

Ramsons Projects Limited

**23rd Annual Report
2016-17**

RAMSONS PROJECTS LIMITED

BOARD OF DIRECTORS

Mr. Sunil Sachdeva	Managing Director
Mr. Yogesh Sachdeva	Director
Mr. Sundeep Kalsi	Director
Dr. Anita Roy	Director

Company Secretary cum
Compliance Officer

Mr. Gaurav Mishra

Chief Financial Officer

Mr. Harish Chhabra

Registered Office

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

Corporate Office

5th Floor, Tower-B,
SAS Tower, Sector 38,
Gurgaon – 122001

Auditors

Sandeep Kumar & Associates
Chartered Accountants
99, Sector-15, Part-1, Gurgaon-122001

Secretarial Auditor

M/s. K.K. Singh and Associates
Company Secretaries
384P, Sector-40, Gurgaon-122003

Registrar and
Transfer Agent

Link Intime India Pvt. Ltd.
44, Community Centre, 2nd Floor
Naraina Industrial Area, Phase-I,
New Delhi - 110028

Ramsons Projects Limited

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Annual General Meeting

Date : Monday, 25th September, 2017

Time : 01:00 PM

Venue : Belmond Hotels, Chhatarpur, Mandir Road, Satbari, New Delhi-110074

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 23rd Annual Report together with Audited Annual Financial statements of the Company for the financial year ended March 31, 2017.

FINANCIAL RESULTS

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

(Rs. in Lacs)

	For the Year ended 31-03-2017	For the Year ended 31-03-2016
Income from operations & Other income	56.38	42.96
Profit/(Loss) before depreciation	13.17	(1.48)
Depreciation	0.10	0.10
Profit/(Loss) before tax	13.07	(1.58)
Provision/Payment for Income Tax	-	(.03)
Profit/(Loss) After Tax	13.07	(1.61)
Surplus brought forward from Previous Year	273.34	274.95
Surplus carried to Balance Sheet	286.41	273.34

OVERALL PERFORMANCE

During the year under review the company has a profit of Rs.13,06,603/- after tax.

DIVIDEND

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

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Managements Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Requirements 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

Your company has complied with the mandatory provisions of SEBI (LODR) Regulations 2015, relating to Corporate Governance with the Stock Exchanges and SEBI (LODR) Regulations 2015 as applicable during the year. 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.

BUSINESS & OPERATIONS

1. 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.

2. Stone Trading and Manufacturing

During year under review Company has disposed off its Stone Manufacturing Unit at Gwalior District Madhya Pradesh.

AUDITORS & AUDIT REPORT

M/s. Sundeep Kumar & Associates, Chartered Accountants, Auditors of the company tenure is coming to an end from the conclusion of the ensuing Annual General Meeting. M/s. Sundeep Kumar & Associates has completed the prescribed term under Companies Act 2013.

Accordingly Company has proposed the appointment of M/s NVM & COMPANY, Chartered Accountants having FRN:012974N, being eligible, offer themselves for appointment in ensuing Annual General Meeting of the Company. The Company has received a consent letter containing the declaration from them that if their appointment be made, that would be within the limit and they are qualified as per Section 141 of the Companies Act, 2013. The Board of Directors recommends their name for approval by the members of the company for appointment as Statutory Auditor of the company to hold office from the conclusion of ensuing Annual General Meeting (AGM) till the conclusion of sixth following AGM for a period of five financial years commencing from 2017-18 to 2021-22 subject to the ratification of the appointment by members at every AGM and to fix their remuneration.

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

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 2016-17. The Secretarial Audit Report is given as Annexure 'II' forming part of this Report.

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

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

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

2. *During the year under review, the office of the CFO as KMP under Section 203 of the Companies Act, 2013 was vacant due to resignation of Mr. Anup Kumar Sah (CFO) w.e.f. 05.04.2016 but the same has been complied with in July, 2017 i.e. before signing of this report and the prescribed form regarding appointment and resignation of above said, yet to be filed with the ROC. Further, intimation of CFO resignation was not been given to the concerned Stock Exchange.*

Intimation of resignation of CFO to Stock Exchange was inadvertently left out. Further intimation to ROC will be given in due course.

3. *The quarterly financial results submitted to concerned stock exchange on 19.08.2016 and 17.02.2017 respectively against the due date 14.08.2016 and 14.02.2017 respectively.*

The observation is self explanatory and does not require further comment

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the Year Mr. Anup Kumar resigned as the CFO w.e.f. 05/04/2016. Further Mr. Harish Chhabra is appointed as CFO of the Company w.e.f. 13/07/2017.

Brief resume, pursuant to Regulation 36 of SEBI (LODR) Regulations 2015 of the Directors proposed to be appointed/ reappointed at the 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, 11 Board Meeting were held and details of same is 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 AND REMUNERATION AND OTHER DETAILS.

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

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 I** in the prescribed Form MGT-9, which forms part of this report.

TRANSACTIONS WITH RELATED PARTIES

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

DIRECTORS RESPONSIBILITY STATEMENT

The information required to be furnished in terms of section 134 (5) of the Companies Act, 2013 the Board of Directors to best of their knowledge and ability, confirm 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 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 2016-17.

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 Report Annexure 1 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

PUBLIC DEPOSITS

The Company has not accepted any fixed deposits from public till date within the meaning of Section 76 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.

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 Ltd.

(Sunil Sachdeva)
Managing Director
DIN-00012115

(Sundeep Kalsi)
Director
DIN-01493597

Place: Gurugram
Date: 19-08-2017

Annexure-1					
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 31/03/2017					
I REGISTRATION & OTHER DETAILS:					
i	CIN	L74899DL1994PLC063708			
ii	Registration Date	22-Dec-94			
iii	Name of the Company	Ramsons Projects Limited			
iv	Category/Sub-Category of the Company	Public Limited Company			
v	Address of the Registered office & contact details				
	Address :	815, 8th Floor, Hemkunt Chambers, Nehru Place			
	Town / City :	New Delhi			
	State :	Delhi			
	Country Name :	India			
	Telephone (with STD Code) :	011-66767600			
	Fax Number :	011-66767699			
	Email Address :	corprelations@ramsonsprojects.com			
	Website, if any:	www.ramsonsprojects.com			
vi	Whether listed company	Yes			
vii	Name and Address of Registrar & Transfer Agents (RTA):-				
	Name of RTA:	Link Intime India Pvt. Ltd.			
	Address :	44, Community Centre, 2nd Floor, Naraina Industrial Area			
	Town / City :	New Delhi			
	State :	Delhi			
	Pin Code:	110028			
	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	63%		
2	Non-specialized wholesale trade	4690	37%		
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	Na	Na	Na	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	910648	52,500	963,148	32.04%	910628	52,500	963,128	32.04%	0%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	659000	0	659000	21.91%	659000	0	659,000	21.91%	0%
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)	1569648	52,500	1,622,148	53.95%	1569628	52,500	1,622,128	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) FIs	-	-	-	-	-	-	-	-	-
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	74599	585246	659845	21.94%	74705	585246	659951	21.95%	0.01%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	613100	613100	20.39%	0	613100	613100	20.39%	0%
b) NBFC registered with RBI									
c) Employee Trust									
d) Overseas Depositories									
e) Any other (Specify)									
Hindu Undivided Family	4962	0	4962	0.17%	4981	0	4981	0.17%	0%
Bodies Corporate	106145	300	106445	3.54%	106040	300	106340	3.54%	0%
Sub Total (B)(2)	185706	1198646	1384352	46.05%	185726	1198646	13844372	46.05%	0%
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
	185706	1,198,646	1,384,352	46.05%	185726	1198646	13,844,372	46.05%	0%
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)									
	1755354	1,251,146	3,006,500	100%	1755354	1,251,146	3,006,500	100%	0%

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%	-	510,600	16.98%	-	-
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	3948	0.13%	-	3928	0.13%	-	-
	TOTAL	1,622,148	53.95%	-	1,622,128	53.95%	-	-
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	1,622,148	53.95%	1,622,128	53.95%				
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%	20				
	Other	0	0%	0				
At the End of the year	1,622,148	53.95%	1,622,148	53.95%				

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):						
1	Jridh Rish Leasing and Investment Pvt. Ltd. Folio No. IN3001181027462		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	3.16%	95200	3.16%
	Changes During the Year					
	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	0	0	0	0%
At the End of the year (or on the date of separation, if separated)		95200	3.16%	95200	3.16%	
2	Mr. Mahender Kumar Folio No. 0000323		Shareholding Pattern at the begning 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		95200	3.16%	95200	
	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	0%	95200	0.00%	
3	Vandana Goyal Folio No. 0000241		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		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)		38100	0%	38100	0	

4	Harish Kumar Folio No. 0000192	holding at the beginning of the		Cumulative Shareholding during the year		
		No. of shares	% of total shares	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	holding at the beginning of the		Cumulative Shareholding during the year		
		No. of shares	% of total shares	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	holding at the beginning of the		Cumulative Shareholding during the year		
		No. of shares	% of total shares	No. of shares	% of total shares of the company	
	At the beginning of the year	27500	0.91%	27500	91.00%	
	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						

7	Subash C Kumar Folio No. 000044	Shareholding at the beginning		Cumulative Shareholding during the year		
		No. of shares	% of total shares	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						
8	Maheveer Prasad Goel Folio No. 0000936	Shareholding at the beginning		Cumulative Shareholding during the year		
		No. of shares	% of total shares	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		Cumulative Shareholding during the year		
		No. of shares	% of total shares	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						
		25500	0.84%	25500	0.84%	

10	Harvinder Singh Folio No. 0000952	Shareholding at the beginning		Cumulative Shareholding during the year	
		No. of shares	% of total shares	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	23900	0.79%	23900	0.79%

<i>Shareholding of Directors and Key Managerial Personnel:</i>						
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
	At the beginning of the year		690500	0%	690500	0%
	Changes During the Year					
	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	0	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	No. of shares	% of total shares of the
	At the beginning of the year		0	0%	0	0%
	Changes During the Year					
	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	0	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
	At the beginning of the year		3000	0.03%	3000	0.03%
	Changes During the Year					
	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	0	0%	0	0%
	At the End of the year		3000	0.03%	3000	0.03%

4	Dr. Anita Roy		Shareholding at the		Cumulative Shareholding during the year	
			No. of shares	% of total	No. of shares	% of total shares of the
	At the beginning of the year		0	0%	0	0%
	Changes During the Year					
	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	0	0%	0	0%
	At the End of the year		0	0%	0	0%
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						
<i>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</i>						
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
<i>B. Remuneration to other directors:</i>						
Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Yoegsh Sachdeva	Mr. Sundeep Kalsi	Dr. Anita Roy	Mr. Sanjay Batra	
1	Independent Directors					
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Remuneration	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	675,000	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	26,500	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	701,500	0	701,500
					Total

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	-	-	-	-	-	-	-

Annexure-II

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31stMARCH, 2017

**[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, 2017, 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, 2017 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**).

- 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 (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
 - 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, 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. During the year under review, the office of the CFO as KMP under Section 203 of the Companies Act, 2013 was vacant due to resignation of Mr. Anup Kumar Sah (CFO) w.e.f. 05.04.2016 but the same has been complied with in July, 2017 i.e. before signing of this report and the prescribed form regarding appointment and resignation of above said, yet to be filed with the ROC. Further, intimation of CFO resignation was not been given to the concerned Stock Exchange.*
- c. The quarterly financial results submitted to concerned stock exchange on 19.08.2016 and 17.02.2017 respectively against the due date 14.08.2016 and 14.02.2017 respectively.*

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 is no changes in the composition of the Board of Directors.

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 are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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: 19.08.2017

For K. K. Singh & Associates,
Company Secretaries

Sd/-
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 thereunder 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 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: 19.08.2017**

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

Sd/-
CS Richa Singh
Partner
ACS No.:44237
CP No.:16640

RAMSONS PROJECTS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

NBFC – INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENT

1. 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 grass root level through Micro finance.

2. Outlook on opportunities, threats, risks & concerns

The company is consolidating its position and making its best efforts to realize the maximum from the customers by taking recourse of legal remedies where warranted.

3. 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 extensive internal audits conducted by the Internal Auditor of the Company, 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 recommendations of the internal auditors. It is ensured that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorised, recorded and reported correctly, to keep constant check on the cost structures and to prevent revenue leakages.

4. Financial Performance

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

	For the Year ended 31-03-2017	(Rs. in Lacs) For the Year ended 31-03-2016
Income from operations & Other income	56.38	42.96
Profit/(Loss) before depreciation	13.17	(1.48)
Depreciation	0.10	0.10
Profit/(Loss) before tax	13.07	(1.58)
Provision/Payment for Income Tax	-	(.03)
Profit/(Loss) After Tax	13.07	(1.61)

Surplus brought forward from Previous Year	273.34	274.95
Surplus carried to Balance Sheet	286.41	273.34

5. 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.

6. 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.

7. Threats

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

8. 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.

9. Outlook

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

10. 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 pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance.

11. 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 are such as industrial relations and economic developments etc. may further influence the company's operations or performance.

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

**Sunil Sachdeva
Managing Director
DIN-00012115**

**Sundeep Kalsi
Director
DIN-01493597**

**Place: Gurugram
Date: 19-08-2017**

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, 2017:

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 2017 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 on 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:

Name of the Director and Business Relationship	Category of Directorship	#No. of other Directorship as on 31-03-2017	No. of Committee position as on 31-03-2017		No. of Board Meetings attended during the year	Attendance at the 22 nd Annual General Meeting held on 06/09/2016
			Chairman	Member		
Mr. Sunil Sachdeva	Promoter & Executive	17	2	4	10	Yes
Mr. Yogesh Sachdeva	Promoter & Non – Executive	7	1	3	9	Yes
Mr. Sundeep Kalsi	Independent Non Executive	16	2	1	10	Yes
Dr. Anita Roy	Independent Non Executive	4	–	3	10	Yes

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	00
Mr. Sundeep Kalsi	Independent Non-Executive	3,000
Dr. Anita Roy	Independent Non-Executive	00

11 (Eleven) Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

21 st April 2016	25 th May 2016	01 st August 2016	09 th August 2016
12 th August 2016	13 th October 2016	14 th November 2016	28 th December 2016
05 th January 2017	13 th February 2017	29 th March 2017	

3. Code of Conduct

The Board has laid down Codes 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.

Relationship between Directors

None of the Directors of the Company are related to each other except following directors:

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

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.

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	Promoter Non-Executive Director
Dr. Anita Roy	Member	Non-Executive - Independent Director

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

(II) Meetings of the Audit Committee

During the year under ended March 31, 2017 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
Dr. Anita Roy	4	4

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

17th May 2016 10th August 2016 11th November 2016 13th January 2017

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.

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 internal 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.

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.

4. Subsidiary Company

The Company has no subsidiary company.

5. Nomination and Remuneration Committee

- (I) The Board of Directors of the company has constituted a Nomination and Remuneration Committee, comprising of 2 (two) independent non-executive directors and 1(one) non executive director viz. Mr. Sundeep Kalsi, Chairman of the Committee, and Mr. Yogesh Sachdeva and Mrs. Anita Roy 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
Dr. Anita Roy	Member	Non-Executive - Independent Director

(II) Meetings of the Nomination and Remuneration Committee

During the year under ended March 31, 2017 1 (One) Nomination and Remuneration Committee meetings was held. The attendance of Nomination and Remuneration Committee member is as follows:

Name of the Audit Committee Member	No. of meeting held	No. of meeting attended
Mr. Sundeep Kalsi	1	1
Mr. Yogesh Sachdeva	1	1
Dr. Anita Roy	1	1

1 (One) Nomination and Remuneration Committee Meeting was held during the year on 25th July 2017.

(III) Remuneration Policy

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations 2015 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.
- (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 2016-17 no remuneration was paid to Executive Director, Non-Executive Directors and Independent Directors.

6. Stakeholders Relationship Committee

- (I) At present Shareholder'/Investors' Grievance Committee comprises of the following Directors viz. Mr. Yogesh Sachdeva as its Chairman, Mr. Sunil Sachdeva 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 Remuneration Committee	Position held	Category
Mr. Yogesh Sachdeva	Chairman	Promoter Non-Executive Director
Mr. Sunil Sachdeva	Member	Managing Director

During the financial year 2016-17 no meeting of Stakeholder Relationship Committee was held.

(III) Name and Designation of Compliance Officer

Mr. Gaurav Mishra was appointed as a Company Secretary cum Compliance Officer of the Company w.e.f. 21/04/2016.

(IV) Details of Shareholder Complaints

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

7. Share Transfer Committee:

The Board has framed Share Transfer Committee comprising of Mr. Sunil Sachdeva as its Chairman, Mr. Sundeep Kalsi and Mr. Yogesh Sachdeva as its members.

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

No meeting of the Share Transfer Committee was held during the Financial Year 2016-17.

Powers of Share Transfer Committee:

- (i) To approve the transfer of share in physical and Demat 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 Investors Grievance 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, 2017.

8. 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
2013-14	Friday, 5 th September, 2014	4.30 P.M	Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030	No
2014-15	Monday, 28 th September, 2015	4.30 P.M	Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030	No
2015-16	Tuesday, 06 th September 2016	11:00	Mapple Exotica, Chhatarpur Mandir Road, Satbari, New Delhi-110074	No

9. Postal Ballots

During the year, no any special resolution was passed through postal ballot.

10. Disclosures

- During the Financial Year 2016-17, 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.

11. Means of Communication

- The unaudited quarterly, half yearly and annual financial results of the company was announced as per Regulation 33 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 Media Darshan (Hindi). Results of the Company are also being uploaded in 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.

12. Details of non compliance and the Penalties imposed

During the year under review Bombay Stock Exchange has imposed a penalty of Rs. 17,250/- for late submission of Financial Results for Qtr. ended 31/12/2016.

13. General Shareholder Information

I. AGM: Date, Time and Venue

Monday, 25th September 2017, at 01:00 pm at Belmond Hotels, Chhatarpur Mandir Road, Satbari, New Delhi-110074

II. Financial Year

For the Financial Year 2017-18 results will be announced on (tentative dates)

First Quarter	12 th August 2017
Second Quarter	13 th November 2017
Third Quarter	12 th February 2018
Fourth Quarter	28 th May 2018

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

IV. Listing On Stock Exchange: The Shares of the Company are listed on:

The Bombay Stock Exchange Limited
Stock Code: Equity 530925

Note: The Listing fees for financial year 2017-18 have been paid.

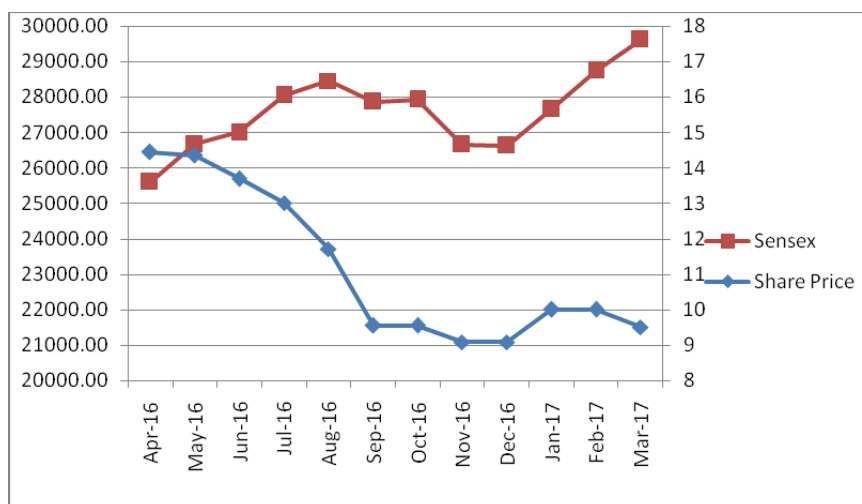
V. Stock Code:

Bombay Stock Exchange: 530925

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

Month	High Price	Low Price
April 16	14.45	14.45
May 16	14.35	14.35
June 16	13.70	13.70
Jul 16	13.70	13.02
Aug 16	12.35	11.71
Sep 16	11.75	9.56
Oct 16	9.56	9.56
Nov 16	9.09	9.09
Dec 16	9.09	9.09
Jan 17	10.01	9.54
Feb 17	10.01	10.01
Mar 17	9.51	9.51

VII. Performance in comparison with BSE Index



VIII. Registrar and Transfer Agent

Link Intime India Pvt. Ltd.
44, Community Centre, 2nd Floor
Naraina Industrial Area, Phase-I,
New Delhi - 110028

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 31/03/2017

Group of Shares	No. of Shareholders	Percentage of Total Shareholders	No. of Shares held	Percentage of Shareholding
1-500	762	74.05	101083	3.36
501-1000	87	8.45	77419	2.58
1001-2000	62	6.02	98590	3.28
2001-3000	33	3.20	84274	2.80
3001-4000	19	1.84	67418	2.24
4001-5000	5	0.59	23300	0.78
5001-10000	27	2.62	232816	7.74
10001-above	34	3.30	2321600	77.22
Total	1029	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 2017 1755354 equity shares representing 58.38% 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

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.

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

**Sunil Sachdeva
Managing Director
DIN-00012115**

**Sundeep Kalsi
Director
DIN-01493597**

**Place: Gurugram
Date: 19-08-2017**

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, 2017.

For Ramsons Projects Limited

(Sunil Sachdeva)
Managing Director
DIN-00012115

Place: Gurugram
Date: 19-04-2017

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, 2017 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.

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: 19-08-2017

Independent Auditor's Report

**To the Members of
RAMSONS PROJECTS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of ***RAMSONS PROJECTS LIMITED*** ("***the Company***") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2017, and its Profit and its Cash Flow for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) As informed to us, there is no lawsuit filed against the Company.
- b) The Company has no accumulated losses and the Company has not incurred a net loss/net cash loss during the current and previous year(s) and, the Company's current liabilities not exceeded its current assets as at the balance sheet date. In view of above, there is no doubt about the Company's ability to continue as a going concern. Therefore, the financial statements of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 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 written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, does not have an adverse effect on the functioning of the Company.
- g. 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**".
- h. 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:
 - a. The Company does not have any pending litigations which would impact its financial position.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The Company had provided requisite disclosures in the financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November 2016 to 30th December 2016 and aforesaid disclosures were in accordance with the books of accounts maintained by the company.

For and on behalf of
Sandeep Kumar & Associates
Chartered Accountants
FRN: 004838N

Place: Gurgaon
Date : 30/05/2017

CA. Sandeep Kumar
Partner
M.No. 083785

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) The title deeds of immovable properties are held in the name of the company.
- 2) As explained to us, the Company is not having any inventory, therefore, the provisions of this clause are not applicable to the Company and hence not commented upon.
- 3) 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. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) 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 Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) As information & explanation given to us and on the basis of examination of books of accounts, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company and hence not commented upon.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided. Accordingly, the provisions of Clause 3 (xi) of the Order are not applicable and hence not commented upon.
- 12) 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.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) 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 and on behalf of
Sandeep Kumar & Associates
Chartered Accountants
FRN: 004838N

Place: Gurgaon
Date: 30/05/2017

CA. Sandeep Kumar
Partner
M.No. 083785

"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of Ramsons Projects limited

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, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 March 31, 2017, 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 and on behalf of
Sandeep Kumar & Associates
Chartered Accountants
FRN: 004838N

Place: Gurgaon
Date: 30/05/2017

CA. Sandeep Kumar
Partner
M.No. 083785

RAMSONS PROJECTS LIMITED
BALANCE SHEET AS AT 31ST MARCH 2017

PARTICULARS	NOTE NO.	AS ON 31/03/2017 ₹	AS ON 31/03/2016 ₹
I EQUITY & LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
a) SHARE CAPITAL	2	30,065,000	30,065,000
b) RESERVES AND SURPLUS	3	28,641,073	27,334,470
		58,706,073	57,399,470
(2) SHARE APPLICATION MONEY PENDING ALLOTMENT			
		-	-
(3) CURRENT LIABILITIES			
a) TRADE PAYABLES	4	-	105,483
b) OTHER CURRENT LIABILITIES	5	187,480	150,496
c) SHORT TERM PROVISIONS	6	-	41,712
		187,480	297,691
TOTAL (1+2+3+4)		58,893,553	57,697,161
II ASSETS			
(1) NON-CURRENT ASSETS			
a) FIXED ASSETS			
TANGIBLE ASSETS	7	1,297,829	4,006,977
b) NON-CURRENT INVESTMENTS	8	38,671,380	38,671,380
c) LONG TERM LOANS & ADVANCES	9	16,581,507	14,275,999
d) OTHER NON-CURRENT ASSET	10	27,355	25,346
(2) CURRENT ASSETS			
a) TRADE RECEIVABLES	11	-	66,824
b) CASH & CASH EQUIVALENTS	12	2,310,155	647,283
c) SHORT TERM LOANS & ADVANCES	13	5,327	3,352
		2,315,482	717,459
TOTAL (1+2)		58,893,553	57,697,161
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 Sandeep Kumar & Associates
Chartered Accountants
Firm Registration No.: 004838N

(CA Sandeep Kumar)
Partner
Membership No. 083785

Date: 30-05-2017
Place : Gurgaon

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

(Sunil Sachdeva)
Managing Director
DIN: 00012115

(Sundeep Kalsi)
Director
DIN: 01493597

(Gaurav Mishra)
Company Secretary
M. No.- A44090

RAMSONS PROJECTS LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2017

PARTICULARS	NOTE NO.	YEAR ENDED	YEAR ENDED
		31/03/2017	31/03/2016
		₹	₹
I REVENUE FROM OPERATIONS	14	3,283,631	1,106,940
II OTHER INCOME	15	2,354,858	3,188,909
III TOTAL REVENUE (I+II)		5,638,489	4,295,849
IV EXPENSES:			
COST OF MATERIAL CONSUMED	16	1,154,345	105,483
PERSONNEL EXPENSES	17	946,894	608,880
DEPRECIATION	7	10,441	9,742
OTHER EXPENSES	18	2,220,206	3,729,519
TOTAL EXPENSES		4,331,886	4,453,624
V PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS (III-IV)		1,306,603	(157,775)
VI EXCEPTIONAL ITEMS		-	-
VII PROFIT BEFORE TAX (V+VI)		1,306,603	(157,775)
VIII TAX EXPENSE:			
CURRENT TAX/MAT		150,953	102,715
LESS: MAT CREDIT ENTITLEMENT		(150,953)	(99,715)
DEFERRED TAX		-	-
IX PROFIT AFTER TAX (VII-VIII)		1,306,603	(160,775)
X EARNINGS PER EQUITY SHARE:			
BASIC/DILUTED EPS		0.43	(0.05)
(REFER POINT NO. 6 OF NOTE NO. -19)			
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 Sandeep Kumar & Associates
Chartered Accountants
Firm Registration No.: 004838N

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

(CA Sandeep Kumar)
Partner
Membership No. 083785

(Sunil Sachdeva)
Managing Director
DIN: 00012115

Date: 30-05-2017
Place : Gurgaon

(Sundeep Kalsi)
Director
DIN: 01493597

(Gaurav Mishra)
Company Secretary
M. No.- A44090

RAMSONS PROJECTS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

PARTICULARS	(Amt. in ₹)	
	YEAR ENDED 31-Mar-17 ₹	YEAR ENDED 31-Mar-16 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS :	1,306,603	(157,775)
ADJUSTMENTS FOR :		
DEPRECIATION	10,441	9,742
DIVIDEND	(3,598)	(3,072)
(PROFIT)/LOSS FROM SALE OF SHARES	-	(3,188,280)
LEASEHOLD RIGHTS WRITTEN OFF	1,018,570	
(PROFIT)/LOSS FROM SALE OF INDUSTRIAL LAND	(2,322,565)	-
(PROFIT)/LOSS FROM SALE OF PLANT & MACHINERY	(8,284)	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,167	(3,339,385)
ADJUSTMENTS FOR :		
ADD/(LESS): DECREASE/(INCREASE) IN CURRENT ASSETS & INCREASE/(DECREASE) IN CURRENT LIABILITIES		
TRADE RECEIVABLES	66,824	(66,824)
SUNDRY CREDITORS	(105,483)	105,483
OTHER LIABILITIES	36,984	(75,705)
CASH GENERATED FROM OPERATIONS	(508)	(3,376,431)
LESS: DIRECT TAXES PAID	244,760	57,551
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(245,268)	(3,433,982)
EXTRAORDINARY ITEMS	-	-
NET CASH FROM OPERATING ACTIVITIES : (A)	(245,268)	(3,433,982)
B. CASH FROM INVESTING ACTIVITIES		
PURCHASE OF FIXED ASSETS	-	(72,097)
DIVIDEND	3,598	3,072
INVESTMENT IN SHARES	-	(3,000,000)
SALE OF INDUSTRIAL LAND	3,938,200	-
SALE OF PLANT & MACHINERY	72,786	-
SALE OF SHARES	-	15,995,880
NET CASH USED IN INVESTING ACTIVITIES: (B)	4,014,584	12,926,855
C. CASH FLOW FROM FINANCING ACTIVITIES		
LOANS & ADVANCES	(2,104,435)	(9,636,271)
NET CASH FLOW FROM FINANCING ACTIVITIES: (C)	(2,104,435)	(9,636,271)
NET INCREASE IN CASH AND CASH EQUIVALENT: (A+B+C)	1,664,881	(143,398)
CASH AND CASH EQUIVALENTS AS AT 01.04.16(OPENING BALANCE)	672,629	816,027
CASH AND CASH EQUIVALENTS AS AT 31.03.17 (CLOSING BALANCE)	2,337,510	672,629

Notes to financial statement -

- 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.
- Previous year figures have been regrouped, wherever necessary

As per our report of even date attached.

For Sandeep Kumar & Associates
Chartered Accountants
Firm Registration No.: 004838N

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

(CA Sandeep Kumar)
Partner
Membership No. 083785

(Sunil Sachdeva)
Managing Director
DIN: 00012115

Date: 30-05-2017
Place : Gurgaon

(Sundeep Kalsi)
Director
DIN: 01493597

Gaurav Mishra
Company Secretary
M.No.-A44090

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, 2017

(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. Fixed Assets and Depreciation:

Fixed assets 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 tangible fixed assets 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.	AS ON 31/03/2017 ₹	AS ON 31/03/2016 ₹		
2 SHARE CAPITAL				
(i) AUTHORISED SHARE CAPITAL 40,00,000 (PY 40,00,000) EQUITY SHARES OF RS.10/- EACH	40,000,000	40,000,000		
(ii) ISSUED, SUBSCRIBED, & PAID UP 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	22.97%	690,500
PANKAJ MANI SACHDEVA	6.53%	196,400	6.53%	196,400
S.A.S. INFOTECH PVT. LTD.	16.98%	510,600	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 PROFIT & LOSS A/C				
OPENING BALANCE		21,216,419		27,495,245
ADD: PROFIT/(LOSS) FOR THE YEAR		1,306,603		(160,775)
TRANSFER TO STATUTORY RESERVE U/S 45IC		(261,321)		(6,118,051)
CLOSING BALANCE		22,261,701		21,216,419
B STATUTORY RESERVE U/S 45IC OF RBI ACT				
OPENING BALANCE		6,118,051		-
TF FROM PROFIT & LOSS A/C (OUT OF EARLIER YEAR PROFITS)		-		6,118,051
ADD: RESERVE CREATED OUT OF CURRENT YEAR PROFITS		261,321		-
CLOSING BALANCE		6,379,372		6,118,051
TOTAL (A+B)		28,641,073		27,334,470

Note:-

Statutory Reserve represents the reserve fund created under Section 45- IC of the Reserve Bank of India Act , 1934 (RBI Act). Under Section 45 IC, the Company is required to transfer a sum not less than twenty percent of its net profit every year. Accordingly, the Company in the previous year had transferred Rs. 61,18,051 being twenty percent of net profit for the financial years since incorporation till last year to the Statutory Reserve.

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	AS ON 31/03/2017 ₹	AS ON 31/03/2016 ₹
4	TRADE PAYABLES		
	- DUE TO MSME	-	-
	- DUE TO Others	-	105,483
	TOTAL	<u>-</u>	<u>105,483</u>
5	OTHER CURRENT LIABILITIES		
	EXPENSES PAYABLE	177,009	150,496
	STATUTORY DUES	10,471	-
	TOTAL	<u>187,480</u>	<u>150,496</u>
6	SHORT TERM PROVISIONS		
	PROVISION FOR INCOME TAX A.Y. 2016-17 (NET OF ADVANCE TAXES)	-	41,712
	TOTAL	<u>-</u>	<u>41,712</u>
7	FIXED ASSETS		
	NOTE OF FIXED ASSETS IS GIVEN ON SEPARATE SHEET.		
8	INVESTMENT		
	NOTE OF INVESTMENT IS GIVEN ON SEPARATE SHEET.		
9	LONG TERM LOANS & ADVANCES		
	<u>LOAN PORTFOLIO</u>		
	LOAN PORTFOLIO (UNSECURED CONSIDERED GOOD)	15,049,931	12,919,570
	LESS: PROVISION FOR BAD & DOUBTFUL RECOVERIES IN RESPECT OF LOAN PORTFOLIO (UNSECURED CONSIDERED GOOD)	60,200	14,989,731
			32,299
			12,887,271
	LOAN PORTFOLIO (UNSECURED CONSIDERED DOUBTFUL)	-	600,000
	LESS: PROVISION FOR BAD & DOUBTFUL RECOVERIES IN RESPECT OF LOAN PORTFOLIO (UNSECURED CONSIDERED DOUBTFUL)	-	600,000
			-
	TOTAL (A)	<u>14,989,731</u>	<u>12,887,271</u>
	<u>OTHER LOANS AND ADVANCES</u>		
	INCOME TAX/TDS	181,202	129,107
	MINIMUM ALTERNATIVE TAX ENTITLEMENT	1,410,574	1,259,621
	TOTAL (B)	<u>1,591,776</u>	<u>1,388,728</u>
	TOTAL (A+B)	<u>16,581,507</u>	<u>14,275,999</u>
10	OTHER NON-CURRENT ASSET		
	OTHER BANK BALANCES		
	BANK DEPOSITS WITH MORE THAN 3 MONTHS MATURITY	27,355	25,346
	TOTAL	<u>27,355</u>	<u>25,346</u>
11	TRADE RECEIVABLES (UNSECURED CONSIDERED GOOD)		
	OUTSTANDING FOR MORE THAN SIX MONTHS	-	-
	OTHERS	-	66,824
	TOTAL	<u>-</u>	<u>66,824</u>
12	CASH & CASH EQUIVALENTS		
	CASH IN HAND (AS CERTIFIED BY THE MANAGEMENT)	69,701	340,662
	BALANCES WITH BANKS IN CURRENT ACCOUNTS	2,240,454	306,621
	TOTAL	<u>2,310,155</u>	<u>647,283</u>
13	SHORT TERM LOANS & ADVANCES		
	PREPAID EXPENSES	5,327	3,352
	TOTAL (c)	<u>5,327</u>	<u>3,352</u>

RAMSONS PROJECTS LIMITED

NOTE NO. 7

NOTE OF FIXED ASSETS AS ON 31ST MARCH 2017

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Balance as on 31-3-2016	Additions during the period	Disposal during the period	Balance as on 31-3-2017	Adjustment in Opening Value	For the period	Adjustment on Disposal	Balance as on 31-3-2017	Balance as on 31-3-2016
TANGIBLE ASSETS									
LAND	3,754,400	1,398,580	4,032,785	1,120,195	-	-	-	1,120,195	3,754,400
BUILDING	235,000	-	-	235,000	-	3,713	-	174,357	178,070
FURNITURE & FITTINGS	50,000	-	-	50,000	-	-	-	50,000	-
VEHICLES	27,079	-	-	27,079	-	2,572	-	23,802	5,849
OFFICE EQUIPMENTS	86,400	-	-	86,400	-	-	-	86,400	-
PLANT & MACHINERY	72,097	-	72,097	-	-	4,156	7,595	-	68,658
TOTAL	4,224,976	1,398,580	4,104,882	1,518,674	-	10,441	7,595	220,845	1,297,829
PREVIOUS YEAR-31.3.2016	4,152,879	72,097	-	4,224,976	-	9,742	-	217,999	4,006,977
									3,944,622

RAMSONS PROJECTS LIMITED
NOTE NO. 8
INVESTMENTS IN SHARES & SECURITIES (LONG-TERM)

A) TRADE INVESTMENTS

SCRIP	AS AT 31-3-2017		AS AT 31-3-2016	
	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	3,535	100	3,535	100
JSW STEEL LTD. (FORMERLY KNOWN AS JINDAL VIJAY NAGAR)	400	20	400	2
ANIK INDUSTRIES LTD (FORMERLY KNOWN AS MADHYA PRADESH GLYCHEM)	3,030	100	3,030	100
HDFC BANK LTD (SHARES OF CENTURION BANK OF PUNJAB MERGED WITH HDFC BANK LTD)	7,645	185	7,645	185
HINDALCO IND	320	100	320	100
LAURAL ORGANICS LTD.	-	700	-	700
UFLEX LTD. (FORMERLY KNOWN AS FLEX IND. LTD.)	3,750	250	3,750	250
UNITED BREWERIES LTD (MBIL MERGED WITH UNITED BREWERIES LTD) SHARES ALLOTTED IN 12:1	98000	816	98,000	816
JAI PRAKASH ASSOCIATES LTD. (FORMERLY KNOWN AS J.P. INDUSTRIES)	800	750	800	750
TOTAL (A)	171,380		171,380	

B) OTHER INVESTMENTS

UNQUOTED INVESTMENTS

SCRIP	AS AT 31-3-2017		AS AT 31-3-2016	
	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	1,713,404	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 31/03/2017 ₹	YEAR ENDED 31/03/2016 ₹
14	REVENUE FROM OPERATIONS		
	SALES	1,214,553	125,414
	INTEREST FROM FINANCING ACTIVITIES	1,930,480	978,454
	SERVICE CHARGE	135,000	-
	DIVIDEND INCOME	3,598	3,072
	TOTAL	3,283,631	1,106,940
15	OTHER INCOME		
	PROFIT ON SALE OF SHARE	-	3,188,280
	INTT. ON INCOME TAX REFUND	-	283
	PROFIT ON SALE OF INDUSTRIAL LAND	2,322,565	-
	OTHER INCOME	32,293	346
	TOTAL	2,354,858	3,188,909
16	COST OF MATERIAL CONSUMED		
	OPENING STOCK OF RAW MATERIAL	-	-
	PURCHASES	801,842	105,483
	ROYALTIES	24,500	-
	PACKING MATERIAL	86,463	-
	FREIGHT EXPENSES	126,202	-
	JOB WORK EXPENSES	115,338	-
	TOTAL	1,154,345	105,483
17	PERSONNEL EXPENSES		
	SALARY	910,157	604,018
	BONUS	26,500	-
	STAFF WELFARE EXPENSES	10,237	4,862
	TOTAL	946,894	608,880
18	OTHER EXPENSES		
	AUDITORS REMUNERATION (REFER POINT NO. 3 OF NOTE '19)	57,500	57,250
	ADVERTISING EXPENSE	50,946	56,302
	ANNUAL LISTING AND DEPOSITORY CUSTODIAN FEES	229,002	238,204
	BANK CHARGES	1,615	167
	CONVEYANCE EXPENSES	5,830	-
	INTEREST ON LATE PAYMENT OF TDS	-	308
	DELIQUENCES OF PORTFOLIO		
	PROVISION/(REVERSED) FOR BAD & DOUBTFUL DEBT ON LOAN PORTFOLIO	(600,000)	600,000
	ADD: PROVISION FOR BAD & DOUBTFUL DEBT ON STANDARD ASSET	27,901	24,149
	TOTAL PROVISION REQUIRED	(572,099)	624,149
	LESS: BAD DEBTS WRITTEN OFF	600,000	27,901
	INTEREST ON LOAN REVERSED	-	2,228,463
	LOADING & UNLOADING EXPENSES	29,205	-
	MISC. EXPENDITURE	22,348	68,551
	PACKING AND FORWARDING EXPS	-	2,290
	OFFICE MAINTENCE	18,520	17,230
	POSTAGE & TELEGRAM EXP	2,033	108
	FILING FEES	78,239	61,533
	ANNUAL GENERAL MEETING EXPENSES	33,050	39,000
	LEGAL & PROFESSIONAL CHARGES	259,735	247,304
	REPAIR & MAINTENANCE	81,195	2,395
	LEASE RENT	127,363	-
	INTEREST ON LATE PAYMENT OF INCOME TAX	1,288	-
	SERVICE TAX PAID ON GTA REVERSE CHARGES	8,187	-
	PRINTING & STATIONERY	29,010	36,285
	TELEPHONE EXP	19,329	10,003
	TOURS & TRAVELLING EXP	14,940	14,690
	ELECTRICITY EXPS	73,810	24,353
	VEHCILE RUNNING & MAINT.	13,340	934
	PENALTY FEE PAID TO BSE LIMITED	17,250	-
	LEASE RIGHTS WRITTEN OFF	1,018,570	-
	TOTAL	2,220,206	3,729,519

RAMSONS PROJECTS LIMITED

NOTE NO.-19- 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) During the year the company has transferred Rs. 6,00,000/- to Bad debt a/c.

(3) **Auditors Remuneration:**

S. No.	Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
1	Audit Fess	50,000	50,000
2	In Other Capaicity	Nil	Nil
3	Service Tax	7,500	7,250
		57,500	57,250

(4) 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.

(5) During the year, the company had Specified Bank Notes (SBNs) and other denomination notes as defined in the MCA Notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from 08th November, 2016 to 30th December, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	Specified Bank Notes(1)	Other Denominated Notes	In ` Total
Closing cash in hand as on 08-11-2016	100,000	58,361	158,361
Add: Permitted receipts	-	50,000	50,000
Less: Permitted payments	-	10,000	10,000
Less: Amount deposited in bank	100,000	-	100,000
Closing cash in hand as on 30-12-2016	-	98,361	98,361

(6) Earnings Per Share (EPS):

Particulars	Current Year	Previous Year
a) Net profit/(loss) after tax available for equity shareholders (Rs.)	13,06,603	(1,60,775)
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.)	0.43	(0.05)

(7) 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.

(8) There are no litigations pending against the company.

(9) During the year, there are no foreign exchange inflow and outflow.

(10) 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 31.03.2017.

b) Associates:

There is no associate as on 31.03.2017.

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 have significant influence:

Savitri Overseas
SAS Servizio Pvt. Ltd.
S.A.S. Infotech Pvt. Ltd.
S V Corporation Pvt. Ltd.
Sumel Projects Pvt. Ltd.
Ramsons Organics 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
Purchase of Shares							
SV Corporation Pvt Ltd					-	-	30,00,000
Security Deposit received (refund)							
Sunil Sachdeva			-			-	2,00,000
Sunil Sachdeva			-			-	(2,00,000)
Loan received/ (Repaid)							
Sunil Sachdeva			2,00,000			2,00,000	
Sunil Sachdeva			(2,00,000)			(2,00,000)	
Reimbursement of Expenses							
SAS Infotech Private Limited					7,422	7,422	-
Sale of Shares							
Sunil Sachdeva			-			-	1,59,95,880
Purchase of Machines							
Ramsons Organics Ltd					-	-	72,097
Sale of Goods							
Ramsons Organics Ltd					9,89,177	9,89,177	64,800
Savitri Overseas					1,93,876	1,93,876	66,824
Purchase of Goods							
Savitri Overseas					2,87,005	2,87,005	-

Related party balances outstanding as on 31-03-2017							Amount 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	
Trade receivables								
Savitri Overseas					-	-	66,824	

(11) Deferred Tax

(a) Deferred tax has been provided in accordance with Accounting Standard-22 Accounting for taxes income issued by the Institute of Chartered Accountants of India.

(b) The break-up of net deferred asset/ liability as at 31st March 2017 is as under:

DEFERRED TAX	AMOUNT OF TIME DIFFERENCE	31-03-2017	AMOUNT OF TIME DIFFERENCE	31-03-2016
		DTL		DTA
TEMPORARY DIFF.	-	-	49,967	15,440
TOTAL		-		15,440
REMARKS:				
Considering the non-certainty of profits in future, the deferred tax asset has been considered as NIL.				
DEFERRED TAX NET (ASSET)/LIABILITY		-		-
DEFERRED TAX PROVISION FOR THE YEAR		-		-

For Sandeep Kumar & Associates
Chartered Accountants
FRN: 004838N

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

(CA Sandeep Kumar)
Partner
Membership No. 083785

(Sunil Sachdeva)
Managing Director
DIN: 00012115

(Sundeep Kalsi)
Director
DIN: 01493597

Date: 30-05-2017
Place: Gurgaon

(Gaurav Mishra)
Company Secretary
M. No. A44090

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 2017

(₹ in Lacs except per share data)

Particulars	QUARTER ENDED			YEAR ENDED	YEAR ENDED
	31-Mar-17	31-Dec-16	31-Mar-16	31-Mar-17	31-Mar-16
	Audited	Unaudited	Audited	Audited	Audited
1. Segment Revenue					
a) Financing Activities	5.18	4.73	4.66	20.65	9.78
b) Investment Activities	-	-	-	0.04	31.92
c) Trading & Manufacturing Activities	1.50	5.17	0.61	12.15	1.25
d) Unallocated	23.3	0.01	0.0	23.55	0.01
Total	29.98	9.90	5.27	56.38	42.96
Less : Inter segment revenue	-	-	-	-	-
Net Sales/Income From Operations	29.98	9.90	5.27	56.38	42.96
2. Segment Results (Profit(+)/Loss (-) before tax and interest from Each Segment)					
a) Financing Activities	5.18	4.73	(23.62)	20.65	(18.50)
b) Investment Income	-	-	-	0.04	31.91
c) Trading & Manufacturing Activities	(1.32)	(0.02)	0.04	(4.76)	0.16
d) Unallocated	23.31	0.01	0.00	23.55	0.01
Total	27.17	4.71	(23.58)	39.48	13.58
Less :					
I. Interest	-	-	-	-	-
II. other unallocable expenditure net off	4.44	15.27	4.66	26.41	15.16
III. Un-allocable Income	-	-	-	-	-
Total Profit Before Tax	22.72	(10.56)	(28.24)	13.07	(1.58)
3. Capital Employed					
a) Financing Activities	149.90	133.20	135.60	149.90	135.60
b) Investment Activities	386.71	391.71	386.71	386.71	386.71
c) Trading & Manufacturing Activities	-	(9.04)	(0.37)	-	(0.37)
d) Unallocated	50.45	48.47	52.05	50.45	52.05
Total	587.06	564.34	573.99	587.06	573.99

For and on Behalf of the Board of Directors

Ramsons Projects Ltd.

(Sunil Sachdeva)
Managing Director
DIN: 00012115

Date :30-05-2017

Place : Gurgaon

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		

I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the Members of Ramsons Projects Limited held on Monday 25th September 2017 at Belmont Hotels, Chhatarpur Mandir Road, Satbari, New Delhi-110074.

Member's / Proxy's Signature

Note:

Please complete this slip and handover it at the entrance of the Hall

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]

CIN: L74899DL1994PLC063708

Name of the Company: RAMSONS PROJECTS LIMITED

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

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) for me/us and on my/our behalf at the 23rd Annual General meeting of the company, to be held on the 25th day of September, 2017 at 01:00 PM. at Belmond Hotels, ChhatarpurMandir Road, Satbari, 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, 2017, and the Reports of Auditors' & the Board of Directors thereon and this regard pass this resolution as Ordinary Resolution		
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.		
3.	To consider and to appoint Auditors for a term of 5 Years (i.e. Financial Year 2017-18 to FY 2021-22) and to fix their remuneration and if thought fit, to pass, resolution as Ordinary Resolution		
4.	To appoint Ms. JhumJhum Sarkar (DIN: 07919658) as an Independent Director and in this regard, to consider and if thought fit, to pass the resolution as an Ordinary Resolution:		

Signed this day of 2017

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 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

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: correlations@ramsonsprojects.com, Website: www.ramsonsprojects.com