered Accountants
FRN 005179S**Dr C SIVAKUMAR REDDY**

Managing Director

DIN: 00809776

Place: Chennai

Dated : 30/05/2019

K BHAKTHAVATSALA**REDDY**

Director DIN: 00697854

D. RAVINDRANATH**REDDY**

Chief Financial Officer

(S VISHNU)**Partner**

M. No 026131

EPSOM PROPERTIES LIMITED

STATEMENT OF CHANGES IN EQUITY AS AT 31ST MARCH 2019 (in Rupees)

Particulars	Notes	Amount
A. Equity share capital		
As at 1 April 2017		74528000
Changes in equity share capital	5	-
As at 31 March 2018		74528000
Changes in equity share capital	5	-
As at 31 March 2019		74528000

EPSOM PROPERTIES LIMITED

(in Rupees)

OTHER COMPREHENSIVE INCOME AS AT 31ST MARCH 2019

PARTICULARS	Note No	Year ending 31/03/2019	Year ending 31/03/2018
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>	15		
Changes in fair value of FVOCI debt instruments*		-	-
Deferred gains/(losses) on cash flow hedges		-	-
Deferred costs of hedging		-	-
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		-	-
Exchange differences on translation of foreign operations		-	-
Other comprehensive income/(loss) arising from discontinued operations		-	-
Net investment hedge gain		-	-
Income tax relating to these items		-	-
<i>Items that will not be reclassified to profit or loss</i>	16		
Changes in fair value of FVOCI equity instruments		-	-
Deferred gains/(losses) on cash flow hedges		-	-
Deferred costs of hedging		-	-
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		-	-
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to these items		-	-
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income for the period		-	-

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU & CO

Chartered Accountants
FRN 005179S

Dr C SIVAKUMAR REDDY

Managing Director

DIN: 00809776

Place: Chennai

Dated : 30/05/2019

K BHAKTHAVATSALA

REDDY

Director DIN: 00697854

D. RAVINDRANATH

REDDY

Chief Financial Officer

(S VISHNU)

Partner

M. No 026131

EPSOM PROPERTIES LIMITED
Note-1 SIGNIFICANT ACCOUNTING POLICIES**(a) Basis of Preparation of financial statements**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards('Ind AS') prescribed under section 133 of Companies Act,2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules,2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April,2017. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2019, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements". The figures for the previous year ended 31st March, 2018 and opening balance sheet as on 1 st April 2017 have also been reinstated by the management as per the requirements of Ind AS.

- (b)** The company is not carrying on any commercial operations for the past ten years and incurred loss continuously and more than 99% of the share capital is eroded and the financial statements continue to be prepared on a going concern basis on the assumption that the company will commence its operations in near future. The appropriateness of assumption of going concern is dependent upon the company's ability to generate enough cash flow in future to meet its obligations.

(c) Use of estimates

The preparation of financial statements requires that the management to make estimates and assumptions that affect the reported amounts of assets and liabilities ,disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

(d) Current/Non Current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions :-

- i) it is expected to be realized or settled or is intended for sale or consumption in the Company's normal operating cycle;
- ii) it is expected to be realized or settled within twelve months from the reporting date
- iii) In the case of an asset,
 - it is primarily held for the purpose of being traded; or
 - it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

in the case of liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months from the reporting date.

All other assets are classified as non-current.

For the purposes of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on nature of service and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

(e) Revenue Recognition

Revenue is recognised excepting for significant uncertainty as to its determination or realisation.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly

discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. initial recognition. k) Foreign currency transactions and foreign operations

(f) Property, plant and equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to Statement of Profit and Loss in the period in which the costs are incurred

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

(g) Depreciation / Amortization

Depreciation is recognised so as to write off the cost of the asset less their residual values over the useful life using the Schedule II of the Companies Act, 2013

(h) Transactions in Foreign Exchange

Transactions in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the Balance Sheet date and resultant gain/loss is recognised in the Profit & Loss Account.

(i) Taxation

i) Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

a) **Current tax** : Current tax is the amount of tax payable based on the taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period

b) **Deferred tax** : 1) Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill

(j) Gross Turnover Rs. 0.34 Lakhs (Previous Year Rs. 1.31 lakhs)

(k) Operating lease

The Company's significant leasing arrangement is in respect of operating lease for office premises. Future Rentals payable over the next 12 months : Rs.1,44,000. The aggregate lease rentals for the year amounting to Rs. 1,44,000/- have been charged to Statement of Profit & Loss.

(l) Provisions

Under Indian GAAP, the Group has accounted for provisions, including long-term provision, at the undiscounted amount. In contrast, Ind AS 37 requires that where the effect of time value of money is material, the amount of provision should be the present value of the expenditures expected to be required to settle the obligation. The discount rate(s) should reflect risks for which future cash flow estimates have been adjusted. Ind AS 37 also provides that where discounting is used, the carrying amount of a provision increases in each period to reflect the passage of time. This increase is recognized as borrowing cost.

(m) Other comprehensive income

Under Indian GAAP, the Group has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss according to Ind AS. Furthermore, Ind AS profit or loss is reconciled to total comprehensive income as per Ind AS.

(n) Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cashflows.

(o) Earning Per Share

Particulars	2018-2019	2017-2018
a) Basic and diluted earning per share (face value Rs. 10/-per share)	(0.15)	(0.16)
b) Loss as per Statement of Profit and Loss	(11,41,907)	(12,16,550)
c) Weighted average number of equity shares outstanding	74,52,800	74,52,800

(p) Auditors Remuneration

Nature of Transaction	2018-2019	2017-2018
Statutory Audit	64,900.00	63,250.00
TDS return filing fees	10,500.00	8,000.00
Total	75,400.00	71,250.00

(q) Employee Benefits

There are no permanent employees eligible for retirement benefits and hence no provision has been made in the accounts for Gratuity, Leave encashment and other retirement benefits.

(r) Investments

Since the investment in the equity shares of quoted investments are infrequently traded, the shares are valued at Re. 1/- per share.

(s) Current Assets and Loans and Advances

In the opinion of the Management, Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU & CO

Chartered Accountants
FRN 005179S

Dr C SIVAKUMAR REDDY

Managing Director

DIN: 00809776

Place: Chennai

Dated : 30/05/2019

K BHAKTHAVATSALA

REDDY

Director DIN: 00697854

D. RAVINDRANATH

REDDY

Chief Financial Officer

(S VISHNU)

Partner

M. No 026131

NOTE 2 : PROPERTY, PLANT AND EQUIPMENT
(in Rupees)

5	Gross Block						Depreciation				Net Block	
	As at 01/04/2018	Additions	Deletions	As at 31/03/2019	As at 01/04/2018	For the year	Deletions	Upto 31/03/2019	As at 31/03/2019	As at 01/04/2018	As at 31/03/2019	As at 01/04/2018
1	6,009	-	-	6,009	4521	751	-	5,272	737	1,488		
2	6,800	-	-	6,800	2461	2578	-	5,039	1,761	4,339		
Total	12,809	-	-	12,809	6,982	3,329	-	10,311	2,498	5,827		
Previous year Figures	12,809	-	-	12,809	6,982		-	6,982	-	-		

Note 3: Financial assets Note 3 (a): Non-current investments	As at 31st March 2019	As at 31st March 2018
Investment in equity instruments (fully paid-up) Quoted investments - Munoth Investments Limited (3,34,10 equity shares of Rs. 10/- each) (No marketable value and hence are valued at Rs.1/- each)	334,100	334,100
Total non-current investments	334,100	334,100

Note 3 (b): Other financial assets	As at 31st March 2019	As at 31st March 2018
(i) Derivatives Foreign-exchange forward contracts Foreign currency options Interest rate swaps	- - -	- - -
(ii) Others Security deposits Indemnification assets	- -	- .
Total loans	-	-

Note 4 : Financial Assets Note 4(a) : Cash and cash equivalents	As at 31st March 2019	As at 31st March 2018
Balances with banks - in Current accounts - in EEFC accounts	439,335 -	377,355 -
Deposits with maturity of less than three months	-	-
Cash on hand	1,718	1,458
Total cash and cash equivalents	441,053	378,813

Note 4(b) : Bank balances other than (iii) above	As at 31st March 2019	As at 31st March 2018
Other Bank Balances In Deposit Account	-	1,503,301
Bank balances other than (iii) above	-	1,503,301

Notes to Financial Statements Note 5 : Other current assets	As at 31st March 2019	As at 31st March 2018
Income Tax Refund receivable	15,959	12,651
Total Other current assets	15,959	12,651

Note 6 : Equity	As at 31st March 2019	As at 31st March 2018
(a) Equity share capital Authorised 1,50,00,000 Equity Shares of Rs. 10/- each (Previous year 1,50,00,000 Equity Shares of Rs. 10/- each)	1,50,00,000	1,50,00,000
Issued, Subscribed and Fully Paid up Share Capital: 7452800 Equity shares of Rs. 10/- each)	74,528,000	74,528,000

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March 2019	As at 31st March 2018
At the beginning of the year	7,452,800	7,452,800
Add: Issued during the year	-	-
At the end of the year	74,528,000	74,528,000

b) Details of shareholders holding more than 5% equity shares in the Company

Name of the share holder	31st March 2019	31st March 2018
Dr Mohan Swami	2,952,879	2,952,879
Chase Perdana Sdn Bhd	1,243,021	1,243,021

c) Terms/rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. Each holder of Equity Shares is entitled to one vote per share.

As per the Companies act 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. However no such preferential amount exist currently.

The distribution will be in proportion to the number of equity shares held by the shareholders

Notes to Financial Statements Note 7 : Reserves and surplus	As at 31st March 2019	As at 31st March 2018
(a) Capital Reserve	35,960	35,960
(b) Revaluation Reserve	136,142	136,142
(c) General Reserve	244,480	244,480
(d) Retained earnings (Note: 7(a))	(74,282,524)	(73,140,617)
Closing Balance	(73,865,942)	(72,724,035)

Note: 7(a) Retained earnings	As at 31st March 2019	As at 31st March 2018
Opening balance	(73,140,617)	(71,924,067)
Net Loss for the period	(1,141,907)	(1,216,550)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	-	-
- Share of OCI of associates and joint ventures, net of tax	-	-
- Transfer to retained earnings of FVOCI equity investments, net of tax	-	-
- Transactions with NCI	-	-
- Transfer to debenture redemption reserve	-	-
Dividends	-	-
Closing balance	(74,282,524)	(73,140,617)

Note 9 : Other current liabilities	As at 31st March 2019	As at 31st March 2018
Audit fee payable	64,900	-
Professional fees payable	8,850	147,482
Expenses payable	-	268,145
Salaries payable	30,000	12,000
TDS payable	27,802	3,100
Total Other current liabilities	131,552	430,727

Note 10 : Other income and other gains/(losses)	As at 31st March 2019	As at 31st March 2018
Interest income from financial assets mandatorily measured at FVTPL	33,815	130,626
Other Income-Income tax Refund Interest	-	1,038
Total Other income and other gains/(losses)	33,815	131,664

Note 10 : Employee benefit expense	As at 31st March 2019	As at 31st March 2018
Salaries, wages and bonus	250,370	134,000
Contribution to provident fund	-	-
Employee share-based payment expense	-	-
Gratuity	-	-
Leave compensation	-	-
Post-employment pension benefits	-	-
Post-employment medical benefits	-	-
Staff welfare expenses	480	533
Total Employee benefit expense	250,850	134,533

Note 12 : Depreciation and amortisation expense	As at 31st March 2019	As at 31st March 2018
Depreciation of property, plant and equipment	3,329	1,030
Depreciation on investment properties	-	-
Amortisation of intangible assets	-	-
Total Depreciation and amortisation expense	3,329	1,030

Note 13 : Other expense	31st March 2019	31st March 2018
Rent & Electricity Charges	148,341	144,000
Rates and taxes, excluding taxes on income	331,363	352,127
Meeting expenses	11,547	11,587
Audit Fees		
a) Statutory Auditor	55,000	55,000
b) Income tax filing Matters	10,500	8,000
c) GST on Audit fees	9,900	8,250
Communication expenses	13,445	17,875
Postage, printing & stationery	13,889	84,722
Legal & Professional charges	540,346	478,030
Bank charges	708	7,875
Travelling & Conveyance expenses	13,140	16,065
Office Maintenance	3,100	1,914
Advertisement	102,370	27,204
Total Other expense	1,253,649	1,212,649

Note 14 : Other expense	31st March 2019	31st March 2018
Details of exceptional items (Write back of current liabilities which is no longer payable)	332,106	-
Prior period items	-	-
Details of extraordinary items	-	-
Provison for investments, loans, advances, etc	-	-
Foreign currency transaction gain/loss amount set aside/withdrawn from reserves	-	-
Value of imports on CIF		
Expenditure in foreign councurrency		
Royalty		
Know-how		
Professional and consultation fees		
Interest	-	-
Other matters	-	-
% consumption of imported/indigenous raw material	-	-
dividend paid to NRI	-	-
Earning in foreign exchange	-	-
export of goods under FOB	-	-
Royalty, know-how, professional and consultation fee	-	-
Interest and dividend	-	-

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(in Rupees)

Particulars	2018-19	2017-18
Cash flow from operating activities	Rs. P.	Rs. P.
Net profit / (Loss) before taxation	(1,141,907)	(1,216,550)
Adjustments for :		
Loans & Advances written off	-	-
Depreciation	3,329	1,030
Operating profit before working capital changes	(1,138,578)	(1,215,520)
Decrease/(Increase) in loans & advances	-	11,250
Decrease/(Increase) in Other Current Assets	(3,308)	10,381
Increase/(Decrease) in liabilities	(299,175)	54,010
Increase/(Decrease) in Fixed Asset	-	-
Cash generated from operations	(1,441,061)	(1,139,879)
Cash flow from extraordinary item	-	-
Net cash from operating activities	(1,441,061)	(1,139,879)
Cash flows from investing activities		
Investments/(Maturity) of Fixed Deposits	1,503,302	1,095,107
Net cash flow investing activities	1,503,302	1,095,107
Cash flow from financing activities		
Increase/(Decrease) in unsecured loans	-	-
Net cash used in financing activities	-	-
Net increase/(decrease) in Cash and Cash Equivalents	62,241	(44,772)
Opening Balance of Cash and Cash Equivalents	378,812	423,584
Closing Balance of Cash and Cash Equivalents	441,053	378,812

Notes:

The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Ind AS 7 on Cash Flow Statement

	As at 31/03/2019	As at 31/03/2018
Cash on hand	1,718	1,457
Balances with banks	439,335	377,355
Cash and Cash equivalents as restated.	441,053	378,812

Vide our report of even date attached

For EPSOM PROPERTIES LIMITED

For S VISHNU & CO

Chartered Accountants
FRN 005179S

Dr C SIVAKUMAR REDDY

Managing Director

DIN: 00809776

Place: Chennai

Dated : 30/05/2019

K BHAKTHAVATSALA

REDDY

Director DIN: 00697854

D. RAVINDRANATH

REDDY

Chief Financial Officer

(S VISHNU)

Partner

M. No 026131

EPSOM PROPERTIES LIMITED

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

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.

I / we hereby record my / our presence at the Thirty Second Annual General Meeting of Epsom Properties Limited on 22nd day of July 2019, on Monday, at 11.30 a.m. at South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014

--

Name of the Member / Proxy / Authorised Representative * _____

Signature of the Member / Proxy / Authorised Representative * _____

*strike off whichever is not applicable

Notes:

- The Company will accept only Attendance Slip of a person personally attending the Meeting as a Member or valid proxy duly registered in time with the Company. The Company will not accept Attendance Slip from any other person even if signed by a Member. Members are requested not to be accompanied by non-Members or children.
- Persons representing Bodies Corporate are required to submit original Resolution of the Board of Directors or other governing body of such Member, authorizing such person to act as its representative under Section 113 of the Companies Act, 2013.
- Shareholders/Proxy Holder/Authorised Representative attending the meeting should bring his/her copy of the Notice for reference at the Meeting.
- E-voting particulars are set out below:

EVEN (Electronic Voting Sequence Number)	PAN / SEQ. No.	User ID	Password
			Please refer Notice in Annual Report for instructions

E-voting facility will be open during the following period.

Commencement of E-voting	End of E-voting
19.07.2019 (9:00 A.M.)	21.07.2019. (5:00 P.M.)

EPSOM PROPERTIES LIMITED

(CIN: L24231TN1987PLC014084)

REGISTERED OFFICE: "Regency House", 2A, Second Floor, 250/7, Anna Salai, Teynampet,
CHENNAI - 600 006**Form No. MGT-11****Proxy form***[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the member (s) :

Registered address :

E-mail Id:Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:.....

Address:

E-mail Id:

Signature:, or failing him

2. Name:.....

Address:

E-mail Id:

Signature:, or failing him

3. Name:.....

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the Company, to be held on the 22nd day of July, 2019, on Monday, at 11.30 a.m. at South India Hire Purchase Association, Nahar Hall, Desabandhu Plaza, 1st Floor, 47, Whites Road, Royapettah, Chennai - 600 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

ORDINARY BUSINESS

1. To adopt Financial Statements for the year ended March 31, 2019.
2. To appoint Dr. Mohan Swami (DIN 00624075), who retires by rotation.
3. To appoint Statutory Auditors of the Company.

SPECIAL BUSINESS:

4. To re-appoint Dr. C Sivakumar Reddy (DIN: 00809776) as Managing Director of the Company.
5. To re-appoint Ms. Yogeshwary (DIN: 06629965) as an Independent Director.
6. To re-appoint Ms. Gomathi Vaidyanathan (DIN: 01305781) as an Independent Director.
7. To re-appoint Mr. Kandala Reddy Bhakthavatsala (DIN: 00697854) as an Independent Director.
8. To Increase in Borrowings.
9. To Powers to hypothecate etc.

Signed this day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

EPSOM PROPERTIES LIMITED

(CIN: L24231TN1987PLC014084)

REGISTERED OFFICE: "Regency House", 2A, Second Floor, 250/7, Anna Salai, Teynampet,
CHENNAI - 600 006**Form No. MGT-12
Polling Paper***[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]*Name of the Company: Epsom Properties Limited Registered office:
"Regency House", 2A, Second Floor, 250/7, Anna Salai, Teynampet, Chennai - 600 006**BALLOT PAPER**

Sl. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Ordinary resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS				
1.	Adoption of Financial Statements for the year ended March 31, 2019			
2.	Appointment of Dr. Mohan Swami (DIN 00624075), Director who retires by rotation.			
3.	Appointment of Statutory Auditors of the Company.			
SPECIAL BUSINESS				
4.	Re-appointment of Dr. C Sivakumar Reddy (DIN: 00809776) as Managing Director of the Company.			

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
5.	Re-appointment of Ms. Yogeshwary (DIN: 06629965) as an Independent Director			
6.	Re-appointment of Ms. Gomathi Vaidyanathan (DIN: 01305781) as an Independent Director:			
7.	Re-appointment of Mr. Kandala Reddy Bhakthavatsala (DIN: 00697854) as an Independent Director			
8.	Increase in Borrowings			
9.	Powers to hypothecate etc.			

Place:

Date:

(Signature of the Shareholder)



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Teynampet, Chennai - 600 006

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