

NOTICE OF 19TH ANNUAL GENERAL MEETING

Notice is hereby given that the **19th Annual General Meeting** of the Members of **M/S. RAMSONS PROJECTS LTD.** will be held on Tuesday, the 24th day of September, 2013 at 4.30 P.M. at Mapple Exotica, Chattarpur Mandir Road, Satbari, New Delhi – 110074 to transact the following business:

ORDINARY BUSINESS(S):

1. To receive, consider and adopt the Audited Balance Sheet as on March 31,2013 and the Profit and Loss Account for the financial year ended March 31, 2013, together with the Reports of Directors & the, Auditors' thereon.
2. To appoint a Director in place of Mr. Sunil Batta, Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

By order of the Board of Directors

Sd/

(Bipin Bihare)
General Manager (Corporate Affairs)
& Company Secretary

Place: Gurgaon
Date: 31-08-2013

NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The instrument appointing a Proxy, in order to be valid and effective, must be deposited at the Registered Office of the company, not later than 48 hours before the meeting. A proxy form is attached herewith.
3. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
4. The Register of Members and Share Transfer Books will remain closed from Friday, the 20st September 2013 to Tuesday, the 24th September 2013 (both days, inclusive).
5. The Members holding shares in physical form are requested to intimate to the Registrar and Transfer Agent, Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase –I, New Delhi - 110028, change of address, if any, at the

earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.

6. Members holding shares in more than one folio in identical order of names are requested to write to R&TA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
7. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.
8. Members / Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
9. Pursuant to the requirements of clause 49 of the Listing Agreement entered into with stock exchanges, the information about the Directors purposed to be appointed/ reappointed is given in the Annexure to the notice.

By order of the Board of Directors

Sd/

(Bipin Bihare)

General Manager (Corporate Affairs)
& Company Secretary

Place: Gurgaon

Date: 31-08- 2013

**Details of the Directors seeking appointment/ re-appointment at the forthcoming AGM
(In pursuant to clause 49 of the Listing Agreement)**

Name of Director	Mr. Sunil Batta
Date of Birth	02-09-1960
Date of Appointment	02-08-2011
Qualification	B.Sc. Engg.(Civil)
Experties in specific functional area	Business Management and Development
DIN	00053183
List of Directorships held in other companies	1. MINES MANAGEMENT (INDIA) PRIVATE LIMITED 2. WOVEN STONES PRIVATE LIMITED 3. BEACHFRONT RESORT PRIVATE LIMITED 4. COPIA PROJECTS PRIVATE LIMITED
Membership of Committees of the Board of other company	NIL
Shareholding of Non-Executive Director in Ramsons Projects Ltd.	NIL

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 19th Annual Report together with audited statements of accounts of the Company for the year ended March 31, 2013.

FINANCIAL RESULTS

The financial results of the Company for the year under review are compared below with the previous year's results for your consideration:

	(Rs. in Lacs)	
	For the Year ended 31-03-2013	For the Year ended 31-03-2012
Income from operations & Other income	28.93	22.71
Exceptional Income (Profit on sale of Land)	-	280.28
Profit/(Loss) before depreciation & Interest	23.03	274.60
Interest	-	1.60
Depreciation	0.26	0.41
Profit/(Loss) before tax	5.64	272.58
Provision/Payment for Income Tax	0.05	50.38
Income Tax for last year	8.04	(0.087)
Profit/(Loss) After Tax	(2.46)	222.29
Surplus brought forward from Previous Year	281.78	59.50
Surplus carried to Balance Sheet	279.32	281.79

OVERALL PERFORMANCE

During the year under review the company has made a profit of Rs.5,58,506/- before considering provision of tax for previous year.

DIVIDEND

The Board of Directors don't recommend any dividend for the year.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Managements Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

Your company has complied with the mandatory provisions of clause 49, relating to Corporate Governance, of the Listing Agreement with the Stock Exchanges. A comprehensive report on Corporate Governance forming part of the Directors' Report and the certificate from the practicing company secretary confirming the compliance of conditions on corporate governance is included in the Annual Report.

FUTURE PROSPECTS

Non-banking financial companies (NBFCs) are fast emerging as an important segment of Indian financial system. It is performing as financial intermediation in a variety of ways, like making loans and advances, leasing, hire purchase, etc. They advance loans to the various wholesale and retail traders, small-scale industries and self-employed persons. Thus, they have broadened and diversified the range of products and services offered by a financial sector. Gradually, they are being recognized as complementary to the banking sector due to their customer-oriented services; flexibility and timeliness in meeting the credit needs of specified sectors; etc.

Realizing the present situation and future prospects of fund based activities for our size of companies and in the interest of all the stakeholders, the Board will take all appropriate measure to enhance the overall growth of the company.

AUDITORS

M/s. Sundeep Kumar & Associates, Chartered Accountants, Auditors of the company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Pursuant to Section 224(1B) of the Companies Act, 1956 they have confirmed that their appointment, if made, would be within the prescribed limits. Yours Directors recommend reappointment of M/s. Sundeep Kumar & Associates, Chartered Accountants, as Auditors of the company at the ensuing Annual General Meeting.

The notes to the accounts referred to in the Auditor's Report and the observations made in the Report under Companies (Auditor's Report) Order, 2003 are self-explanatory and therefore do not call for any further comments.

DIRECTORS

Mr. Sunil Batta Director of the Company will retire in ensuing Annual General Meeting and he is consented to be re-appointed as Director of the Company.

Brief resume, pursuant to clause 49 of the Listing Agreement of the Directors proposed to be appointed/ reappointed at the Annual General Meeting, nature of their expertise in specific functional areas and name of companies in which they hold directorship included in the notes to the Notice convening the Annual General Meeting.

DIRECTORS RESPONSIBILITY STATEMENT

The information required to be furnished in terms of section 217 (2AA) of the Companies Act, 1956 are set out hereunder:

Your Directors confirmed:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the directors had prepared the annual accounts on a going concern basis.

The Company's Internal Auditor have conducted periodic audits to provide reasonable assurance that the Company's established policies and procedures have been followed.

