



Ramsons Projects Ltd.

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Ref. RPL/2019/201

22.08.2019

The Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Dear Sir/Madam,

Sub: Annual Report of the Company for the Financial Year 2018-19

Ref.: Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and other regulations, as attracted and applicable, please find enclosed the Annual Report of the Company for the Financial Year 2018-19 along with the Notice of 25th Annual General Meeting, which is being dispatched/ sent to members by permissible mode(s).

The same will be made available on the Company's website, at <http://www.ramsonsprojects.com/>

The Schedule of AGM is set out as follows:

<u>Event</u>	<u>Date</u>	<u>Time</u>
Cut Off date to vote on AGM Resolutions	09-09-2019	NA
Book Closure Period	10-09-2019 to 16-09-2019	NA
Commencement and End of E-Voting Period	13-09-2019	09.00 a.m. IST
End of E-Voting Period	15-09-2019	05.00 p.m. IST
AGM Date	16-09-2019	11.30 a.m. IST

This is for your information and records.

Thanking you,
For Ramsons Projects Limited

Megha Goel
Company Secretary cum
Compliance Officer



Annexure: 1

1. Copy of Annual Report 2018-19 and Notice of AGM

Ramsons Projects Limited

**25th Annual Report
2018-19**

RAMSONS PROJECTS LIMITED

BOARD OF DIRECTORS

Mr. Sunil Sachdeva	Managing Director
Mr. Yogesh Sachdeva	Director
Mr. Sundeep Kalsi	Director
Ms. Jhum Jhum Sarkar	Director

Company Secretary cum Compliance Officer	-	Ms. Megha Goel
Chief Financial Officer	-	Mr. Harish Chhabra
Registered Office	-	815, 8th Floor, Hemkunt Chambers 89 Nehru Place, New Delhi-110019
Corporate Office	-	5 th Floor, Tower-B, SAS Tower, Sector 38, Gurugram – 122001
Auditors	-	NVM & Co. Chartered Accountants J-30, First Floor, Lajpat Nagar-III New Delhi-110024
Secretarial Auditor	-	M/s. K.K. Singh and Associates Company Secretaries 384P, Sector-40, Gurgaon-122003
Registrar and Transfer Agent	-	Link Intime India Private Limited Noble Heights, 1 st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi 110058

Ramsons Projects Limited

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Annual General Meeting

Day & Date : Monday, September 16, 2019

Time : 11:30 am

Venue : Bellamondè Hotel located near Chattarpur Mandir Road, Shahoorpur Extension, IIPM, Sat Bari, New Delhi 110074

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 25th Annual Report together with Audited Annual Financial statements of the Company for the financial year ended March 31, 2019.

FINANCIAL RESULTS

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

	(Rs. in Lacs)	
	For the Year ended 31-03-2019	For the Year ended 31-03-2018
Income from operations & Other income	20.62	69.29
Expenses except Depreciation	18.58	20.60
Depreciation	0.04	0.06
Profit/(Loss) before tax	1.99	48.62
Provision/Payment for Income Tax	0.84	3.57
Profit/(Loss) After Tax	1.15	45.05
Surplus brought forward from Previous Year		331.46
Surplus carried to Balance Sheet		332.62

OVERALL PERFORMANCE

During the year under review, your Company has earned Profit of Rs. 1,15,790/- after tax. Your management is working towards growth and development of the Company and we are striving to achieve the milestones and planned target in the next couple of years.

FINANCE AND CAPITAL STRUCTURE

During the year under review, there is no change in the capital structure of the Company. The present authorized capital of the Company is Rs. 4,00,00,000/- and the paid-up share capital is Rs. 3,00,65,000/-.

AMOUNT, IF ANY, WHICH THE BOARD PROPOSES TO CARRY TO ANY RESERVES

During the year under review, your Company has transferred Rs. 23,158/- to statutory reserves u/s 45IC pursuant to requirement of RBI guidelines.

DIVIDEND

Your Directors have not recommended any dividend for the year under review due to paucity of divisible profits.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015, is presented in a separate section forming part of the Annual Report and marked as *Annexure "I"*.

CORPORATE GOVERNANCE

Your company has complied with the mandatory provisions of SEBI (LODR) Regulations, 2015, relating to Corporate Governance 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 and marked as *Annexure "II"*.

BUSINESS & OPERATIONS

Non-Banking Financial Companies

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.

AUDITORS & AUDIT REPORT

M/s. NVM & COMPANY, Chartered Accountants having FRN: 012974N, were appointed as a Statutory Auditors of the company for the period of Five (5) years in the Annual General Meeting of the Company held on 25th September 2017.

The requirement relating to ratification of Auditors by the members of the Company at every AGM has been dispensed with by the Companies Amendment Act, 2017 vide Notification No. S.O. 1833(E) dated May 07th, 2018. Pursuant to the said amendment, during the five-year term of appointment / re-appointment of Statutory Auditors, ratification of the appointment / re-appointment by the members at the Annual General Meeting is not required.

Accordingly business item of ratification of appointment of Statutory Auditors is not included in the Notice calling 25th Annual General Meeting of the Company.

The Auditor's Report does not contain any qualification and the same are self-explanatory and therefore do not call for any further comment thereon.

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 had appointed M/s. K. K. Singh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2018-19. The Secretarial Audit Report is given as *Annexure 'III'* forming part of this Annual Report.

Explanation and comments of Board on observation in Secretarial Audit Report are as under:-

- a. *Updation of the website of the Company is under process in terms of SEBI (LODR) Regulations, 2015.*

As per Regulation 15 of the SEBI (LODR) Regulations 2015, Company has been exempted with major provisions of Regulation 46 and very few information is to be disseminated on the website of the Company, accordingly, we are updating the website as per the applicable provisions of SEBI (LODR) Regulations.

- b. *The 100% shareholding of promoters was not in demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015.*

Company has intimated the promoters whose shares are in physical form to change their holding in Demat form.

- c. *The disclosure to the stock exchange w.r.t. resignation of Company Secretary of the Company was not disclosed within prescribed time period. Further, the outcome of the Board Meeting to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meeting held on 08.02.2019 was not made separately as required under Regulation 30, however the Financial Results has been reported under Regulation 33 of the SEBI (LODR), Regulation, 2015.*

Since the resignation of Mr. Gaurav Mishra has been accepted on 27.09.2018, the same has been intimated to BSE on October 1, 2018. Due to AGM work, the same has been inadvertently missed to be reported within prescribed time.

The Company in their meeting held in Financial Year 2018-19 on 08.02.2019 has not transacted any business other than approval of quarterly financials and the same has been intimated to Stock Exchange under Regulation 33 of SEBI (LODR) Regulations, 2015. The same has been inadvertently missed to be reported under Regulation 30 of SEBI (LODR) Regulations, 2015 as well.

- d. The Annual Return and the Certificate from Statutory Auditors to the Reserve Bank of India had not been furnished within prescribed time period due to some technical error.*

For the reason of blocking of COSMOS ID due to some technical glitch, the Company was unable to file RBI Returns on time. The Company was in continuous follow up with RBI for resolving the issue and as soon as the issue was resolved, the company has filed the same with RBI.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Gaurav Mishra has resigned from the post of Company Secretary w.e.f 31/10/2018 and Ms. Megha Goel was appointed as a Company Secretary of the Company w.e.f. 03/12/2018. Mr. Sunil Sachdeva, who was liable to retire by rotation at Annual General Meeting, held on 27/09/2018 and being eligible, he has been reappointed as Director of the Company in the AGM held for the Financial Year 2017-18.

Further, Mr. Yogesh Sachdeva, holding DIN: 00171917, is retiring Director at the upcoming Annual General Meeting of the Company and being eligible, offered themselves for re-appointment as Director at the ensuing Annual General Meeting of the Company.

Brief resume, pursuant to Regulation 36 of SEBI (LODR) Regulations 2015 of the Directors proposed to be appointed/ reappointed at the ensuing Annual General Meeting, nature of his expertise in specific functional areas and name of the Listed Companies in which he/she holds directorship is included in the notes to the Notice convening the Annual General Meeting.

NUMBER OF MEETINGS OF THE BOARD

During the Year of report, 07 Board Meeting were held and details of same are given in Corporate Governance Report which forms the part of this report.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under SEBI (LODR) Regulations, 2015. The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Independent Directors of the Company has also reviewed the performance of the Executive Directors.

AUDIT COMMITTEE

The Board has constituted the Audit Committee. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The details of the Audit Committee along with Meetings held during the year are covered in the Corporate Governance Report which forms part of this Report.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The details of the Whistle Blower Policy, is covered in the Corporate Governance Report which form part of this Report.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The details of Internal Financial Control Systems and their adequacy are included in Management Discussion and Analysis which form part of this report.

POLICY ON DIRECTOR’S APPOINTMENT, REMUNERATION AND OTHER DETAILS.

Policy on Director’s Appointment, Remuneration and other details as provided under Section 178(3) of the Company has been disclosed in Corporate Governance Report and Extracts of the Annual Return which forms an integral part of the Director’s Report.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

During the year under review, there is no Subsidiary/Joint Venture/Associate Companies of the Company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements and which forms an Integral Part of the Annual Report.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of annual return is given in *Annexure IV* and also available on the website of the Company i.e. www.ramsonsprojects.com in the prescribed Form MGT-9, which forms part of this report.

TRANSACTIONS WITH RELATED PARTIES

None of the transactions falls under the scope of Section 188(1) of the Act.

RISK MANAGEMENT POLICY

During the period under review, the Board is of the opinion that there are no threatening circumstances which may threaten the existence of the Company.

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company are required to furnish the information in terms of section 134 (5) of the Companies Act, 2013 and to best of their knowledge and ability, confirms that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- b) 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;
- c) 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;
- d) The directors had prepared the annual accounts on a going concern basis;

- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws including secretarial standards and these systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operationally effective during the Financial Year 2018-19.

PARTICULARS OF REMUNERATION OF DIRECTORS, KMP's AND EMPLOYEES

A statement containing the details of the Remuneration of Directors, KMP's and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 cannot be calculated because no salary has been given to any director during the year.

However salary paid to KMP i.e. Company Secretary has been disclosed in Extracts of Annual Return *Annexure -IV* which forms the part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information with respect to Conservation of Energy, Technology Absorption & Foreign Exchange Earning and Outgo, pursuant to section 134 (3) (m) of the Companies Act, 2013 is as follows:-

- a. Conservation of Energy: The operations of the Company are not power intensive. Nevertheless, the Company continues its efforts to conserve energy whenever practicable by economizing the use of power.
- b. Technical Absorption: Nil
- c. Foreign Exchange earnings and out go: Nil

DEPOSITS

The Company has not accepted any deposits from public till date within the meaning of Chapter V of the Companies Act, 2013 and rules made there under.

CORPORATE SOCIAL RESPONSIBILITY

The Provisions of Corporate Social Responsibilities as per provisions of the Companies Act, 2013 and rules made there under are not applicable on the Company.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace.

There was no case of sexual harassment reported during the year under review.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS.

There has been no order passed by any Regulator, Court or Tribunal against the Company which can impact its going concern status and company's operation in future.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the continued support and cooperation of the shareholders, bankers, various regulatory and government authorities and employees of the Company. Your support as shareholders is greatly valued. Your directors thank you and look forward to your continuance support.

By order of the Board
For Ramsons Projects Limited

Sunil Sachdeva
Managing Director
DIN-00012115
Add: A-10/6, Vasant Vihar,
New Delhi 110057

Sundeep Kalsi
Director
DIN-01493597
Add: H-3, Aaron Ville,
Sohna Road, Sec-48,
South City-II, Gurugram 122018

Place: Gurugram
Date: 09-08-2019

RAMSONS PROJECTS LIMITED
MANAGEMENT DISCUSSION AND ANALYSIS REPORT
NBFC – INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENT

Industry Structure and developments

The business of the Company is that of a Non Banking Finance Company (NBFC).

Non Banking Financial Companies (NBFCs) have become an integral part of India's financial system. In recent times, NBFC's have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers. In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban areas. NBFC's are playing significant role in financing the road transport and infrastructure and have reached the gross root level through Micro finance.

Outlook on opportunities, threats, risks & concerns

The company is consolidating its position and looking better prospect in the days to come. The Company is making its best efforts to realize the maximum from the customers by taking recourse of legal remedies where warranted.

Internal Control Systems and their adequacy

The Company has adequate internal control procedures commensurate with the size and nature of the business. The internal control system is supplemented by regular reviews by the management and well-documented policies and guidelines to ensure reliability of financial and all other records and to prepare financial statements and other data. Moreover, your Company continuously upgrades these systems in line with the best accounting practices. The Company has independent audit systems to monitor the entire operations and the Audit Committee of the Board reviews the findings and recommends for better audit procedures and systems as may be required. It is ensured that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly to keep constant check on the cost structures and to prevent revenue leakages.

Financial Performance

The Financial performance of the Company is given as under:-

	(Rs. in Lacs)	
	For the Year ended 31-03-2019	For the Year ended 31-03-2018
Income from operations & Other income	20.62	69.29
Expenses except Depreciation	18.58	20.60
Depreciation	0.04	0.06
Profit/(Loss) before tax	1.99	48.62
Provision/Payment for Income Tax	0.84	3.57
Profit/(Loss) After Tax	1.15	45.05
Surplus brought forward from Previous Year		331.46
Surplus carried to Balance Sheet		332.62

Opportunities

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, consumer retail finance 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.

Segment Information

The primary business segment of the Company is NBFC activities which include disbursement of to Retail Customers and Small Companies and Firms and Investment activities.

Threats

- High cost of funds
- Slow industrial growth
- Stiff competition with NBFCs as well as with banking sector
- Non-performing assets
- Changes in Technology
- Entry of New players
- Government Policies

Risk and Concerns

Growth of the Business of the Company is linked to the overall economic growth. Macro risk to the business can be adverse changes to the economy and policies of Reserve Bank of India and policies of Government of India. Volatility in Non-performing assets can be other significant risk.

Outlook

The Company is seeking to improve its NBFC business. To strengthen its NBFC business, company is exploring the opportunities in consumer retail finance.

Human Resources

Your company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial and qualitative pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance. The total number of Key Employee employed at the Company is 2 (Two).

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

	Ratio	As at 31-03-2019	As at 31-03-2018	Significant Change (If any) and Reason
a)	Current Ratio	11.45	12.68	No Significant Change

b)	Operating Profit Margin (%)	10.85	-0.74	No Significant Change
c)	Net Profit Margin (%)	9.68	70.18	Change in Net profit Margin is more than 25% as compared to last year because the Company has earned enhanced compensation in Previous Year.

The Other Ratio's such as Debtors Turnover Ratio, Inventory Turnover Ratio, Interest Coverage Ratio and Debt Equity Ratio are not applicable on the Company.

Disclaimer

Certain Statements in the management Discussion and Analysis describing the company's views about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments etc. may further influence the company's operations or performance.

By order of the Board
For Ramsons Projects Limited

Sunil Sachdeva
Managing Director
DIN-00012115
Add: A-10/6, Vasant Vihar,
New Delhi 110057

Sundeep Kalsi
Director
DIN-01493597
Add: H-3, Aaron Ville,
Sohna Road, Sec-48,
South City-II, Gurugram 122018

Place: Gurugram
Date: 09-08-2019

RAMSONS PROJECTS LIMITED
REPORT ON CORPORATE GOVERNANCE

1. A brief statement on company's philosophy on code of governance

The Company has always maintained that efforts to institutionalize corporate governance practice cannot solely rest upon adherence to a regulatory framework. An organization's business practices, referred in the values, personal beliefs and actions of its employees, determine the quality of corporate governance.

The Board of Directors fully support and endorse corporate governance practices as provided in the listing agreements.

In compliance with the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, the company hereby submits the report on the matters mentioned in the said regulations and practices followed by the company for the financial year ending on 31st March, 2019:

2. Board Of Directors

Composition of the Board

The Board of Directors of Ramsons Projects Ltd. has an optimum combination of executive and non executive directors. As on 31st March 2019, the Board of Directors of the company comprises of 4 (Four) Directors out of which 2 (Two) directors are Independent. The composition of the Board is in conformity with SEBI (LODR) Regulations, 2015. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all the public limited companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meeting during the year under review and at the last Annual General Meeting, and also the number of Directorships and Committee positions held by them are as under:

Name of the Director and Business Relationship	Category of Directorship	#No. of other Directors hip as on 31-03-2019	No. of Committee position as on 31-03-2019		No. of Board Meetings attended during the year	Attendance at the 24th Annual General Meeting held on 27/09/2018
			Chairman	Member		
Mr. Sunil Sachdeva	Promoter & Executive	13	3	3	6	Yes

Mr. Yogesh Sachdeva	Promoter & Non – Executive	6	-	3	5	No
Mr. Sundeep Kalsi	Independent & Non Executive	13	3	1	7	Yes
Ms. Jhum Jhum Sarkar	Independent & Non Executive	1	-	2	2	No

Includes directorship in private companies and excludes directorship held in Foreign Companies.

Details of shareholding in the Company of the Non-executive Directors are as under:

Name of the Director	Category of Directorship	No. of Shares held in the Company
Mr. Yogesh Sachdeva	Promoter Non-Executive	Nil
Mr. Sundeep Kalsi	Independent Non-Executive	3,000
Ms. Jhum Jhum Sarkar	Independent Non-Executive	Nil

07 (Seven) Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held are as follows:

4th May, 2018 24th May 2018 10th August 2018 4th September, 2018
17th October, 2018 3rd December, 2018 8th February, 2019

3. Code of Conduct

The Board has laid down Code of Conduct for the members of the Board of the Company. All Board Members have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of this Report.

4. Relationship between Directors

The disclosures of relationship between Directors are as under:

Sr. No.	Name of the Director	Nature of relationship
1.	Mr. Sunil Sachdeva	Brothers
2.	Mr. Yogesh Sachdeva	

5. Information in case of Appointment or Re-appointment of Director at the ensuing AGM.

Mr. Yogesh Sachdeva, (DIN - 00171917) retires by rotation in terms of Section 152 (6) and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting of the Company.

6. Skill & Expertise of Directors:

Name of the Director	Category of Directorship	skills/expertise/competencies identified by the Board of Directors
Mr. Sunil Sachdeva	Promoter Executive	Socially driven entrepreneur having in-depth experience in setting up various projects with outstanding achievements both at national and international level.
Mr. Yogesh Sachdeva	Promoter Non-Executive	Socially driven Entrepreneur with expertise in Business Development Management, both at national and international level, also having professional qualification and educational degree of B.SC from Maharishi Dayanand University.
Mr. Sundeep Kalsi	Independent Non-Executive	Professional with degree of Post Graduation in Statistics and working experience of over 30 years in Business Development.
Ms. Jhum Jhum Sarkar	Independent Non-Executive	Professional with over 15 years of experience and exposure in corporate; commercial law, contractual, Consumer, Civil Criminal matters, Consumer cases, Labour matters, trademark, patent, statutory and regulatory Compliance.

7. Audit Committee

(I) Constitution of Audit Committee:

The Board of Directors has constituted the Audit Committee as per the requirements of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015, comprising of two non-executive Independent Directors and One Non-Executive Director. All the members of the Audit Committee are financially literate.

The Committee consists the following:-

Name of the Members	Position Held	Category
Mr. Sundeep Kalsi	Chairman	Non - Executive -- Independent Director
Mr. Yogesh Sachdeva	Member	Non - Executive -- Promoter Director
Ms. Jhum Jhum Sarkar	Member	Non - Executive -- Independent Director

The Company Secretary of the Company acts as the secretary to the Committee.

(II) Meetings of the Audit Committee

During the year ended March 31, 2019, four Audit Committee meetings were held. The attendance of each Audit Committee member is as follows:

Name of the Audit Committee Member	No. of meeting held	No. of meeting attended
Mr. Sundeep Kalsi	4	4
Mr. Yogesh Sachdeva	4	3
Ms. Jhum Jhum Sarkar	4	4

4 (Four) Audit Committee Meetings were held during the year. The dates on which the said meetings were held are as follows:

16th May 2018 2nd August, 2018 17th October 2018 8th February, 2019

(III) Powers of Audit Committee

The Audit Committee of the company is vested with the following powers:

- To investigate any activity within its terms of reference.
- To seek information from any employee.

- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

(IV) Role of Audit Committee

The terms of reference/role stipulated by the Board for the Audit Committee, as contained under Regulation 18 of the SEBI (LODR) Regulations 2015 are as follows:

- Oversight of the company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with management the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required being included in the Director's Responsibility Statement to be included in Boards Report in terms of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on exercise of judgment by management.
 - Significant adjustments made in the financial statement arising out of audit findings.
 - Compliance with the listing and other legal requirements relating to the financial statements.
 - Disclosure of any related party transaction.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors and adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with auditors on any significant findings and follow up there on.
- Reviewing findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.

- Discussions with external auditors before the audit commences, nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the whistle blower mechanism, in case the same is existing.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(V) Review of information by Audit Committee

The audit committee reviews the following information:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions
- Management letter/letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the chief internal auditor.

(VI) Performance evaluation criteria for Independent Directors

Executive Directors and Non-Executive Directors of the Company evaluated the performance of Independent Directors during the year on the following parameters:

- Exercise of objective independent judgment in the best interest of Company;
- Ability to contribute to and monitor corporate governance practice; and
- Adherence to the code of conduct for independent directors.

(VII) The Board of Directors hereby confirms that in the opinion of the board and based on the Declaration from Independent Directors, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

8. Subsidiary Company

The Company has no subsidiary company.

9. Nomination and Remuneration Committee

- (I) **Constitution:** The Board of Directors of the company has constituted a Nomination and Remuneration Committee, comprising of 2 (two) independent non-executive directors viz. Mr. Sundeep Kalsi, Chairman of the Committee, and Ms. Jhum Jhum Sarkar and 1(one) non executive director - Mr. Yogesh Sachdeva, as the Members of the Committee.

Name of the Nomination and Remuneration Committee Member	Position held	Category
Mr. Sundeep Kalsi	Chairman	Non-Executive - Independent Director
Mr. Yogesh Sachdeva	Member	Promoter Non-Executive Director
Ms. Jhum Jhum Sarkar	Member	Non-Executive - Independent Director

(II) Meetings of the Nomination and Remuneration Committee

During the year under ended March 31, 2019, 2 (Two) Nomination and Remuneration Committee meetings was held. The attendance of Nomination and Remuneration Committee member is as follows:

Name of the Audit Committee Members	No. of meeting held	No. of meeting attended
Mr. Sundeep Kalsi	2	2
Mr. Yogesh Sachdeva	2	2
Ms. Jhum Jhum Sarkar	2	2

2 (Two) Nomination and Remuneration Committee Meeting was held during the year on December 3rd, 2018 and February 8th, 2019 respectively.

(III) Remuneration Policy

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, remuneration policy is framed and adopted by the Company.

The brief Objective of the policy are:

- (a) To evaluate the performance of members of the Board of Directors and evaluation of the performance of Board of Directors as whole.

- (b) To recommend the Board on the Remuneration payable to Directors, KMP and other Senior Management.
- (c) To frame policies and remuneration structure in such manner that company may retain and motivate and promote talent required to run the company successfully.
- (d) To fix clear and appropriate performance benchmarks.

(IV) Details of remuneration to Directors

During the Year 2018-19, no remuneration was paid to Executive Director, Non-Executive Directors and Independent Directors.

10. Stakeholders Relationship Committee

- (I) At present Stakeholder Relationship Committee comprises of the following Directors viz. Mr. Sundeep Kalsi, Non-Executive Independent Director, as its Chairman, and Mr. Sunil Sachdeva, Promoter Executive Director, as its Members. The Committee looks into and redress shareholders’ complaint like non receipt of annual report/ balance sheet, non receipt of declared dividends, etc. and also oversees and reviews all matters connected with the delay in demat/transfer of securities.

The committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

(II) Composition of Stakeholder Relationship Committee

Name of the Stakeholder Relationship Committee Members	Position held	Category
Mr. Sundeep Kalsi	Chairman	Non-Executive Independent Director
Mr. Sunil Sachdeva	Member	Promoter – Executive - Managing Director

During the financial year 2018-19, one (1) meeting of Stakeholder Relationship Committee was held on 08/02/2019 and was attended by all the Members of the Committee.

(III) Name and Designation of Compliance Officer

Ms. Megha Goel has been appointed as Company Secretary cum Compliance Officer of the Company w.e.f 3rd December, 2018.

(IV) Details of Shareholder Complaints

No. Complaints Received	No. of Complaints Resolved	No. of Complaints Pending
Nil	Nil	Nil

11. Share Transfer Committee:

The Board has framed Share Transfer Committee. Composition of the committee is given hereunder.

Name of the Share Transfer Committee Members	Position held	Category
Mr. Sunil Sachdeva	Chairman	Promoter – Executive - Managing Director
Mr. Yogesh Sachdeva	Member	Promoter Non-Executive Director
Mr. Sundeep Kalsi	Member	Non - Executive Independent Director

During the year under review 1 (One) meeting of the Share Transfer Committee was held on 29/03/2019 and was attended by all the members of the Committee.

Powers of Share Transfer Committee:

- (i) To approve the transfer of share(s) held in Physical form.
- (ii) To approve issue of duplicate shares and resolve the dispute relating thereto.
- (iii) To approve Demat and Remat of shares.
- (iv) To resolve all issues relating to transfer of shares.
- (v) To resolve all issues relating to endorsement of transfer and duplicate shares.

The Stakeholder Relationship Committee of the company meet as and when necessary and/or to review the transfer effected by the Share Transfer Committee of the company to ensure proper coordination to bring betterment in the system. The company has no application for transfer of shares pending as on 31st March, 2019.

12. General Body Meetings

Location, time and date where the three immediately preceding Annual General Meeting of the company was held are given below:

Financial Year	Day & Date	Time	Venue	Any Special Resolution Passed
2015-16	Tuesday, 06 th September 2016	11:00 A.M.	Mapple Exotica, Chhatarpur Mandir Road, Satbari, New Delhi-110074	No
2016-17	Monday, 25 th September 2017	01: 30 P.M.	Mapple Exotica, Chhatarpur Mandir Road, Satbari, New Delhi-110074	No
2017-18	Saturday, 29 th September, 2018	11.30 A.M.	Claremont KNY Hotels, Aaya Nagar, Arjangarh, New Delhi-110047	No

13. Postal Ballots

During the year, no business was transacted by postal ballot.

14. Other Disclosures

- During the Financial Year 2018-19, there were no transactions of material nature with the directors or the management or its subsidiary or relative that had potential conflict with the interest of the company. Further, details of related party transactions are presented at Notes to Accounts of the Annual Report.
- The Board has adopted a Whistle Blower Policy to maintain highly ethical behavior, integrity and maintain high standards of Professionalism and honesty and to provide a Vigil Mechanism for Directors and Employees to raise their voice against any serious wrongdoing, abuse or malpractices and unethical matters.
- During the year no personnel has been denied access to Audit Committee. However, during the year no Director/Employees approached Audit Committee for any such issues.
- The company is regularly complying with all the mandatory requirements of the code of Corporate Governance and best endeavors are being done by the Company to comply with non-mandatory clause of Code of Corporate Governance.
- The Certificate has been obtained from Practicing Company Secretary stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

- Total fees for all services paid by the Company on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, during the year under review is Rs. 82600/- (Rupees Eighty Two Thousand Six Hundred Only)
- The Company has provided a direct access to woman employees to the members of Audit Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. There was no case of sexual harassment reported during the year under review.
- The mandatory compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulation, 2015 is not applicable to the Company pursuant to the Regulation 15 of SEBI (LODR) Regulations, 2015, since the paid up capital of company is less than Rupees 10 crore and net worth of the Company is less than 25 crore rupees.

15. Means of Communication

- The unaudited quarterly, half yearly and annual financial results of the company was announced as per Regulation 33 and Regulation 47 of the SEBI (LODR) Regulations, 2015, as applicable, during the year and has been submitted with Bombay Stock Exchange. The results of the Company are generally published in Financial Express and Naya India (Hindi). Results of the Company are also being uploaded on the website of the Company under the head Investor Relation <http://www.ramsonsprojects.com>.
- The Annual Report which includes *inter alias*, the Director's Report, the Report of Board of Directors on corporate governance, management discussion and analysis report and the audited financial results alongwith other relevant annexures and documents are circulated to the member. Further in terms of the SEBI (LODR) Regulations 2015 information on investor related issues (Record Dates/Book closures/price sensitive information) are communicated to the Stock Exchanges.

16. Details of non compliance and the Penalties imposed:

During the last three year, no penalty was imposed on the Company.

17. General Shareholder Information

I. AGM: Date, Time and Venue

Monday, 16th September, 2019, at 11:30 am at Bellamondè Hotel located near Chattarpur Mandir Road, Shahoopur Extension, IIPM, Sat Bari, New Delhi 110074.

II. Financial Year

For the Financial Year 2019-20 results will be announced on (tentative dates):

First Quarter	09th August, 2019
Second Quarter	11th November 2019
Third Quarter	10th February 2020
Fourth Quarter	11th May 2020

III. Dividend Payment Date: No dividend has been declared yet.

IV. Listing On Stock Exchange: The Shares of the Company are listed on: 07/08/1995

The Bombay Stock Exchange Limited
Stock Code: Equity 530925

Note: The Listing fees for financial year 2019-20 have been paid.

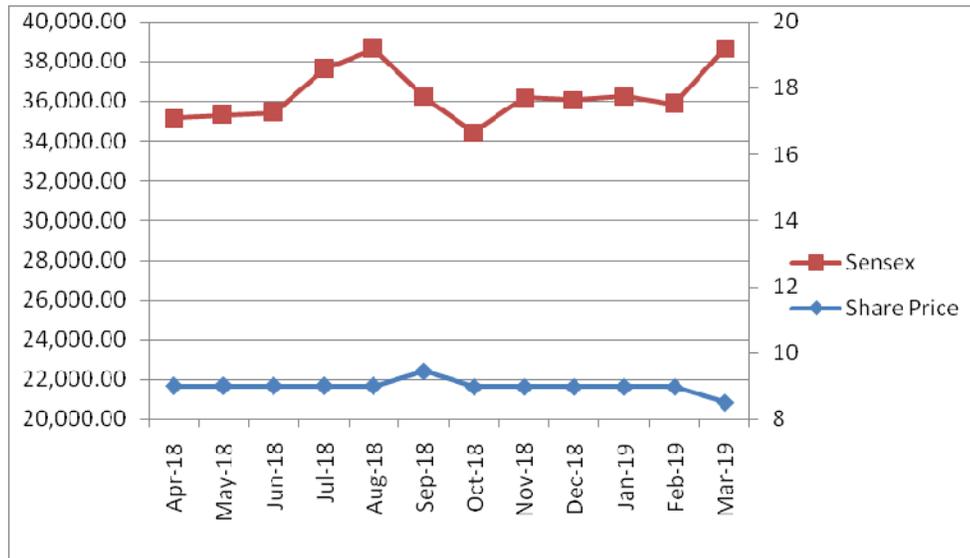
V. Stock Code:

Bombay Stock Exchange: 530925

VI. Market price data: High, Low during each month in last financial year

Month	High Price	Low Price
Apr-18	9.09	9
May-18	9.09	9
Jun-18	9.09	9
Jul-18	9.09	9
Aug-18	9	9
Sep-18	9.45	9.45
Oct-18	9.45	8.98
Nov-18	9.45	8.98
Dec-18	9.45	8.98
Jan-19	9.45	8.98
Feb-19	8.98	8.98
Mar-19	8.95	8.51

VII. Performance in comparison with BSE Index



VIII. Registrar and Transfer Agent

Link Intime India Private Limited
 Noble Heights, 1st Floor,
 Plot No. NH 2, LSC, C-1 Block,
 Near Savitri Market,
 Janakpuri, New Delhi-110058

IX. Share Transfer System

Physical transfers of the listed instruments are handled by the Registrar and Transfer Agents and processed within the stipulated time.

The company obtains a half yearly certificate of compliance from a practicing Company Secretary regarding the adherence to the timely transfer of shares as provided in Regulation 40(9) & (10) of the SEBI (LODR) Regulations 2015 and files a copy of the same with the stock exchanges.

X. Distribution of Shareholding as on 31/03/2019:

Group of Shares	No. of Shareholders	Percentage of Total Shareholders	No. of Shares held	Percentage of Shareholding
1-500	762	74.56	100815	3.35
501-1000	80	7.83	69944	2.33
1001-2000	61	5.97	97490	3.24
2001-3000	33	3.23	84274	2.80

3001-4000	19	1.85	67363	2.24
4001-5000	5	0.49	23300	0.78
5001-10000	28	2.74	241816	8.04
10001-above	34	3.33	2321498	77.22
Total	1022	100	3006500	100.00

XI. Dematerialization of Shares and Liquidity

The Company's shares are available for dematerialization with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31st March 2019. 1757154 equity shares representing 58.45% of the Shares are held in dematerialized form with NSDL and CDSL.

During the year, shares of the Company have been traded in Stock Exchange.

XII. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity. Not Applicable

XIII. Address for correspondence

**5th Floor, Tower-B, SAS Towers,
Sector-38, Gurgaon-122001, Haryana**

XIV. Certificate on Corporate Governance

As required under SEBI (LODR) Regulations 2015 a certificate issued by Practicing Company Secretary regarding compliance with Corporate Governance Norms is given as an Annexure to this Report.

By order of the Board
For Ramsons Projects Limited

Sunil Sachdeva
Managing Director
DIN-00012115
Add: A-10/6, Vasant Vihar,
New Delhi 110057

Sundeep Kalsi
Director
DIN-01493597
Add: H-3, Aaron Ville,
Sohna Road, Sec-48,
South City-II, Gurugram 122018

Place: Gurugram

Date: 09-08-2019

COMPLIANCE WITH CODE OF CONDUCT

As provided under Regulation 17 of SEBI (LODR) Regulations 2015, I, affirm that Board Members have confirmed compliance with the Codes of Conduct as applicable to them for the year ended 31st March, 2019.

For Ramsons Projects Limited

**(Sunil Sachdeva)
Managing Director
DIN-00012115**

**Place: Gurugram
Date: 09-08-2019**

CERTIFICATE

To,

The members of Ramsons Projects Limited

We have examined the compliance of conditions of Corporate Governance by Ramsons Projects Limited for the year ended March 31, 2019 as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedules thereon with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and representations made by the Directors and the management, we certify that the Company has complied with the conditions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the observations as given in the Report of Secretarial Auditor.

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

For K.K. SINGH & ASSOCIATES
Company Secretaries

CS Richa Singh
Partner
CP NO. - 16640

Place: Gurugram
Date: 09-08-2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Para C clause 10 (i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015)

**To,
The members of Ramsons Projects Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ramsons Projects Limited having CIN : L74899DL1994PLC063708 and having registered office at 815, 8th Floor, Hemkunt Chamber, Nehru Place, New Delhi-110019 (hereinafter referred to as '**The Company**'), produced before us 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 our opinion and to the best of our information, explanations furnished to us by the Company & its Directors and verifications (including Directors Identification Number (DIN) status as available to the portal www.mca.gov.in) done by us, we 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 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange, Ministry of Corporate Affairs, or any such other Statutory Authority.

Name of the Directors	DIN	Date of appointment
Mr. Sunil Sachdeva	00012115	30/01/2007
Mr. Yogesh Sachdeva	00171917	22/12/1994
Mr. Sundeep Kalsi	01493597	01/10/2007
Ms. Jhum Jhum Sarkar	07919658	25/09/2017

Ensuring the eligibility of, for the appointment/continuity, every Director on the Board is the responsibility of the management of the Company. Our responsibility is limited to express an opinion on this based on our verification.

**For K.K. SINGH & ASSOCIATES
Company Secretaries**

**Place: Gurugram
Date: 09-08-2019**

**CS Richa Singh
Partner
CP NO. - 16640**

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

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

To,
The Members,
M/s. Ramsons Projects Limited,
815, 8th Floor, Hemkunt Chamber,
Nehru Place, New Delhi – 110019.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “**Ramsons Projects Limited**” (hereinafter called as ‘the Company’). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Ramsons Projects Limited’s** books, papers, minute books, forms, 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, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 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:

We have examined the books, papers, minute books, forms, returns filed and other records maintained by **Ramsons Projects Limited (“The Company”)** for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956 (SCRA) and rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (**Limited to the clause 55A of SEBI (Depositories and Participants) Regulations, 1996, and as amended to clause 76 of SEBI (Depositories and Participants) Regulations, 2018**).

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(N.A. during the period under the review).**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(N.A. during the period under the review).**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(N.A. during the period under the review).**
 - (f) 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; **(N.A. during the period under the review).**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(N.A. during the period under the review).**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(N.A. during the period under the review).**
- vi. Being a Non-Banking Finance Company, we have seen the compliance of laws under other specifically applicable Acts, Laws and Regulations to the company, namely as follows:
 - a) Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
 - b) Respective Labour Laws to the extent applicable.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has satisfactorily complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above subject to the following observations:-

- a. *Updation of the website of the Company is under process in terms of SEBI (LODR) Regulations, 2015.*
- b. *The 100% shareholding of promoters was not in demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015.*
- c. *The disclosure to the stock exchange w.r.t. resignation of Company Secretary of the Company was not disclosed within prescribed time period. Further, the outcome of the Board Meeting to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meeting held on 08.02.2019 was not made separately as required under Regulation 30, however the Financial Results has been reported under Regulation 33 of the SEBI (LODR), Regulation, 2015.*
- d. *The Annual Return and the Certificate from Statutory Auditors to the Reserve Bank of India had not been furnished within prescribed time period due to some technical error.*

We 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. During the year of report, there was no change in the composition of the Board of Directors of the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within the prescribed time period, 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.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there were 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.

We further report that during the year under report the Company has not been exposed to any of the following instances.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations.

Place: Gurugram
Date: 08.08.2019

For K. K. Singh & Associates
Company Secretaries

CS Richa Singh
Partner
ACS No.:44237
CP No.:16640

*This report is to be read with our letter of even date which is annexed as ‘**Annexure A**’ and it form an integral part of this report.

ANNEXURE - A

**To,
The Members,
M/s. Ramsons Projects Limited,
815, 8th Floor, Hemkunt Chamber,
Nehru Place, New Delhi – 110019.**

Our report of even date is to be read along with this letter.

1. Maintenance and keeping of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made there under relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws including Service Tax/GST and not gone into that.
5. Wherever required, we have relied on the Management representation and obtained the same about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. 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: Gurugram
Date: 08.08.2019**

**For K. K. Singh & Associates
Company Secretaries**

**CS Richa Singh
Partner
ACS No.:44237
CP No.:16640**

Annexure-IV					
FORM NO. MGT 9					
<i>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.</i>					
EXTRACT OF ANNUAL RETURN					
For Financial Year ended 31/03/2019					
I REGISTRATION & OTHER DETAILS:					
i	CIN	L74899DL1994PLC063708			
ii	Registration Date	22-Dec-1994			
iii	Name of the Company	Ramsons Projects Limited			
iv	Category/Sub-Category of the Company	Company Limited by Shares / Non-Government Company			
v	Address of the Registered office & contact details				
	Address :	815, 8th Floor, Hemkunt Chambers, Nehru Place			
	Town / City :	New Delhi			
	State :	Delhi			
	Pin Code:	110019			
	Country Name :	India			
	Telephone (with STD Code) :	0124-4679000			
	Fax Number :	0124-4679099			
	Email Address :	rplcorprelations@sasgroup.in			
	Website, if any:	www.ramsonspj.com			
vi	Whether listed company	Yes			
vii	Name and Address of Registrar & Transfer Agents (RTA):-				
	Name of RTA:	Link Intime India Private Limited			
	Address :	Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market			
	Town / City :	Janakpuri, New Delhi			
	State :	Delhi			
	Pin Code:	110058			
	Telephone :	011-41410592			
	Fax Number :	011-41410591			
	Email Address :	delhi@linkintime.co.in			
II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY					
All the business activities contributing 10 % or more of the total turnover					
Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company		
1	Other Monetary Intermediation	6419	100%		
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -					
No. of Companies for which information is being filled					0
S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Na				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i. Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	910628	52,500	963,128	32.035%	910628	52,500	963,128	32.035%	0%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	659000	0	659000	21.919%	658898	0	658,898	21.916%	0.003%
e) Banks / FI									
f) Any other									
(2) Foreign									
a) NRI - Individual/									
b) Other - Individual/									
c) Bodies Corp.									
d) Banks / FI									
e) Any Others									
Total shareholding of Promoter (A)	1569628	52,500	1,622,128	53.95%	1569526	52,500	1,622,026	53.95%	0%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	0	0	0	0%	0	0	0	0%	0%
2. Non-Institutions									
a) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	77149	583746	660895	21.982%	73050	583446	656496	21.836%	-0.146%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	95200	613100	708300	23.559%	95200	613100	708300	23.559%	0.00%
b) NBFC registered with RBI									
c) Employee Trust									
d) Overseas Depositories									
e) Any other (Specify)									
Hindu Undivided Family	5431	0	5431	0.181%	9431	0	9431	0.314%	0.133%
Clearing Member	200	0	200	0.007%	200	0	200	0.007%	0.000%
Bodies Corporate	9246	300	9546	0.318%	9747	300	10047	0.334%	0.017%
Sub-total (B)(2):-	187226	1197146	1384372	46.046%	187628	1196846	1384474	46.049%	0.003%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	187226	1197146	1384372	46.05%	187628	1196846	1384474	46.05%	0.00%
C. Non Promoter-Non Public									
1	Custodian/DR Holder	0	0	0	0%	0	0	0	0%
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014	0	0	0	0%	0	0	0	0%
Grand Total (A+B+C)									
		1756854	1,249,646	3,006,500	100%	1757154	1,249,346	3,006,500	100%

ii Shareholding of Promoters								
Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sunil Sachdeva	690,500	22.97%	-	690,500	22.97%	-	-
2	Suman Sachdeva	19,800	0.66%	-	19,800	0.66%	-	-
3	Pankaj Mani Sachdeva	196,400	6.53%	-	196,400	6.53%	-	-
4	Jitender Sachdeva	2,400	0.08%	-	2,400	0.08%	-	-
5	SAS Servizio Pvt. Ltd.	148,400	4.94%	-	148,400	4.94%	-	-
6	SAS Infotech Pvt. Ltd.	510,600	16.98%	-	510,498	16.98%	-	0.00339%
7	Mohan Lal Chhabra	31,100	1.03%	-	31,100	1.03%	-	-
8	Sunil Chhabra	19,000	0.63%	-	19,000	0.63%	-	-
9	Rakesh Arora	3928	0.13%	-	3928	0.13%	-	-
TOTAL		1,622,128	53.95%	-	1,622,026	53.95%	-	0%
iii Change in Promoters' Shareholding (please specify, if there is no change)								
Sl. No. I	Shareholding at the beginning of the year			Cumulative Shareholding during the year				
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company				
At the beginning of the year		1,622,128	53.950%	1,622,128	53.950%			
Changes During the Year		-102	0%					
Increase								
Date	Reason for Increase							
	Allotment	0	0%	0	0			
	Bonus	0	0%	0	0			
	Sweat	0	0%	0	0			
	Other	0	0%	0	0			
Decrease								
Date	Reason for Decrease							
	Transfer	0	0%	0	0			
	Other	-102	0%	-102	0.000			
At the End of the year		1,622,026	53.951%	1,622,026	53.951%			

iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):						
1	Mr. Mahender Kumar Folio No. 0000323		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		95200	3.17%	95200	3.17%
	Changes During the Year					
	Increase					
	Date	Reason for Increase	0	0%	0	0%
		Allotment	0	0%	0	0%
		Bonus	0	0%	0	0%
		Sweat	0	0%	0	0%
		Other	0	0%	0	0%
	Decrease					
	Date	Reason for Decrease				
		Transfer	0	0%	0	0%
		Other	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		95200	3.17%	95200	3.17%	
2	Mohini Uppal Folio No. IN30195910055719		Shareholding Pattern at the beginning of the Year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		95200	3.17%	95200	3.17%
	Changes During the Year					
	Increase					
	Date	Reason for	0	0%	0	0%
		Allotment	0	0%	0	0%
		Bonus	0	0%	0	0%
		Sweat	0	0%	0	0%
		Other	0	0%	0	0%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0%
		Other	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		95200	3.17%	95200	3.17%	
3	Vandana Goyal Folio No. 0000241		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		38100	1.26%	38100	1.26%
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0.00%
		Other	0	0%	0	0.00%
At the End of the year (or on the date of separation, if separated during the year)		38100	1.26%	38100	1.26%	

4	Harish Kumar Folio No. 0000192		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the	No. of shares	% of total shares of the company
	At the beginning of the year		28600	0.95%	28600	0.95%
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0.00%
		Other	0	0%	0	0.00%
At the End of the year (or on the date of separation, if separated)		28600	0.95%	28600	0.95%	
5	Girish Raj Pd. Saini Folio No. 0000945		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total sha	No. of shares	% of total shares of the company
	At the beginning of the year		28500	0.94%	28500	0.94%
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0.00%
		Other	0	0%	0	0.00%
At the End of the year (or on the date of separation, if separated)		28500	0.94%	28500	94.00%	
6	Virender Kumar Goel Folio No. 0000933		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total sha	No. of shares	% of total shares of the company
	At the beginning of the year		27500	0.91%	27500	0.91%
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0%
		Bonus	0	0%	0	0%
		Sweat	0	0%	0	0%
		Other	0	0%	0	0%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0%
		Other	0	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		27500	0.91%	27500	0.91%	

7	Subash C Kumar Folio No. 000044	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year	27000	0.89%	27000	0.89%	
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0.00%
	Other	0	0%	0	0.00%	
At the End of the year (or on the date of separation, if separated during the year)	27000	0.89%	27000	0.89%		
8	Maheveer Prasad Goel Folio No. 0000936	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year	26800	0.89%	26800	0.89%	
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0.00%
	Other	0	0%	0	0.00%	
At the End of the year (or on the date of separation, if separated)	26800	0.89%	26800	0.89%		
9	Narender Kumar Goel Folio No. 0000935	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year	25500	0.84%	25500	0.84%	
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0.00%
	Other	0	0%	0	0.00%	
At the End of the year (or on the date of separation, if separated during the year)	25500	0.84%	25500	0.84%		

10	Harvinder Singh Folio No. 0000952		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		23900	0.79%	23900	0.79%
	Changes During the Year					
	Increase					
	Date	Reason for				
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	Decrease					
	Date	Reason for				
		Transfer	0	0%	0	0.00%
		Other	0	0%	0	0.00%
	At the End of the year (or on the date of separation, if separated during the year)		23900	0.79%	23900	0.79%

Shareholding of Directors and Key Managerial Personnel:

1	Mr. Sunil Sachdeva Managing Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		690500	22.97	690500	22.97
	At the beginning of the year				
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year	690500	22.97%	690500	22.97%
2	Mr. Yogesh Sachdeva Director	Shareholding at the		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		0	0%	0	0%
	At the beginning of the year				
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year	0	0%	0	0%
3	Mr. Sundeep Kalsi Director	Shareholding at the		Cumulative Shareholding during the year	
		No. of shares	% of total	No. of shares	% of total shares of the
		3000	0.10%	3000	0.10%
	At the beginning of the year				
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year	3000	0.10%	3000	0.10%

4	Ms. Jhum Jhum Sarkar	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0%	0	0%
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year	0	0%	0	0%
v	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
	i) Principal Amount	0	0	0	0
	ii) Interest due but not paid	0	0	0	0
	iii) Interest accrued but not due	0	0	0	0
	Total (i+ii+iii)				
	Change in Indebtedness during the	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtness
	* Addition	0	0	0	0
	* Reduction	0	0	0	0
	Net Change	0	0	0	0
	Indebtedness at the end of the financial	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtness
	i) Principal Amount	0	0	0	0
	ii) Interest due but not paid	0	0	0	0
	iii) Interest accrued but not due	0	0	0	0
	Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:						
Sl. no.	Particulars of Remuneration	Sunil Sachdeva				Total Amount
		A	B	C	D	
1	Gross salary	0	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0
	- as % of profit	0	0	0	0	0
	- others, specify	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	0	0	0	0	0
B. Remuneration to other directors:						
Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount	
		Mr. Yoegsh Sachdeva	Mr. Sundeep Kalsi	Ms. Jhum Jhum Sarkar		
1	Independent Directors					
	Fee for attending board committee meetings	0	0	0	0	
	Commission	0	0	0	0	
	Others, please specify	0	0	0	0	
	Total (1)	0	0	0	0	
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	0	0	0	0	
	Commission	0	0	0	0	
	Remuneration	0	0	0	0	
	Total (2)	0	0	0	0	
	Total (B)=(1+2)	0	0	0	0	
	Total Managerial Remuneration	0	0	0	0	
	Overall Ceiling as per the Act	0	0	0	0	
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD						
Sl. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CS*	CFO	Total	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	412,000	180,000	0	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	240,500	0	0	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	
2	Stock Option	0	0	0	0	
3	Sweat Equity	0	0	0	0	
4	Commission	0	0	0	0	
	- as % of profit	0	0	0	0	
	- others, specify...	0	0	0	0	
5	Others, please specify	0	0	0	0	
	Total	0	652,500	180,000	832,500	
* Mr. Gaurav Mishra, Company Secretary of the Company, has resigned from his post w.e.f. 31/10/2018.						
* Ms. Megha Goel has been appointed as the Company Secretary of the Company w.e.f. 03/12/2018.						

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)	
A. COMPANY						
Penalty	-	-	-	-	-	-
Punishment	-	-	-	-	-	-
Compounding	-	-	-	-	-	-
B. DIRECTORS						
Penalty	-	-	-	-	-	-
Punishment	-	-	-	-	-	-
Compounding	-	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT						
Penalty	-	-	-	-	-	-
Punishment	-	-	-	-	-	-
Compounding	-	-	-	-	-	-

Date: 09/08/2019
Place: Gurugram

Sunil Sachdeva
Managing Director
DIN-00012115
Add: A-10/6, Vasant Vihar,
New Delhi 110057

Sundeep Kalsi
Director
DIN-01493597
Add: H-3, Aaron Ville,
Sohna Road, Sec-48, South
City-II, Gurugram 122018

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s RAMSONS PROJECTS LIMITED.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **M/s RAMSONS PROJECTS LIMITED (“the company”)** which comprises the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss and statement of cash flow for the year then ended, and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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 Companies Act, 2013 (“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, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Those Board of Directors are also 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on other legal and regulatory requirements

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**" 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 purpose 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, 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 Accounting Standards 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For NVM & Company.
Chartered Accountants
FRN: 012974N

Narinder K. Garg
Partner
Membership No.: 092032
Place: Gurugram
Date: 02-05-2019

Annexure ‘A’ to the Independent Auditors’ Report

(Referred to in Paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report 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.
 - (b) According to the information and explanations given to us, fixed assets have been physically verified by the management 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 verification.
 - (c) Based upon the audit procedure performed and according to the records of the Company, the title deeds of all the immovable properties are held in the name of the Company.
- ii. As there is no inventory during the year, the provisions of clause 3(ii) of the Order are not applicable to the company.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year and hence the directives issued by Reserve Bank Of India and the provisions of section 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder, with regard to the deposits accepted from the public are not applicable.
- vi. Central Government has not specified the company for the maintenance of cost records under the sub-section (1) of section 148 of The Companies Act, 2013 and therefore, the provisions of clause 3(vi) of the Order are not applicable to the company.
- vii. (a) According to the information and explanations given to us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there has not been any dues of Income Tax which has not been deposited on account of any dispute, therefore the provisions of the sub-clause (b) to clause 3(vii) of the Order are not applicable to the company.
- viii. The company did not have any loans and borrowings from any banks or financial institutions or Government or dues to debenture holders, therefore the provisions of clause 3(viii) of the Order are not applicable to the company.
- ix. The company has not raised any money by way of public offer during the year. In our opinion, the term loans have been applied for the purpose for which they were obtained.
- x. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- xi. The company has not provided any managerial remuneration and hence provisions of section 197 read with Schedule V to the Act, the provisions of clause 3(xi) of the Order are not applicable to the company.
- xii. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion, no transactions has been done with the related parties which comes under the ambit of section 188 of the Act and section 177 of the Act is also not applicable to the company.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore reporting under clause 3(xiv) of the Order are not applicable.
- xv. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non- cash transaction with directors or persons connected with him.
- xvi. In our opinion, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and has duly obtained a certificate of registration issued in accordance with the provisions of Chapter IIIB of Reserve Bank of India Act, 1934.

For NVM & Company.
Chartered Accountants
FRN: 012974N

Narinder K. Garg
Partner
Membership No.: 092032
Place: Gurugram
Date: 02-05-2019

Annexure ‘B’ to the Independent Auditors’ Report

(Referred to in Paragraph 2(f) under the heading “Report on other legal and regulatory requirements” of our report of even date)

Report on the Internal Financial Controls 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 Ramsons Projects 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 judgment, 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, 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 31st March, 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 NVM & Company.
Chartered Accountants
FRN: 012974N

Narinder K. Garg
Partner
Membership No.: 092032
Place: Gurugram
Date: 02-05-2019

RAMSONS PROJECTS LIMITED
BALANCE SHEET AS AT 31ST MARCH 2019
CIN: L74899DL1994PLC063708

PARTICULARS	NOTE NO.	AS ON	
		31-03-2019 ₹	31-03-2018 ₹
I EQUITY & LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
a) SHARE CAPITAL	2	30,065,000	30,065,000
b) RESERVES AND SURPLUS	3	33,262,354	33,146,564
TOTAL (1)		<u>63,327,354</u>	<u>63,211,564</u>
(2) CURRENT LIABILITIES			
a) OTHER CURRENT LIABILITIES	4	130,390	218,523
b) SHORT TERM PROVISIONS	5	-	514,923
TOTAL (2)		<u>130,390</u>	<u>733,446</u>
TOTAL (1+2)		<u>63,457,744</u>	<u>63,945,010</u>
II ASSETS			
(1) NON-CURRENT ASSETS			
a) PROPERTY, PLANT & EQUIPMENT	6	1,287,126	1,291,544
b) NON-CURRENT INVESTMENTS	7	38,671,380	38,671,380
c) LONG TERM LOANS & ADVANCES	8	21,975,221	14,654,607
d) OTHER NON-CURRENT ASSET	9	31,333	29,463
TOTAL (1)		<u>61,965,060</u>	<u>54,646,994</u>
(2) CURRENT ASSETS			
a) CASH & CASH EQUIVALENTS	10	1,492,684	9,298,016
TOTAL (2)		<u>1,492,684</u>	<u>9,298,016</u>
TOTAL (1+2)		<u>63,457,744</u>	<u>63,945,010</u>
SIGNIFICANT ACCOUNTING POLICES	1		

The accompanying notes are an integral part of the financial statements.

As per our Audit report of even date attached

For NVM & Co.
Chartered Accountants
Firm Registration No.: 012974N

For and on Behalf of the Board of Directors of
Ramsons Projects Limited

(Narinder Kumar Garg)
Partner
Membership No. 092032

(Sunil Sachdeva)
Managing Director
DIN: 00012115

(Sundeep Kalsi)
Director
DIN: 01493597

Date : 2-5-2019
Place : Gurugram

(Harish Chhabra)
CFO
PAN: AFIPC0533M

(Megha Goel)
Company Secretary
M. No. A56111

RAMSONS PROJECTS LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019
CIN: L74899DL1994PLC063708

PARTICULARS	NOTE NO.	YEAR ENDED	YEAR ENDED
		31-03-2019	31-03-2018
		₹	₹
I REVENUE FROM OPERATIONS	11	1,803,424	2,051,283
II OTHER INCOME	12	258,962	4,877,880
III TOTAL REVENUE (I+II)		2,062,386	6,929,163
IV EXPENSES:			
PERSONNEL EXPENSES	13	963,550	1,012,472
DEPRECIATION	6	4,418	6,284
OTHER EXPENSES	14	894,829	1,047,766
TOTAL EXPENSES		1,862,797	2,066,522
V PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS (III-IV)		199,589	4,862,641
VI EXCEPTIONAL ITEMS		-	-
VII PROFIT BEFORE TAX (V+VI)		199,589	4,862,641
VIII TAX EXPENSE:			
CURRENT TAX/MAT		138,396	971,131
LESS: MAT CREDIT ENTITLEMENT		(54,597)	(613,981)
IX PROFIT AFTER TAX (VII-VIII)		115,790	4,505,491
X EARNINGS PER EQUITY SHARE:			
BASIC/DILUTED EPS		0.04	1.50
(REFER POINT NO. 6 OF NOTE NO. -'15)			
SIGNIFICANT ACCOUNTING POLICES	1		

The accompanying notes are an integral part of the financial statements.

As per our Audit report of even date attached

For NVM & Co.
Chartered Accountants
Firm Registration No.: 012974N

For and on Behalf of the Board of Directors of
Ramsons Projects Limited

(Narinder Kumar Garg)
Partner
Membership No. 092032

(Sunil Sachdeva)
Managing Director
DIN: 00012115

(Sundeep Kalsi)
Director
DIN: 01493597

Date : 2-5-2019
Place : Gurugram

(Harish Chhabra)
CFO
PAN: AFIPC0533M

(Megha Goel)
Company Secretary
M. No. A56111

RAMSONS PROJECTS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

PARTICULARS	(Amt. in ₹)	
	YEAR ENDED 31-Mar-19 ₹	YEAR ENDED 31-Mar-18 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS :	199,589	4,862,641
ADJUSTMENTS FOR :		
DEPRECIATION	4,418	6,284
DIVIDEND	(4,039)	(940)
	-	(2,375,529)
ENHANCED COMPENSATION ON COMPULSARY ACQUIRED LAND		
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	199,968	2,492,456
ADJUSTMENTS FOR :		
ADD/(LESS): DECREASE/(INCREASE) IN CURRENT ASSETS & INCREASE/(DECREASE) IN CURRENT LIABILITIES		
OTHER LIABILITIES	(88,133)	31,043
CASH GENERATED FROM OPERATIONS	111,835	2,523,499
LESS: DIRECT TAXES PAID	724,779	456,208
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(612,944)	2,067,291
EXTRAORDINARY ITEMS	-	-
NET CASH FROM OPERATING ACTIVITIES : (A)	(612,944)	2,067,291
B. CASH FROM INVESTING ACTIVITIES		
DIVIDEND	4,039	940
	-	2,375,529
ENHANCED COMPENSATION ON COMPULSARY ACQUIRED LAND		
NET CASH USED IN INVESTING ACTIVITIES: (B)	4,039	2,376,469
C. CASH FLOW FROM FINANCING ACTIVITIES		
LOANS & ADVANCES	(7,194,557)	2,546,209
NET CASH FLOW FROM FINANCING ACTIVITIES: (C)	(7,194,557)	2,546,209
NET INCREASE IN CASH AND CASH EQUIVALENT: (A+B+C)	(7,803,462)	6,989,969
	9,327,479	2,337,510
CASH AND CASH EQUIVALENTS AS AT 01.04.18(OPENING BALANCE)		
CASH AND CASH EQUIVALENTS AS AT 31.03.19 (CLOSING BALANCE)	1,524,017	9,327,479

Notes to financial statement -

- 1 . The Cash flow statement is prepared under 'Indirect method' as set out in Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
- 2 . Previous year figures have been regrouped, wherever necessary

As per our report of even date attached.

For NVM & Co.
Chartered Accountants
Firm Registration No.: 012974N

For and on behalf of the Board of Directors of
Ramsons Projects Limited

(Narinder Kumar Garg)
Partner
Membership No. 092032

(Sunil Sachdeva)
Managing Director
DIN: 00012115

(Sundeep Kalsi)
Director
DIN: 01493597

Date : 2-5-2019
Place : Gurugram

(Harish Chhabra)
CFO
PAN: AFIPC0533M

(Megha Goel)
Company Secretary
M. No. A56111

RAMSONS PROJECTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE NO.-1

SIGNIFICANT ACCOUNTING POLICIES TO AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2019

(A) SIGNIFICANT ACCOUNTING POLICIES:-

Background

Ramsons Projects Limited ('the Company') was incorporated on 22-12-1994 as Ramsons Finlease Ltd. The name of the company was changed from Ramsons Finlease Ltd. to Ramsons Projects Ltd. on 28-10-1997. The company holds a Certificate of Registration (COR) as Non-Banking Financial Institution, without accepting public deposits, registered with the Reserve Bank of India ('RBI') under section 451A of the Reserve Bank of India Act, 1934 and is primarily engaged in lending and investment activities.

1. Basis of preparation of Financial Statements

The accompanying financial statements are prepared on an accrual basis under the historical cost convention and in accordance with the applicable mandatory accounting standards and relevant guidance notes issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013.

The Company complies in all material respects, with the prudential norms relating to income recognition, asset classification and provisioning for bad and doubtful debts and other matters, specified in the directions issued by the Reserve Bank of India (RBI) in terms of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, as applicable to it.

2. Use of Estimates:

In preparing the Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, incomes and expenses, the disclosure of contingent assets and contingent liabilities at the date of the financial statements and notes thereto. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized. Any variations to accounting estimates are recognized prospectively in current and future period.

3. Extraordinary and Exceptional Items:

Extraordinary items are income or expenses that arise from transactions that are clearly distinct from ordinary activities. They are not expected to recur frequently or regularly. The nature and amount of extraordinary items are separately disclosed in Statement of Profit and Loss so that its impact on current profit or loss can be perceived.

However when items of Income and Expenditure from ordinary activities are of such size and nature that their disclosure is relevant to explain the performance of the enterprises for the period, the nature and amount of such items is also separately disclosed in the Profit and Loss account. These items are generally referred as exceptional items.

4. Property, Plant & Equipment and Depreciation:

Property, plant & equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on property, plant & equipment is provided on straight line value method over the useful life and considering residual value as prescribed in Schedule II of the Companies Act, 2013.

5. Investments:

Long Term Investments in shares and securities are stated at carrying costs. A provision for diminution in the value of Long Term investments is made only if such a decline is other than temporary, in the opinion of the management.

6. Inventory:

The company is not having any inventory as on the date of the Balance Sheet.

7. Foreign Exchange Transactions

a. Initial Recognition

Foreign currency transaction are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are reported using the closing rate. Non- monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

c. Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statement, are recognized as income or as expenses in the year in which they arise.

8. Borrowing Costs:

Borrowing costs attributable to the acquisition and construction of assets are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are treated as revenue/deferred revenue expenses as considered appropriately by the management.

9. Retirement Benefits:

Provisions of the Payment of Gratuity Act, 1972 and the Employees State Insurance Act, 1948 and Employees Provident Fund and Miscellaneous Provisions Act, 1952 are not applicable to the Company.

10. Earnings Per Share:

Basic Earnings Per Share is calculated by dividing the net profit/(loss) for the period attributable to equity share holders by the weighted average number of equity share outstanding during the period.

Diluted Earnings per Share is calculated by dividing the net profit/(loss) attributable to equity shareholders by the weighted average number of equity shares outstanding during the period (adjusted for the effects of dilutive options).

11. Taxation:

Tax expense for the year, comprising current tax, income tax earlier years, MAT and deferred tax are included in determining the net profit/ (loss) for the year.

Deferred tax assets are recognized for all deductible timing differences and carried forward to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax asset to the extent it pertains to unabsorbed losses / depreciation as per Income tax Act, 1961, is recognized only to the extent that there is virtual certainty of realization based on expected profitability in the future as estimated by the Company.

At each balance sheet date, recognized and unrecognized deferred tax assets are reviewed.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date.

12. Segment Reporting

a. Identification of segment

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

b. Inter-segment Transfers

The company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

c. Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

d. Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

e. Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

13. Contingent Liabilities:

The Company makes a provision when there is present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of the obligation can be made.

A disclosure is made for a contingent liability when there is a:

- Possible obligation, the existence of which will be confirmed by the occurrence / non occurrence of one or more uncertain events, not fully within the control of the company;
- Present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- Present obligation, where a reliable estimate cannot be made.

Contingent gains are not recognized.

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	AS ON 31-03-2019 ₹	AS ON 31-03-2018 ₹
2	SHARE CAPITAL		
(i)	<u>AUTHORISED SHARE CAPITAL</u> 40,00,000 (PY 40,00,000) EQUITY SHARES OF RS.10/- EACH	40,000,000	40,000,000
(ii)	<u>ISSUED, SUBSCRIBED, & PAID UP</u> 30,06,500 (PY 30,06,500) EQUITY SHARES OF RS.10/- EACH FULLY PAID UP	30,065,000	30,065,000
	TOTAL	30,065,000	30,065,000
(iii)	RECONCILIATION OF SHARES AT THE END AND AT THE BEGINNING OF THE YEAR		
	OPENING BALANCE	3,006,500	3,006,500
	ADD: ISSUED DURING THE YEAR	-	-
	LESS: BUY BACK DURING THE YEAR	-	-
		3,006,500	3,006,500
(iv)	SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES		
	NAME OF THE SHAREHOLDER	% OF SHARES HELD	NO. OF SHARES HELD
		% OF SHARES HELD	NO. OF SHARES HELD
	SUNIL SACHDEVA	22.97%	690,500
	PANKAJ MANI SACHDEVA	6.53%	196,400
	S.A.S. INFOTECH PVT. LTD.	16.98%	510,600
		1,397,500	1,397,500
(v)	The Company has only one class of Equity Shares having paid up value of Rs. 10/- each. Each holder is entitled to one vote per share. No dividend has been declared during the year.		
3	RESERVES AND SURPLUS		
A	<u>PROFIT & LOSS A/C</u>		
	OPENING BALANCE	25,866,094	22,261,701
	ADD: PROFIT/(LOSS) FOR THE YEAR	115,790	4,505,491
	TRANSFER TO STATUTORY RESERVE U/S 45IC	(23,158)	(901,098)
	CLOSING BALANCE (A)	25,958,726	25,866,094
B	<u>STATUTORY RESERVE U/S 45IC OF RBI ACT</u>		
	OPENING BALANCE	7,280,470	6,379,372
	ADD: RESERVE CREATED OUT OF CURRENT YEAR PROFITS	23,158	901,098
	CLOSING BALANCE (B)	7,303,628	7,280,470
	TOTAL (A+B)	33,262,354	33,146,564

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	AS ON	
		31-03-2019	31-03-2018
		₹	₹
4	OTHER CURRENT LIABILITIES		
	EXPENSES PAYABLE	128,026	203,073
	STATUTORY DUES	2,364	15,450
	TOTAL	130,390	218,523
5	SHORT TERM PROVISIONS		
	PROVISION FOR INCOME TAX (NET OF ADVANCE TAXES)	-	514,923
	TOTAL	-	514,923
6	FIXED ASSETS		
	NOTE OF FIXED ASSETS IS GIVEN ON SEPARATE SHEET.		
7	INVESTMENT		
	NOTE OF INVESTMENT IS GIVEN ON SEPARATE SHEET.		
8	LONG TERM LOANS & ADVANCES		
	<u>LOAN PORTFOLIO</u>		
	LOAN PORTFOLIO (UNSECURED CONSIDERED GOOD)	19,554,794	12,500,000
	LESS: PROVISION FOR BAD & DOUBTFUL RECOVERIES IN RESPECT OF LOAN PORTFOLIO (UNSECURED CONSIDERED GOOD)	78,219	50,000
		19,476,575	12,450,000
	TOTAL (A)	19,476,575	12,450,000
	<u>OTHER LOANS AND ADVANCES</u>		
	INCOME TAX/TDS	503,293	180,052
	MINIMUM ALTERNATIVE TAX ENTITLEMENT	1,995,353	2,024,555
	TOTAL (B)	2,498,646	2,204,607
	TOTAL (A+B)	21,975,221	14,654,607
9	OTHER NON-CURRENT ASSET		
	BANK DEPOSITS WITH MORE THAN 3 MONTHS MATURITY	25,000	25,000
	INTEREST ACCRUED ON BANK DEPOSITS	6,333	4,463
	TOTAL	31,333	29,463
10	CASH & CASH EQUIVALENTS		
	CASH IN HAND (AS CERTIFIED BY THE MANAGEMENT)	220,913	420,555
	BALANCES WITH BANKS IN CURRENT ACCOUNTS	1,271,771	8,877,461
	TOTAL	1,492,684	9,298,016

RAMSONS PROJECTS LIMITED

NOTE NO. 6

NOTE OF FIXED ASSETS AS ON 31ST MARCH 2019

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Balance as on 31-3-2018	Additions during the period	Disposal during the period	Balance as on 31-3-2019	Adjustment in Opening Value	For the period	Adjustment on Disposal	Balance as on 31-3-2019	Balance as on 31-3-2018
TANGIBLE ASSETS									
LAND	1,120,195	-	-	1,120,195	-	-	-	1,120,195	1,120,195
BUILDING	235,000	-	-	235,000	-	3,713	-	166,931	170,644
FURNITURE & FITTINGS	50,000	-	-	50,000	-	-	-	-	-
VEHICLES	27,079	-	-	27,079	-	705	-	-	705
OFFICE EQUIPMENTS	86,400	-	-	86,400	-	-	-	86,400	-
TOTAL	1,518,674	-	-	1,518,674	227,130	4,418	-	231,548	1,291,544
PREVIOUS YEAR-31.3.2018	1,518,674	-	-	1,518,674	220,845	6,284	-	227,130	1,297,829

RAMSONS PROJECTS LIMITED
NOTE NO. 7
INVESTMENTS IN SHARES & SECURITIES (LONG-TERM)

A) TRADE INVESTMENTS

SCRIP	AS AT 31-3-2019		AS AT 31-3-2018	
	AMOUNT	NO. OF SHARES/UNITS	AMOUNT	NO. OF SHARES/UNITS
	₹		₹	
QUOTED INVESTMENTS				
MUTUAL FUND				
BIRLA SUN LIFE INDIA OPPORTUNITY FUND	8,400	700	8,400	700
MORGAN STANLEY MUTUAL FUND	24,500	2,500	24,500	2,500
TAURUS STARSHARE GROWTH (R)	21,000	3,500	21,000	3,500
SHARES				
HARMONY CAPITAL	-	500	-	500
INDBANK MERCHANT BANKING SERVICES	7,645	100	3,535	100
JSW STEEL LTD. (FORMERLY KNOWN AS JINDAL VIJAY NAGAR)	3,750	20	400	2
ANIK INDUSTRIES LTD (FORMERLY KNOWN AS MADHYA PRADESH GLYCHEM)	320	100	3,030	100
HDFC BANK LTD (SHARES OF CENTURION BANK OF PUNJAB MERGED WITH HDFC BANK LTD)	3,535	185	7,645	185
HINDALCO IND	400	100	320	100
LAURAL ORGANICS LTD.	800	700	-	700
UFLEX LTD. (FORMERLY KNOWN AS FLEX IND. LTD.)	3,030	250	3,750	250
UNITED BREWERIES LTD (MBIL MERGED WITH UNITED BREWERIES LTD) SHARES ALLOTTED IN 12:1	98,000	816	98,000	816
JAI PRAKASH ASSOCIATES LTD. (FORMERLY KNOWN AS J.P. INDUSTRIES)	-	750	800	750
TOTAL (A)	171,380		171,380	

B) OTHER INVESTMENTS

UNQUOTED INVESTMENTS

SCRIP	AS AT 31-3-2019		AS AT 31-3-2018	
	AMOUNT	NO. OF SHARES	AMOUNT	NO. OF SHARES
SHARES IN COMPANIES				
SAS SERVIZIO PRIVATE LIMITED	-	862,560	-	862,560
SV CORPORATION PVT LTD	38,500,000	3,850,000	38,500,000	3,850,000
TOTAL (B)	38,500,000		38,500,000	
TOTAL (A+B)	38,671,380		38,671,380	

Note:

i) Aggregate amount of Quoted Investments :

Carrying Cost	171,380	171,380
Market Value	2,402,921	1,705,201

ii) Aggregate amount of Unquoted Investments :

At cost	38,500,000	38,500,000
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RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	YEAR ENDED 31-03-2019 ₹	YEAR ENDED 31-03-2018 ₹
11	REVENUE FROM OPERATIONS		
	INTEREST FROM FINANCING ACTIVITIES	1,799,385	2,000,343
	SERVICE CHARGES	-	50,000
	DIVIDEND INCOME	4,039	940
	TOTAL	1,803,424	2,051,283
12	OTHER INCOME		
	INTT. ON INCOME TAX REFUND	3,905	-
	INTEREST ON FDRs	255,057	2,108
	ENHANCED COMPENSATION ON COMPULSARY ACQUIRED LAND	-	2,375,529
	INTEREST ON ENHANCED COMPENSATION	-	2,500,243
	TOTAL	258,962	4,877,880
13	PERSONNEL EXPENSES		
	SALARY	940,500	969,200
	BONUS	-	32,500
	STAFF WELFARE EXPENSES	23,050	10,772
	TOTAL	963,550	1,012,472
14	OTHER EXPENSES		
	AUDITORS REMUNERATION (REFER POINT NO. 2 OF NOTE '15')	70,800	67,850
	ADVERTISING EXPENSE	45,440	59,343
	ANNUAL LISTING AND DEPOSITORY CUSTODIAN FEES	295,000	287,500
	BANK CHARGES	1,627	1,102
	INTEREST ON LATE PAYMENT OF TDS	59	-
	DELIQUENCES OF PORTFOLIO		
	PROVISION/(REVERSED) FOR BAD & DOUBTFUL DEBT ON LOAN PORTFOLIO	-	-
	ADD: PROVISION/(REVERSED) FOR BAD & DOUBTFUL DEBT ON STANDARD ASSET	28,219	(10,200)
	TOTAL PROVISION REQUIRED	28,219	(10,200)
	LESS: BAD DEBTS WRITTEN OFF	-	-
	MISC. EXPENDITURE	29,686	11,793
	OFFICE MAINTENCE	22,520	13,400
	POSTAGE & TELEGRAM EXP	16,393	36
	FILING FEES	26,272	79,920
	ANNUAL GENERAL MEETING EXPENSES	31,820	60,770
	LEGAL & PROFESSIONAL CHARGES	249,507	411,884
	PRINTING & STATIONERY	45,186	38,308
	TELEPHONE EXP	6,000	10,800
	TRAVELLING EXP	24,300	15,260
	PENALTY FEE	2,000	-
	TOTAL	894,829	1,047,766

RAMSONS PROJECTS LIMITED

NOTE NO.-15- OTHER DISCLOSURES

- (1) Previous year figures have been re-grouped, re-arranged and reclassified wherever considered necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to current year.

(2) **Auditors Remuneration:**

S. No.	Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018
1	Audit Fess	60,000	57,500
2	In Other Capacity	Nil	Nil
3	Service Tax/GST	10,800	10,350
		70,800	67,850

- (3) In the opinion of the Board of Directors, any of the assets other than Fixed Asset and Non-current Investments have a value on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet.

(4) **Earnings Per Share (EPS):**

Particulars	Current Year	Previous Year
a) Net profit/(loss) after tax available for equity shareholders (Rs.)	1,15,790	45,05,491
b) Weighted average number of Equity Shares of Rs.10/- each outstanding during the year (No. of Shares)	3,006,500	3,006,500
c) Basic Earnings per share (Rs.)	0.04	1.50

- (5) The Company has not received information from vendors regarding their status under "The Micro Small and Medium Enterprises Development Act, 2006" and hence disclosure related to amounts unpaid as at the year end together with interest paid/payable under this Act has not been given.

- (6) There are no litigations pending against the company.
- (7) During the year, there are no foreign exchange inflow and outflow.

(8) Related Party Disclosure (as identified by the management):

Related Parties are classified under following Categories as:

a) Holdings/Subsidiaries:

There is no holding/subsidiary as on 31.03.2019.

b) Associates:

There is no associate as on 31.03.2019.

c) Individuals having control or significant influence over the company:

Mr. Sunil Sachdeva

d) Key Management Personnel & their relatives:

Name	Designation
Mr.Sunil Sachdeva	Managing Director
Mr. Yogesh Sachdeva	Director

e) Enterprises in which Key Management Personnel or Individual having control or significant influence over the company:

Savitri Overseas
 SAS Servizio Pvt. Ltd.
 S.A.S. Infotech Pvt. Ltd.
 S V Corporation Pvt. Ltd.
 Sumel Projects Pvt. Ltd.
 Ramsons Organics Ltd.
 Sumel Heights Private Ltd.

Summary of significant related parties transactions carried out in ordinary course of business are as under: (Amt. in ₹)							
Categories	a	b	c	d	e	Total	Total Previous Year
Loan received/ (Repaid)							
Sunil Sachdeva			-			-	1,00,000
Sunil Sachdeva			-			-	(1,00,000)

Reimbursement of Expenses							
SAS Infotech Private Limited					-	-	5,445
Sale of Goods							
Ramsons Organics Ltd					-	-	-
Savitri Overseas					-	-	-
Purchase of Goods							
Savitri Overseas					-	-	-
Service Charges							
Sumel Heights Pvt. Ltd.					-	-	50,000

Related party balances outstanding as on 31-03-2019							(Amt in ₹)	
Categories	a	b	c	d	e	Total Current period	Total Previous Year	
Investment in Share Capital								
SV Corporation Pvt Ltd	-	-	-	-	3,85,00,000	3,85,00,000	3,85,00,000	

(9)

Deferred Tax

The Company has unabsorbed carried forward business losses as at the balance sheet date and in the absence of virtual certainty of sufficient future taxable income, deferred tax assets have not been recognised.

For NVM & Co.
Chartered Accountants
FRN: 012974N

**For and on behalf of the Board of Directors of
Ramsons Projects Limited**

(Narinder Kumar Garg)
Partner
Membership No. 092032

(Sunil Sachdeva)
Managing Director
DIN: 00012115

(Sundeep Kalsi)
Director
DIN: 01493597

Date: 02-05-2019
Place: Gurugram

(Harish Chhabra)
CFO
PAN: AFIPC0533M

(Megha Goel)
Company Secretary
M. No. A56111

RAMSONS PROJECTS LIMITED

Regd. Office :815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019

CIN: L74899DL1994PLC063708

AUDITED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE PERIOD ENDED ON 31ST MARCH 2019

(₹ in Lacs except per share data)

PARTICULARS	QUARTER ENDED			YEAR ENDED	YEAR ENDED
	31-Mar-19	31-Dec-18	31-Mar-18	31-Mar-19	31-Mar-18
	Audited	Unaudited	Audited	Audited	Audited
1. Segment Revenue					
a) Financing Activities	6.16	4.35	4.62	17.99	20.50
b) Investment Activities	-	0.02	-	0.04	0.01
c) Unallocated	(2.12)	2.77	48.76	2.59	48.78
Total	4.04	7.13	53.39	20.62	69.29
Less : Inter segment revenue	-	-	-	-	-
Net Sales/Income From Operations	4.04	7.13	53.39	20.62	69.29
2. Segment Results (Profit(+)/Loss (-) before tax and interest from Each Segment)					
a) Financing Activities	6.16	4.35	4.62	17.99	20.50
b) Investment Income	-	0.02	-	0.04	0.01
c) Unallocated	(2.12)	2.77	48.76	2.59	48.78
Total	4.04	7.13	53.39	20.62	69.29
Less :					
I. Interest	-	-	-	-	-
II. other unallocable expenditure net off	4.61	5.18	4.93	18.63	20.66
III. Un-allocable Income	-	-	-	-	-
Total Profit Before Tax	(0.57)	1.96	48.46	2.00	48.63
3. Capital Employed					
a) Financing Activities	194.77	118.44	124.50	194.77	124.50
b) Investment Activities	386.71	386.71	386.71	386.71	386.71
c) Unallocated	51.79	129.53	120.90	51.79	120.90
Total	633.27	634.68	632.11	633.27	632.11

For and on Behalf of the Board of Directors
Ramsons Projects Ltd.

(Sunil Sachdeva)
 Managing Director
 DIN: 00012115

Date : 02-05-2019
 Place : Gurugram

**RAMSONS PROJECTS LIMITED
CIN-L74899DL1994PLC063708**

**Regd. Office-815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019
Corp. Office-5th Floor, Tower-B, SAS Tower, Sector-38, Gurgaon-122001 (Hr.)
Phone No. +91-0124-4679000, Fax: +91 0124-4679099
Email: rplcorprelations@sasgroup.in, Website: www.ramsonsprojects.com**

NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the **25th Annual General Meeting** of the Members of **M/S. RAMSONS PROJECTS LIMITED** will be held on **Monday, September 16, 2019 at 11:30 A.M.** at **Bellamondè Hotel located near Chattarpur Mandir Road, Shahoopur Extension, IIPM, Sat Bari, New Delhi 110074**, to transact the following business(s):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the Financial Year ended on March 31, 2019 and the Reports of Auditors' & the Board of Directors' thereon.
2. To appoint Mr. Yogesh Sachdeva, (DIN- 00171917) who retires by rotation in terms of Section 152 (6) and being eligible offers himself for re-appointment.

By order of the Board of Directors

**Sd/-
Megha Goel
Company Secretary
M. No. - A56111**

**Place: Gurugram
Date: 09.08.2019**

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 Register of Members and Share Transfer Books will remain closed from Tuesday, September 10, 2019 to Monday, September 16, 2019 (both days, inclusive).

3. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as Proxy on behalf of Members not exceeding (50) and holding in aggregate not more than 10% of the Share Capital of the Company. In case a proxy is to be appointed by a member holding more than 10% of the total Share Capital of the Company, then such proxy shall not act as a proxy for any other member. The instrument appointing a Proxy, in order to be valid and effective, must be deposited at the Registered Office of the company at 815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019, not later than 48 hours before the commencement of the Annual General Meeting (AGM). A proxy form is attached herewith.
4. Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company to perform the share related work for shares held in physical and electronic form. Members holding shares in physical form are requested to dematerialize their shares. Members holding shares in physical mode are requested to intimate change in their address (if any), to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, located at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058, at the earliest quoting their registered folio number. Members holding shares in Electronic mode are requested to send the intimation of Change of their address, if any, in respect of shares held by them to the concerned Depository Participant. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents.
6. Pursuant to the amendment of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in Demat mode. Hence investors are encouraged to demat their physical holding for any further transfer. Further with reference to the Securities and Exchange Board of India circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) about their direction in updating the details of PAN and bank account of security holders holding securities in physical form, wish to inform that the security holders whose folio(s) have not been updated with PAN and Bank Account details, or where there is any change in the bank account details provided earlier, are required to furnish the details to RTA/ Company for registration /update.
7. As per Rule 3 of Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
8. Members desirous for obtaining any information concerning accounts or operations of the Company are requested to send their queries 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.

9. Members / Proxies should bring the attendance slips duly filled and signed 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.
10. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
11. All documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents, M/s. Link Intime India Private Limited, at the address mentioned below:

Link Intime India Private Limited,
Noble Heights, 1st Floor, Plot No. NH 2,
LSC, C-1 Block, Near Savitri Market,
Janakpuri, New Delhi-110058

12. Pursuant to Regulation 13 of the SEBI (LODR) Regulations 2015 the Company has created an E-mail ID: rplcorprelations@sasgroup.in for quick redressal of Members/investors grievances.
13. Pursuant to the requirements of Regulation 36(3) of the SEBI (LODR) Regulations 2015 entered into with stock exchanges, the information about the Directors proposed to be appointed/ reappointed is given in the Annexure to the notice.
14. Electronic copy of the Annual Report 2018-19 and the Notice of 25th AGM of the Company *inter alia*, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy form is being sent to all the Members whose E-mail IDs are registered with the Company/RTA/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail addresses, physical copy of the Annual Report 2018-19 and the Notice of 25th AGM of the Company *inter alia* indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy form is being sent in the permitted mode.
15. Members may note that the Notice of the 25th AGM and the Annual Report 2018-19 will also be available on the Company's website: www.ramsonsprojects.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making the request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor E-mail ID: rplcorprelations@sasgroup.in.
16. In order to enable the Company to send such documents in electronic form, the Members are requested to register their E-mail IDs with the Company's Registrars and Transfer Agents, Link Intime India Private Limited, on their E mail id- delhi@linkintime.co.in
17. The notice of the 25th AGM is also available on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

18. Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide the Members with a facility to exercise their right to vote for the 25th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Link Intime India Private Limited (LI IPL).
- II. The facility for voting through Poll Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
- III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 13th September 2019 (09:00 am) and ends on 15th September 2019 (05:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 9th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
- V. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 9th September, 2019, can obtain the login ID and password by sending a request at enotices@linkintime.co.in or rplcorprelations@sasgroup.in. However, if you are already registered with LI IPL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on <https://instavote.linkintime.co.in>.
- VI. Members whose name appears in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 9th September, 2019, shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.
- VII. The instructions for remote e-voting are as under:
 - A. Login to E-Voting website of Link Intime India Private Limited.
 1. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>
 2. Click on “Login” tab, available under ‘SHARE HOLDER’ section.

3. Enter your User ID, Password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID;
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID;
 - c. Shareholders holding shares in Physical Form (i.e. Physical Share Certificate): Your User ID is Even No + Folio Number registered with the Company;

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘SHARE HOLDER’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>

Bank Account Number	<p>Enter the Bank Account Number as recorded in your demat account with depository or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> • Please enter the DOB/DOI or Bank Account Number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Even No. + Folio number in the Bank Account field as mentioned in instruction (VII-A-4-c).
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If you are holding shares in demat form and is already registered on to E-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your Vote Electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Even No” of the company, you choose to vote.
2. On the voting page, you will see “**Resolution Description**” and against the same the option “**Favour/Against**” for voting.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

3. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
4. After selecting the appropriate option i.e. ‘Favour/Against/Abstain’ as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

C. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘*Custodian/Mutual Fund/Corporate Body*’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘*Custodian/Mutual Fund/Corporate Body*’ login for the Scrutinizer to verify the same.

2. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
3. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
4. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote E-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us at Tel: 022 - 49186000.

- VIII.** The voting rights of Members shall be in proportion to their shares of the paid up equity Share Capital of the Company as on the cut-off date i.e., September 9, 2019.
- IX.** Ms. Richa Singh, Company Secretary in Practice (COP: 16640, Address: 384P, Sector-40, Gurgaon-122003), Partner of M/s. K. K. Singh & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.
- X.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI.** The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- XII.** The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: www.ramsonprojects.com and on the website of LIPL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchanges.

Details of the Director seeking appointment/re-appointment at the forthcoming AGM of the Company (In pursuant to Regulation 36 of SEBI (LODR) Regulations 2015)

Detailed Resume of Mr. Yogesh Sachdeva seeking re-appointment who retires by rotation in terms of Section 152 (6) and being eligible offers himself for re-appointment

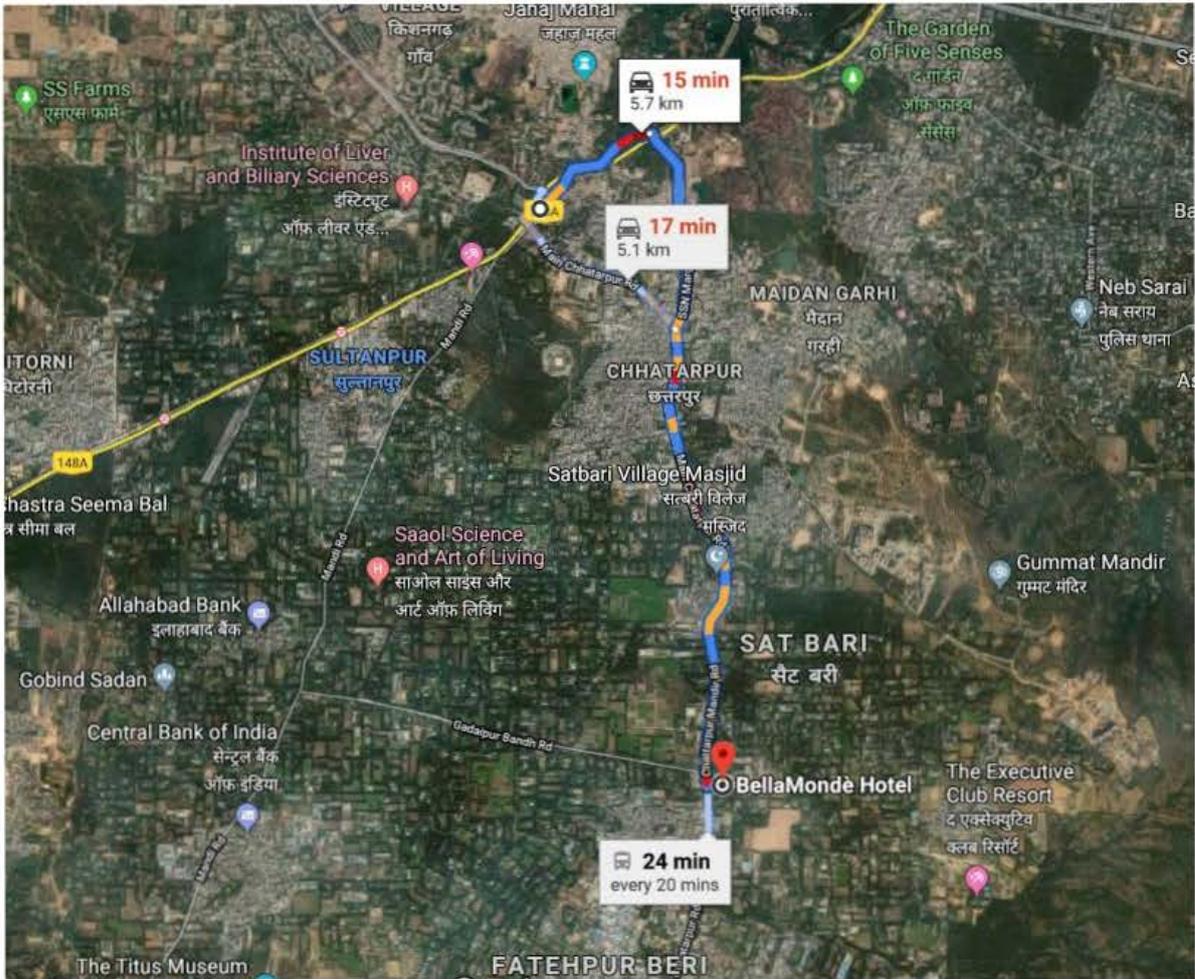
Name of Director	Mr. Yogesh Sachdeva
Date of Birth	15-10-1961
Date of Appointment	22/12/1994
Qualification	B. SC from Maharishi Dayanand University
Expertise in specific functional area	Business Development Management
DIN	00171917
List of Directorships held in other listed companies	Not Applicable
Membership of Committees of the Board of other company	Not Applicable
Relationship between Directors	Brother of Mr. Sunil Sachdeva
Shareholding in Ramsons Projects Limited	NIL

By order of the Board of Directors

**Sd/-
Megha Goel
Company Secretary
M. No. - A56111**

**Place: Gurugram
Date: 09-08-2019**

Map for the Venue of the AGM-



Regd. Office: 815, 8th Floor, Hemkunt Chambers, Nehru Place, New Delhi-110019

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:	
Email 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: _____

as my/our proxy to attend and vote (on a poll) on my/our behalf at the 25th Annual General meeting of the company, to be held on the 16th day of September, 2019 at 11:30 AM. at Bellamondè Hotel located near Chattarpur Mandir Road, Shahoorpur Extension, IIPM, Sat Bari, New Delhi 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	To receive, consider and adopt the Audited Annual Financial Statements of the Company for the Financial Year ended on March 31, 2019, and the Reports of Auditors' & the Board of Directors thereon.		
2.	To appoint Mr. Yogesh Sachdeva, (DIN- 00171917) who retires by rotation in terms of Section 152 (6) and being eligible offers himself for re-appointment.		

Signed this day of 2019

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note:

This form of proxy in order to be effective should be duly completed, signed (across the stamp affixed), and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

RAMSONS PROJECTS LIMITED
CIN-L74899DL1994PLC063708

Regd. Office: 815, 8th Floor, Hemkunt Chambers, Nehru Place, New Delhi-110019

ATTENDANCE SLIP
ANNUAL GENERAL MEETING

DP ID/Client Id*		Name and Address of the Registered Shareholder
Redg. Folio No.		
No. of Shares held		

I hereby record my presence at the 25th ANNUAL GENERAL MEETING of the Members of Ramsons Projects Limited held on Monday 16th September, 2019 Bellamondè Hotel located near Chattarpur Mandir Road, Shahoorpur Extension, IIPM, Sat Bari, New Delhi 110074.

Member's / Proxy's Signature

Note:

1. Member/Proxy must handover the duly complete and signed attendance slip at the entrance of the Hall/Venue.
2. *Applicable for the members holding shares in electronic form.



RAMSONS PROJECTS LIMITED

CIN-L74899DL1994PLC063708

Redg. Office-815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019

Corp. Office-5th Floor, Tower-B, SAS Tower, Medanta-The Medicity, Sector-38, Gurgaon-122001

Phone No. +91-0124-4679000, Fax: +91 0124-4679099

Email: rplcorprelations@sasgroup.in, Website: www.ramsonsprojects.com