

Ramsons Projects Limited

**22nd Annual Report
2015-16**

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

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 : Tuesday, 06th September, 2016

Time : 11:00 am

Venue : Mapple Exotica, Chhatarpur, Mandir Road, Satbari, New Delhi-110074

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 22nd Annual Report together with Audited Annual Financial statements of the Company for the year ended March 31, 2016.

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 31-03-2016	For the Year ended 31-03-2015
Income from operations & Other income	42.96	5.52
Profit/(Loss) before depreciation	(1.68)	(5.22)
Depreciation	0.10	.06
Profit/(Loss) before tax	(1.58)	(5.28)
Provision/Payment for Income Tax	(.03)	0.01
Profit/(Loss) After Tax	(1.61)	(5.27)
Surplus brought forward from Previous Year	274.95	280.28
Surplus carried to Balance Sheet	273.34	274.95

OVERALL PERFORMANCE

During the year under review the company has incurred a loss of Rs.1,58,000/- before considering provision of tax for previous year.

DIVIDEND

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

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Managements Discussion and Analysis Report for the year under review, as stipulated under 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 clause 49, relating to Corporate Governance, of the Listing Agreement 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.

FUTURE PROSPECTS

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 the year Company has also resumed its business of Stone Trading and Manufacturing looking at the current economic scenario with focus on Infrastructure Development and with various government policies like Housing for all by 2022, Smart Cities Mission, Atal Mission for Rejuvenation and Urban Transformation should facilitate investment, accelerate construction and with rapidly growing Urbanisation and smaller family size also tends to increase the demand in Real Estate Sector and subsequently the demand for raw material shall also increase.

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

AUDITORS & AUDIT REPORT

M/s. Sundeep Kumar & Associates, Chartered Accountants, Auditors of the company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Pursuant to Section 139 and Section 141 of the Companies Act, 2013 they have confirmed that their appointment, if made, would be within the prescribed limits. Yours Directors recommend reappointment of M/s. Sundeep Kumar & Associates, Chartered Accountants, as Auditors of the company at the ensuing Annual General Meeting.

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

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 2015-16. The Secretarial Audit Report is given as Annexure 'II' forming part of this Report.

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

1. Website of the Company is under updation

Website of the Company is under process of updation as per the requirement of SEBI (LODR) Regulation 2015. Further as per the Regulation 15 of said regulation company has a relaxation to exclude certain information/documents from the website.

Website of the Company is under process of updation as per the requirement of SEBI (LODR) Regulation 2015. Further as per the Regulation 15 of said regulation company has a relaxation to exclude certain information/documents from the website.

2. A Company Secretary was not appointed during the year of the report but the same has now, in current year, been complied with

Company was looking for a suitable candidate for the post of Company Secretary and w.e.f. 21/04/2016 has appointed Mr. Gaurav Mishra as Company Secretary cum Compliance Officer of the Company.

3. Appointment of CFO was done on 10/03/2015

The Observation is self explanatory and no further comment is required.

4. Certificate from the Statutory Auditor requires to be submitted with Reserve Bank of India by 30th June of every year as per Para 15 of the Non-Banking Financial (Non-Deposit Accepting or Holding Companies Prudential Norms (Reserve Bank) Directions has been filed on 01.07.2015 against due date of 30.06.2015.

There was delay of just one day in filing of Statutory Auditor Certificate with Reserve Bank of India.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sanjay Batra Director of the Company had resigned from the Board of Director of the Company w.e.f. 14/08/2015 and his resignation has been accepted by the Board.

Shri Sunil Sacheva who is Promoter Director of the Company was appointed as Managing Director of the Company by passing necessary resolution in the Annual General Meeting of the Company held on 24/08/2011 for a period of five years w.e.f. 01/08/2011 to 31/07/2016. As his period of office of Managing Director has expired on 31/07/2016, further in terms of provisions of the Companies Act, 2013 and rules made thereunder and Articles of Association of the Company and such other provisions of the regulator namely RBI/SEBI the Board of Directors of the company subject to approval of Shareholders in the ensuing Annual General Meeting of the Company has passed resolution for re-appointment to Mr. Sunil Sachdeva as Managing Director of the Company for a period of five years i.e. 01/08/2016 to 31/07/2021.

During the Year Mr. Anup Kumar was appointed as a CFO w.e.f. 10/03/2016.

Dr. Anita Roy was appointed as an Independent Director on 28/09/2015 for a period of 5 years.

Mr. Sundeep Kalsi was appointed as an Independent Director w.e.f. 28/09/2015 for a period of 5 Years.

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 holds directorship included in the notes to the Notice convening the Annual General Meeting.

Number of Meetings of the Board

During the Year 7 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.

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 and Clause 49 of the Listing Agreement.

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 2015-16.

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 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 thereunder 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.

Sd/-
(Sunil Sachdeva)
Managing Director
DIN-00012115

Place: Gurgaon
Date: 09-08-2016

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 31/03/2016					
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	100%		
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -					
No. of Companies for which information is being filled					0
S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Na	Na	Na	Na	Na
2					

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%	910648	52,500	963,148	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%	1569648	52,500	1,622,148	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	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	0	0	0	0%	0	0	0	0%	0%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	105756	300	106,056	3.53%	111407	-	111,407	3.71%	0.18%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	79270	585246	664516	22.16%	74600	585246	659846	21.95%	-0.21%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	613100	613100	20.39%	0	613100	613100	20.39%	0%
c) Others (specify)	0	0	0	0%	0	0	0	0%	0%
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	185026	1,198,646	1,383,672	46.05%	260607	1,198,346	1,384,353	46.05%	0%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1754674	1,251,146	3,006,500	100%	1830255	1,250,846	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 / total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered / 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%	-	3948	0.13%	-	-	
	TOTAL	1,622,148	53.95%	-	1,622,148	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%	1,622,148	53.95%	
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	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	Jrith 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
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year (or on the date of separation, if separated during	95200	3.16%	95200	3.16%
2	Mr. Mahender Kumar Folio No. 0000323	Shareholding Pattern at the beginning of the Year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of	95200	3.16%	95200	3.16%
	Changes During the				
	Increase				
	Date	Reason for			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year (or on the date of separation, if separated during	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 shares of the company	No. of shares	% of total shares of the company
	At the beginning of	38100	1.26%	38100	1.26%
	Changes During the				
	Increase				
	Date	Reason for			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year (or on the date of separation, if separated during	38100	0%	38100	0
4	Harish Kumar Folio No. 0000192	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of	28600	0.95%	28600	0.95%
	Changes During the				
	Increase				
	Date	Reason for			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for			
		Transfer	0	0%	0
		Other	0	0%	0
	At the End of the year (or on the date of separation, if separated during	28600	0.95%	28600	0.95%

5	Girish Raj Pd. Saini Folio No. 0000945	Shareholding at the beginning of the year		Cumulative Shareholding during the year					
		No. of shares	% of total shares of the con	No. of shares	% of total shares of the company				
		At the beginning of	28500	0.94%	28500	0.94%			
		Changes During the							
		Increase							
		Date	Reason for						
			Allotment	0	0%	0	0.00%		
			Bonus	0	0%	0	0.00%		
			Sweat	0	0%	0	0.00%		
			Other	0	0%	0	0.00%		
		Decrease							
		Date	Reason for						
			Transfer	0	0%	0	0.00%		
	Other	0	0%	0	0.00%				
At the End of the year (or on the date of separation, if separated during		28500	0.94%	28500	94.00%				
6	Virender Kumar Goel Folio No. 0000933	Shareholding at the beginning of the year		Cumulative Shareholding during the year					
		No. of shares	% of total shares of the con	No. of shares	% of total shares of the company				
		At the beginning of	27500	0.91%	27500	91.00%			
		Changes During the							
		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									
7	Subash C Kumar Folio No. 000044	Shareholding at the beginning of the year		Cumulative Shareholding during the year					
		No. of shares	% of total shares of the con	No. of shares	% of total shares of the company				
		At the beginning of	27000	0.89%	27000	0.89%			
		Changes During the							
		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									
8	Maheveer Prasad Goel Folio No. 0000936	Shareholding at the beginning of the year		Cumulative Shareholding during the year					
		No. of shares	% of total shares of the con	No. of shares	% of total shares of the company				
		At the beginning of	26800	0.89%	26800	0.89%			
		Changes During the							
		Increase							
		Date	Reason for						
			Allotment	0	0%	0	0.00%		
			Bonus	0	0%	0	0.00%		
			Sweat	0	0%	0	0.00%		
			Other	0	0%	0	0.00%		
		Decrease							
		Date	Reason for						
			Transfer	0	0%	0	0.00%		
	Other	0	0%	0	0.00%				
At the End of the year (or on the date of separation, if separated during		26800	0.89%	26800	0.89%				

9	Narender Kumar Goel Folio No. 0000935	Shareholding at the beginning of the year		Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
		At the beginning of	25500	0.84%	25500	0.84%	
		Changes During the					
		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	25500	0.84%	25500	0.84%			
10	Harvinder Singh Folio No. 0000952	Shareholding at the beginning of the year		Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
		At the beginning of	23900	0.79%	23900	0.79%	
		Changes During the					
		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	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 beginning of the year		Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
		At the beginning of the year	0	0%	0	0%	
		Changes During the Year					
		Increase					
		Date	Reason for Increase				
			Allotment	0	0%	0	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. Sundeeep Kalsi 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	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 beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the	No. of shares	% of total shares of the
	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						
	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtness		
i) Principal Amount	0	0	0	0		
ii) Interest due but not paid	0	0	0	0		
iii) Interest accrued but not due	0	0	0	0		
Total (i+ii+iii)						

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:						
Sl. no.	Particulars of Remuneration	Sunil Sachdeva				Total Amount
		A	B	C	D	
1	Gross salary	0	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0
	- as % of profit	0	0	0	0	0
	- others, specify	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	0	0	0	0	0
B. Remuneration to other directors:						
Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Yoegsh Sachdeva	Mr. Sundeep Kalsi	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	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	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	0	0	0
					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-2

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

**[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,
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, 2016, generally 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, 2016 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 Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (Stock exchange) and 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. mentioned above subject to the following observations i.e. the updation of the website of the Company is under process, the appointment of CFO as KMP under section 203 was done w.e.f. 10/03/2016. A Company Secretary was not appointed during the year of the report but the same has now in current year been complied with.

Further, the Certificate from the Statutory Auditor requires to be submitted with Reserve Bank of India by 30th June of every year as per Para 15 of the Non-Banking Financial (Non-Deposit Accepting or Holding Companies Prudential Norms (Reserve Bank) Directions has been filed on 01.07.2015 against due date of 30.06.2015.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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: Gurgaon
Date: 09/08/2016

For K. K. Singh & Associates
Company Secretaries

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

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

'ANNEXURE A'

To,
The Members,
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: Gurgaon
Date: 09/08/2016

For K. K. Singh & Associates
Company Secretaries

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 gross root level through Micro finance.

During the year Company has also resumed its business of Stone Trading and Manufacturing in current economic scenario with focus on Infrastructure Development and with various government policies like Housing for all by 2022, Smart Cities Mission, Atal Mission for Rejuvenation and Urban Transformation should facilitate investment, accelerate construction and with rapidly growing Urbanisation and smaller family size also tends to increase the demand in Real Estate Sector and subsequently the demand for raw material shall also increase.

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:-

	(Rs. in Lacs)	
	For the Year ended 31-03-2016	For the Year ended 31-03-2015
Income from operations & Other income	42.96	5.52
Profit/(Loss) before depreciation	(1.68)	(5.22)

Depreciation	0.10	0.06
Profit/(Loss) before tax	(1.58)	(5.28)
Provision/Payment for Income Tax	(0.03)	0.01
Profit/(Loss) After Tax	(1.61)	(5.27)
Surplus brought forward from Previous Year	274.95	280.28
Surplus carried to Balance Sheet	273.34	274.95

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.

With more emphasis on Infrastructure development and schemes like smart cities and housing for all like government schemes and growing demand for houses the business of Stone Trading and Manufacturing has tremendous growth opportunities

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. In last year company has also resumed its business of Stone Trading and Manufacturing to improve the Turnover and Profitability of the Company.

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.

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, 2016:

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. During the year Dr. Anita Roy was appointed as an Additional Director as an Independent Director on 29/06/2015 and thereafter regularized as an Independent Director in Annual General Meeting of the Company held on 28/09/2015. Mr. Sanjay Batra had resigned from the Board of the Company w.e.f. 14th August 2015.

As on 31st March 2016 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 31-03-2016	No. of other Committee position as on 31-03-2016		No. of Board Meetings attended during the year	Attendance at the 21 st Annual General Meeting held on 28/09/2015
			Chairman	Member		
Mr. Sunil Sachdeva	Promoter & Executive	18	1	1	7	No
Mr. Yogesh Sachdeva	Promoter & Non - Executive	7	1	3	6	No
Mr. Sundeep Kalsi	Independent Non Executive	17	2	1	7	Yes
Mr. Sanjay Batra (resigned w.e.f. 14-08-2015)	Independent Non Executive	0	-	0	0	No
Dr. Anita Roy	Independent Non Executive	2	-	2	3	No

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

Seven 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:

24th April 2015 29th May 2015 29th June 2015 14th August 2015
01st September 2015 9th November 2015 13th February 2016

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. Sunil Sachdeva, Director of the Company is seeking re-appointment as Managing Director and he is also liable to retire by rotation at the ensuing Annual General Meeting and has given his consent for re-appointment.

Details of appointment/re-appointment of Mr. Sunil Sachdeva is given in Explanatory Statement in the Notice of AGM.

Audit Committee

(I) Constitution of Audit Committee

After resignation of Mr. Sanjay Batra from the Board of the Company on 14-08-2015, the Board of Directors has re-constituted the Audit Committee, 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	Independent Director
Mr. Yogesh Sachdeva	Member	Non-Executive Director
Dr. Anita Roy	Member	Independent Director

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

(II) Meetings of the Audit Committee

During the year under ended March 31, 2016 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	4
Mr. Sanjay Batra (Resigned w.e.f. 14/08/2015)	2	2
Dr. Anita Roy	4	2

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

27th May 2015 05th August 2015 05th November 2015 08th February 2016

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 not any 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. Mr. Sanjay Batra was Member of the Committee during the year and has resigned w.e.f. 14/08/2015.

Name of the Nomination and Remuneration Committee Member	Position held	Category
Mr. Sundeep Kalsi	Chairman	Independent Director
Mr. Yogesh Sachdeva	Member	Non-Executive Director
Dr. Anita Roy	Member	Independent Director

(II) Meetings of the Nomination and Remuneration Committee

During the year under ended March 31, 2016 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
Mr. Sanjay Batra (Resigned w.e.f. 14/08/2015)	1	1
Dr. Anita Roy	1	1

1 (One) Nomination and Remuneration Committee Meeting was held during the year on 05th August 2016

(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 2015-16 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	Non-Executive Director
Mr. Sunil Sachdeva	Member	Managing Director

During the year one meeting was held on 05th August 2015

(III) Name and Designation of Compliance Officer

Mr. Gaurav Mishra was appointed as Compliance Officer of the Company w.e.f. 24/04/2015 to 30th November 2015.

(IV) Details of Shareholder Complaints

No. Complaints Received	No. of Complaints Resolved	No. of Complaints Pending
1	1	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	Non-Executive Director
Mr. Sundeep Kalsi	Member	Independent Director

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, 2016.

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
2012-13	Tuesday, 24 th September, 2013	4.30 P.M	Mapple Exotica, Chattarpur Mandir Road, Satbari, New Delhi – 110074	No
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

9. Postal Ballots

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

10. Disclosures

- During the Financial Year 2015-16, 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 clause 41 of the Listing Agreement and 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.ramsonspj.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 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. General Shareholder Information

I. AGM: Date, Time and Venue

Tuesday, 06th September 2016, at 11:00 am at Mapple Exotica, Chhatarpur Mandir Road, Satbari, New Delhi-110074

II. Financial Year

For the Financial Year 2016-17 results will be announced on (tentative dates)

First Quarter	12 th August 2016
Second Quarter	13 th November 2016
Third Quarter	12 th February 2016
Fourth Quarter	28 th May 2017

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 2016-17 have been paid.

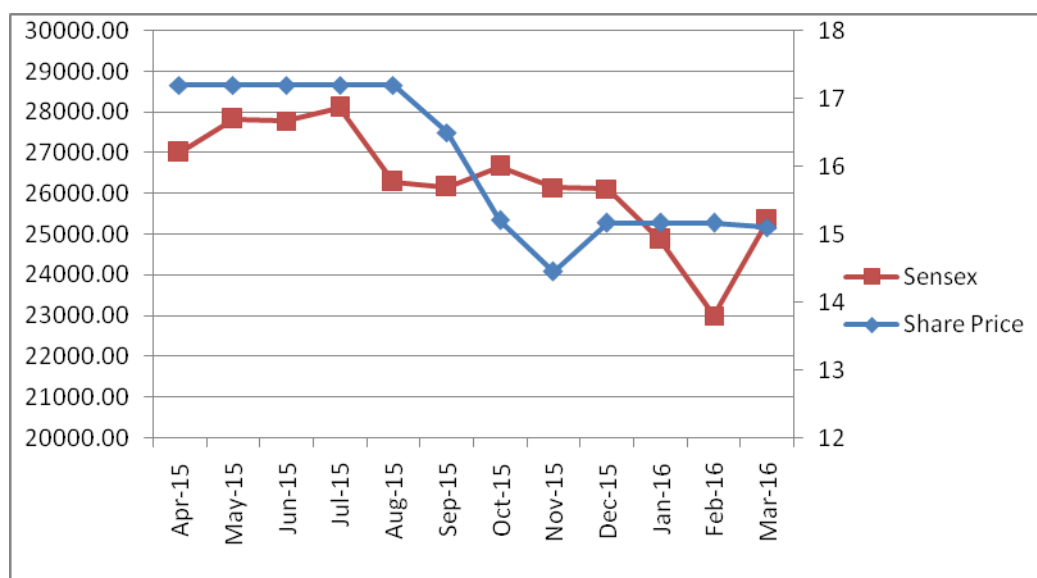
V. Stock Code:

Bombay Stock Exchange: 530925

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

Month	High Price	Low Price
April 15	17.20	17.20
May 15	17.20	17.20
July 15	17.20	17.20
Aug 15	17.20	17.20
Sep 15	18.05	16.50
Oct 15	16.00	16.00
Nov 15	14.45	14.45
Dec 15	15.17	15.17
Jan 16	15.17	15.17
Feb 16	15.17	15.17
Mar 16	14.45	14.45

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 clause 47 (c) of the Listing Agreement and files a copy of the same with the stock exchanges.

X. Distribution of Shareholding as on 31/03/2016

Group of Shares	No. of Shareholders	Percentage of Total Shareholders	No. of Shares held	Percentage of Shareholding
1-500	748	73.62	101109	3.36
501-1000	88	8.66	78088	2.60
1001-2000	62	6.10	98590	3.28
2001-3000	33	3.24	84274	2.80
3001-4000	19	1.87	67498	2.24
4001-5000	6	0.59	28115	0.93
5001-10000	26	2.55	227226	7.56
10001-above	34	3.37	2321600	77.22
Total	1010	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 2016 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. Plant Location

B-3, B-4, Industrial Area, Banmore, Distt. Morena, Madhya Pradesh

XIV. Address for correspondence

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

XV. 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**

**Place: Gurgaon
Date: 09-08-2016**

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, 2016.

For Ramsons Projects Limited

(Sunil Sachdeva)
Managing Director
DIN-00012115

Place: Gurgaon
Date: 09-08-2016

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, 2016 as stipulated under Clause 49 of the Listing Agreement for the period from April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from December 01, 2015 up to March 31, 2016 of the said Company 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 Corporate Governance as stipulated in under Clause 49 of the Listing Agreement and 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: Gurgaon
Date: 09-08-2016

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, 2016, 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, 2016, 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, 2016 ("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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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, 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.

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

Place: Gurgaon
Date : 25/05/2016

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, 2016:

- 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.

- 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, 2016 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: 25/05/2016

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, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, 2016, 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: 25/05/2016

CA. Sandeep Kumar
Partner
M.No. 083785

RAMSONS PROJECTS LIMITED
BALANCE SHEET AS AT 31ST MARCH 2016

PARTICULARS	NOTE NO.	AS ON 31/03/2016	AS ON 31/03/2015
I EQUITY & LIABILITIES			
(1) <u>SHAREHOLDERS' FUNDS</u>			
a) SHARE CAPITAL	2	30,065,000	30,065,000
b) RESERVES AND SURPLUS	3	27,334,470	27,495,245
		<u>57,399,470</u>	<u>57,560,245</u>
(2) <u>SHARE APPLICATION MONEY PENDING ALLOTMENT</u>		-	-
(3) <u>NON CURRENT LIABILITIES</u>			
a) LONG TERM PROVISIONS	4	32,299	8,150
		<u>32,299</u>	<u>8,150</u>
(4) <u>CURRENT LIABILITIES</u>			
a) TRADE PAYABLES	5	105,483	-
b) OTHER CURRENT LIABILITIES	6	150,496	226,201
c) SHORT TERM PROVISIONS	7	41,712	-
		<u>297,691</u>	<u>226,201</u>
TOTAL (1+2+3+4)		<u>57,729,460</u>	<u>57,794,596</u>
II ASSETS			
(1) <u>NON-CURRENT ASSETS</u>			
a) <u>FIXED ASSETS</u>			
TANGIBLE ASSETS	8	4,006,977	3,944,622
b) NON-CURRENT INVESTMENTS	9	38,671,380	48,478,980
c) LONG TERM LOANS & ADVANCES	10	14,308,298	4,552,499
(2) <u>CURRENT ASSETS, LOANS AND ADVANCES</u>			
a) TRADE RECEIVABLES	11	66,824	-
b) CASH & CASH EQUIVALENTS	12	672,629	816,027
c) SHORT TERM LOANS & ADVANCES	13	3,352	2,468
		<u>742,805</u>	<u>818,495</u>
TOTAL (1+2)		<u>57,729,460</u>	<u>57,794,596</u>
SIGNIFICANT ACCOUNTING POLICES	1		

The accompanying notes are an integral part of the financial statements.
As per our Audit report of even date attached

For 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)
Chairman cum Managing Director
DIN: 00012115

Date: 25-5-2016
Place : Gurgaon

(Sundeep Kalsi)
Director
DIN: 01493597

(Gaurav Mishra)
Company Secretary

RAMSONS PROJECTS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2016

PARTICULARS	NOTE NO.	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
I REVENUE FROM OPERATIONS	14	1,106,940	551,858
II OTHER INCOME	15	3,188,909	-
III TOTAL REVENUE (I+II)		4,295,849	551,858
IV EXPENSES:			
COST OF MATERIAL CONSUMED	16	105,483	-
PERSONNEL EXPENSES	17	608,880	525,349
DEPRECIATION ON FIXED ASSETS	8	9,742	6,285
OTHER EXPENSES	18	3,729,519	548,442
TOTAL EXPENSES		4,453,624	1,080,076
V PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS (III-IV)		(157,775)	(528,218)
VI EXCEPTIONAL ITEMS		-	-
VII PROFIT BEFORE TAX (V+VI)		(157,775)	(528,218)
VIII TAX EXPENSE:			
FOR INCOME TAX		3,000	-
FOR INCOME TAX OF EARLIER YEARS		-	(1,141)
IX PROFIT AFTER TAX (VII-VIII)		(160,775)	(527,077)
X EARNINGS PER EQUITY SHARE:			
BASIC/DILUTED EPS		(0.05)	(0.18)
(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)

Chairman cum Managing Director

DIN: 00012115

Date: 25-5-2016

Place : Gurgaon

(Sundeep Kalsi)

Director

DIN: 01493597

(Gaurav Mishra)

Company Secretary

RAMSONS PROJECTS LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2016

(Amt. in `)

PARTICULARS	YEAR ENDED 31ST MARCH 2016	YEAR ENDED 31ST MARCH, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS :	(157,775)	(528,218)
ADJUSTMENTS FOR :		
DEPRECIATION	9,742	6,285
DIVIDEND	(3,072)	(2,727)
(PROFIT)/LOSS FROM SALE OF SHARES	(3,188,280)	-
ROUND OFF	-	1
DIMINUTION IN VALUE OF INVESTMENT	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(3,339,385)	(524,659)
ADJUSTMENTS FOR :		
ADD/(LESS): DECREASE/(INCREASE) IN CURRENT ASSETS & INCREASE/(DECREASE) IN CURRENT LIABILITIES		
LOANS & ADVANCES	(9,660,420)	3,901,505
OTHER CURRENT ASSETS	-	-
SUNDRY DEBTORS	(66,824)	-
SUNDRY CREDITORS	105,483	-
OTHER LIABILITIES	(75,705)	(41,012)
PROVISIONS	24,149	(9,741)
CASH GENERATED FROM OPERATIONS	(13,012,702)	3,326,093
LESS: DIRECT TAXES PAID	57,551	2,802
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(13,070,253)	3,323,291
EXTRAORDINARY ITEMS	-	-
NET CASH FROM OPERATING ACTIVITIES : (A)	(13,070,253)	3,323,291
B. CASH FROM INVESTING ACTIVITIES		
REFUND/(INVESTMENT) IN SHARE APPLICATION MONEY	-	-
PURCHASE OF FIXED ASSETS	(72,097)	-
DIVIDEND	3,072	2,727
INVESTMENT IN SHARES	(3,000,000)	(3,500,000)
SALE OF SHARES	15,995,880	-
NET CASH USED IN INVESTING ACTIVITIES: (B)	12,926,855	(3,497,273)

RAMSONS PROJECTS LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2016

(Amt. in `)

PARTICULARS	YEAR ENDED 31ST MARCH 2016	YEAR ENDED 31ST MARCH, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
INCREASE/(DECREASE) IN UNSECURED LOAN	-	-
NET CASH FLOW FROM FINANCING ACTIVITIES: (C)	-	-
NET INCREASE IN CASH AND CASH EQUIVALENT: (A+B+C)	(143,398)	(173,982)
CASH AND CASH EQUIVALENTS AS AT 01.04.15(OPENING BALANCE)	816,027	990,009
CASH AND CASH EQUIVALENTS AS AT 31.03.16 (CLOSING BALANCE)	672,629	816,027

Notes to financial statement -

1 . The Cash flow statement is prepared under 'Indirect method' as set out in Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

2 . Previous year figures have been regrouped, wherever necessary

As per our report of even date attached.

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

(CA Sandeep Kumar)

Partner
Membership No. 083785

Date: 25-5-2016

Place : Gurgaon

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

(Sunil Sachdeva)

Chairman cum Managing Director

DIN: 00012115

(Sundeep Kalsi)

Director

DIN: 01493597

(Gaurav Mishra)

Company Secretary

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	AS ON 31/03/2016	AS ON 31/03/2015		
2	SHARE CAPITAL				
(i)	<u>AUTHORISED SHARE CAPITAL</u> 40,00,000 (PY 40,00,000) EQUITY SHARES OF RS.10/- EACH	<u>40,000,000</u>	<u>40,000,000</u>		
(ii)	<u>ISSUED, SUBSCRIBED, & PAID UP</u> 30,06,500 (PY 30,06,500) EQUITY SHARES OF RS.10/- EACH FULLY PAID UP	<u>30,065,000</u>	<u>30,065,000</u>		
	TOTAL	<u>30,065,000</u>	<u>30,065,000</u>		
(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	-	-		
		<u>3,006,500</u>	<u>3,006,500</u>		
(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
			<u>1,397,500</u>		<u>1,397,500</u>
(v)	The Company has only one class of Equity Shares having paid up value of Rs. 10/- each. Each holder is entitled to one vote per share. No dividend has been declared during the year.				
3	RESERVES AND SURPLUS				
A	<u>PROFIT & LOSS A/C</u>				
	OPENING BALANCE		27,495,245		28,028,809
	TRANSFER TO STATUTORY RESERVE U/S 45IC		-6,118,051		-
	ADJUSTMENT FOR CARRYING VALUE OF FIXED ASSETS		-		(6,487)
	ADD: PROFIT/(LOSS) FOR THE YEAR		(160,775)		(527,077)
	CLOSING BALANCE		<u>21,216,419</u>		<u>27,495,245</u>
B	<u>STATUTORY RESERVE U/S 45IC OF RBI ACT</u>				
	OPENING BALANCE		-		-
	TF FROM PROFIT & LOSS A/C (OUT OF EARLIER YEAR PROFITS)		6,118,051		-
	ADD: RESERVE CREATED OUT OF CURRENT YEAR PROFITS		-		-
	CLOSING BALANCE		<u>6,118,051</u>		<u>-</u>
	TOTAL (A+B)		<u>27,334,470</u>		<u>27,495,245</u>
	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 current year has transferred Rs 61,18,051 (previous year Rs NIL) being twenty percent of net profit for the financial years since incorporation to the Statutory Reserve.				
4	CONTINGENT PROVISIONS AGAINST STANDARD ASSETS				
	<u>PROVISION ON STANDARD ASSETS AS PER RBI</u>				
	OPENING BALANCE		8,150		17,891
	ADD/(REDUCED) DURING THE YEAR		24,149		(9,741)
			<u>32,299</u>		<u>8,150</u>

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	AS ON 31/03/2016	AS ON 31/03/2015
5	TRADE PAYABLES TRADE PAYABLES TOTAL	 105,483 <hr/> 105,483	 - <hr/> -
6	OTHER CURRENT LIABILITIES EXPENSES PAYABLE TOTAL	 150,496 <hr/> 150,496	 226,201 <hr/> 226,201
7	SHORT TERM PROVISIONS PROVISION FOR INCOME TAX A Y. 2015-16 TOTAL	 41,712 <hr/> 41,712	 - <hr/> -
8	FIXED ASSETS NOTE OF FIXED ASSETS IS GIVEN ON SEPARATE SHEET.		
9	INVESTMENT NOTE OF INVESTMENT IS GIVEN ON SEPARATE SHEET.		
10	LONG TERM LOANS & ADVANCES <u>LOAN PORTFOLIO</u> LOAN PORTFOLIO (UNSECURED CONSIDERED GOOD) LOAN PORTFOLIO (UNSECURED CONSIDERED DOUBTFUL) LESS: PROVISION FOR DOUBTFUL ADVANCES TOTAL (A) <u>OTHER LOANS AND ADVANCES</u> INCOME TAX/TDS MINIMUM ALTERNATIVE TAX ENTITLEMENT TOTAL (B) TOTAL (A+B)	 12,919,570 600,000 (600,000) <hr/> 12,919,570 129,107 1,259,621 <hr/> 1,388,728 <hr/> 14,308,298	 3,260,034 - - <hr/> 3,260,034 132,559 1,159,906 <hr/> 1,292,465 <hr/> 4,552,499
11	TRADE RECEIVABLES (UNSECURED CONSIDERED GOOD) OUTSTANDING FOR MORE THAN SIX MONTHS OTHERS TOTAL	 - 66,824 <hr/> 66,824	 - - <hr/> -
12	CASH & BANK BALANCES CASH IN HAND (AS CERTIFIED BY THE MANAGEMENT) BALANCES WITH BANKS IN CURRENT ACCOUNTS BALANCES WITH BANKS IN DEPOSIT ACCOUNTS TOTAL	 340,662 306,621 25,346 <hr/> 672,629	 337,919 478,108 - <hr/> 816,027
13	SHORT TERM LOANS & ADVANCES PREPAID EXPENSES TOTAL (c) TOTAL (a+b+c)	 3,352 <hr/> 3,352 <hr/> 742,805	 2,468 <hr/> 2,468 <hr/> 818,495

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
14	REVENUE FROM OPERATIONS		
	SALES	125,414	-
	INTEREST FROM FINANCING ACTIVITIES	978,454	549,131
	DIVIDEND INCOME	3,072	2,727
	TOTAL	1,106,940	551,858
15	OTHER INCOME		
	PROFIT ON SALE OF SHARE	3,188,280	-
	INTT. ON INCOME TAX REFUND	283	-
	OTHER INCOME	346	-
	TOTAL	3,188,909	-
16	COST OF MATERIAL CONSUMED		
	PURCHASES	105,483	-
	TOTAL	105,483	-
17	PERSONNEL EXPENSES		
	SALARY	604,018	506,984
	STAFF WELFARE EXPENSES	4,862	18,365
	TOTAL	608,880	525,349
18	OTHER EXPENSES		
	AUDITORS REMUNERATION	57,250	56,180
	ADVERTISING EXPENSE	56,302	35,814
	ANNUAL LISTING AND DEPOSITORY CUSTODIAN FEES	238,204	126,052
	BANK CHARGES	167	4,157
	BUSINESS PROMOTION	-	7,460
	INTEREST ON LATE PAYMENT OF TDS	308	1,438
	PROVISION FOR BAD & DOUTFUL DEBT ON STANDARD ASSET	24,149	(9,741)
	PROVISION FOR BAD & DOUTFUL DEBT	600,000	-
	INTEREST ON LOAN REVERSED	2,228,463	-
	MISC. EXPENDITURE	68,551	13,561
	PACKING AND FORWARDING EXPS	2,290	-
	OFFICE MAINTENCE	17,230	4,365
	POSTAGE & TELEGRAM EXP	108	460
	FILLING FEES	61,533	21,463
	ANNUAL GENERAL MEETING EXPENSES	39,000	30,597
	LEGAL & PROFESSIONAL CHARGES	247,304	183,523
	REPAIR & MAINTENANCE	2,395	-
	PRINTING & STATIONERY	36,285	30,088
	TELEPHONE EXP	10,003	28,075
	TOURS & TRAVELLING EXP	14,690	11,850
	ELECTRICITY EXPS	24,353	-
	VEHICLE RUNNING & MAINT.	934	3,100
	TOTAL	3,729,519	548,442

RAMSONS PROJECTS LIMITED

NOTE NO. 8

NOTE OF FIXED ASSETS AS ON 31ST MARCH 2016

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Balance as on 31-3-2015	Additions during the period	Disposal during the period	Balance as on 31-3-2016	Adjustment in Opening Value	For the period	Adjustment on Disposal	Balance as on 31-3-2016	Balance as on 31-3-2015
TANGIBLE ASSETS									
A LAND	3,754,400	-	-	3,754,400	-	-	-	3,754,400	3,754,400
B BUILDING	235,000	-	-	235,000	-	3,723	-	56,930	181,793
C FURNITURE & FITTINGS	50,000	-	-	50,000	-	-	-	50,000	-
D VEHICLES	27,079	-	-	27,079	-	2,580	-	21,230	8,429
E OFFICE EQUIPMENTS	86,400	-	-	86,400	-	-	-	86,400	-
F PLANT & MACHINERY	-	72,097	-	72,097	-	3,439	-	3,439	68,658
TOTAL	4,152,879	72,097	-	4,224,976	208,257	9,742	-	217,999	3,944,622
PREVIOUS YEAR-31.3.2015	4,152,879	-	-	4,152,879	6,487	6,285	-	208,257	3,957,395

RAMSONS PROJECTS LIMITED
NOTE NO. 9
INVESTMENTS IN SHARES & SECURITIES (LONG-TERM)

A) TRADE INVESTMENTS

SCRIP	AS AT 31-3-2016		AS AT 31-3-2015	
	AMOUNT	NO. OF SHARES	AMOUNT	NO. OF SHARES
QUOTED INVESTMENTS				
MUTUAL FUND				
BIRLA INDIA OPPORTUNITY FUND	8,400	700	8,400	700
MORGAN STANLEY MUTUAL FUND	24,500	2,500	24,500	2,500
TAURUS STARSHARE LTD.	21,000	3,500	21,000	3,500
SHARES				
HARMONY CAPITAL	-	500	-	500
IND. BANK MERCHANT	3,535	100	3,535	100
JSW STEEL LTD. (FORMAERLY KNOWN AS JINDAL VIJAY NAGAR)	400	2	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 31-3-2016		AS AT 31-3-2015	
	AMOUNT	NO. OF SHARES	AMOUNT	NO. OF SHARES
SHARES IN COMPANIES				
SAS SERVIZIO PRIVATE LIMITED	-	-	6,807,600	1,437,600
SAS INFRABUILD PVT LTD	-	-	6,000,000	594,300
SV CORPORATION PVT LTD	38,500,000	3,850,000	35,500,000	3,550,000
TOTAL (B)	38,500,000		48,307,600	

TOTAL (A+B)	38,671,380	48,478,980
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Note:

i) Aggregate amount of Quoted Investments :

Carrying Cost	171,380	171,380
Market Value	1,705,201	1,001,111

ii) Aggregate amount of Unquoted Investments :

At cost	38,500,000	48,307,600
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RAMSONS PROJECTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE NO.-1

SIGNIFICANT ACCOUNTING POLICIES TO AUDITED BALANCE SHEET AS ON 31st MARCH 2016 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

(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, 1956.

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:

The preparation of financial statements are in conformity with generally accepted accounting principles that require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities as on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates and any revision to accounting estimates is recognized prospectively in the current and future periods. Difference between the actual results and estimates is recognized in the period in which the results are known /materialized.

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 Profit and Loss account 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. 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.

8. Retirement Benefits Gratuity:

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 therefore; no such expenses on account of employee benefits were booked.

9. 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 Earning 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).

10. Taxation:

Provision for taxation is based on assessable profits of the company as determined under the Income Tax Act, 1961.

Deferred Taxation is provided using the liability method in respect of the taxation effect arising from all material timing difference between the accounting and tax treatment for Income and Expenditure, which are expected with reasonable probability to crystallize in the foreseeable future.

Deferred Tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasonably expected to be realizable in the near future.

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

11. Contingent Liabilities:

Depending on facts of each case and after due evaluation of relevant legal aspects, claims not acknowledged as debts in the accounts are regarded as contingent liabilities. In respect of statutory matters, contingent liabilities are recognized/disclosed based on demand(s) that are contested.

As per Audited Report of even date attached.
For Sandeep Kumar & Associates
Chartered Accountants
FRN: 004838N

(CA Sandeep Kumar)
Partner
Membership No. 083785

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

(Sunil Sachdeva)
Chairman cum
Managing Director
DIN:00012115

(Sundeep Kalsi)
Director
DIN: 01493597

Date: 25-05-2016
Place: Gurgaon

(Gaurav Mishra)
Company Secretary

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 Reversed interest amount of Rs. 22,28,463/- being unrecoverable.
- (3) During the year the company has created provision @ 100% for doubtful advance for a sum of Rs. 6,00,000/-.

(4) **Auditors Remuneration:**

S. No.	Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
1	Audit Fess	50,000	50,000
2	In Other Capicity	Nil	Nil
3	Service Tax	7,250	6,180
		57,250	56,180

- (5) 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.

(6) **Earning Per Share (EPS):**

Particulars	Current Year	Previous Year
a) Net profit/(loss) after tax available for equity shareholders (Rs.)	(1,60,775)	(5,27,077)
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.)	(0.05)	(0.18)

(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 yearend together with interest paid/payable under this Act has not been given.

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

Related Parties are classified under following Categories as:

a) Subsidiaries:

There is no subsidiary as on 31.03.2016.

b) Associates:

There is no associate as on 31.03.2016.

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

Mr. Sunil Sachdeva

d) Key Management Personnel & their relatives:

Name	Designation
Mr.Sunil Sachdeva	Chairman cum 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.
A&I Buildcon Pvt. Ltd.
Sumel Project Pvt. Ltd.
SAS Infrabuild Pvt. Ltd.
Ramsons Organics Ltd

**Summary of significant related parties transactions carried out in ordinary course of business are as under:
(Excluding Reimbursements)**

(Amt. in `)

Categories	a	b	c	d	e	Total Current period	Total Previous Year
Share Application Money Paid/(Refund)							
S V Corporation Pvt Ltd	-	-	-	-	-	-	35,00,000
Share Allotment							
SAS Infrabuild Pvt Ltd					-	-	59,40,000
SV Corporation pvt Ltd					30,00,000	30,00,000	1,35,00,000
Security Deposit received (refund)							
Sunil Sachdeva			2,00,000			2,00,000	-
Sunil Sachdeva			(2,00,000)			(2,00,000)	-
Sale of Shares							
Sunil Sachdeva			1,59,95,880			1,59,95,880	-
Purchase of Machines							
Ramsons Organics Ltd					72,097	72,097	-
Sale of Goods							
Ramsons Organics Ltd					64,800	64,800	-
Savitri Overseas					66,824	66,824	-

Related party balances outstanding as on 31-03-2016							Amount in `	
Categories	a	b	c	d	e	Total Current period	Total Previous Year	
Investment in Share Application Money								
SV Corporation Pvt. Ltd.	-	-	-	-	-	-	-	
SAS Infrabuild Pvt Ltd.	-	-	-	-	-	-	-	
Investment in Share Capital								
SAS Infrabuild Pvt Ltd	-	-	-	-	-	-	60,00,000	
SV Corporation pvt Ltd	-	-	-	-	3,85,00,000	3,85,00,000	3,55,00,000	
SAS Servizio Pvt. Ltd.	-	-	-	-	-	-	68,07,600	
Sale of Goods								
Savitri Overseas					66,824	66,824	-	

(9) 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 2016 is as under:

DEFERRED TAX	AMOUNT OF TIME DIFFERENCE	31-03-2016	31-03-2016	31-03-2015	31-03-2015
		DTL	DTA	DTL	DTA
DIFF. BETWEEN BOOK & TAX					
WDV OF FIXED ASSETS	49,967	-	15,440	-	15,771
TOTAL		-	15,440	-	15,771
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			-		-

As per Audited Report of even date attached.
For Sandeep Kumar & Associates
Chartered Accountants
FRN: 004838N

(CA Sandeep Kumar)
Partner
Membership No. 083785

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

(Sunil Sachdeva)
Chairman cum
Managing Director
DIN:00012115

(Sundeep Kalsi)
Director
DIN: 01493597

Date: 25-05-2016
Place: Gurgaon

(Gaurav Mishra)
Company Secretary

RAMSONS PROJECTS LIMITED

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

CIN: L74899DL1994PLC063708

**Unaudited Segment wise Revenue, Results and Capital Employed
for the period ended on 31st March, 2016**

(Rs. In Lacs)

Particulars	QUARTER ENDED			YEAR ENDED	YEAR ENDED
	31-Mar-16	31-Dec-15	31-Mar-15	31-Mar-16	31-Mar-15
	Audited	Unaudited	Audited	Audited	Audited
1. Segment Revenue					
a) Financing Activities	4.66	1.23	0.56	9.78	5.49
b) Investment Activities	-	0.02	-	31.91	0.03
c) Trading Activities	0.61	0.65	-	1.25	-
d) Unallocated	0.00	0.00	-	0.01	-
Total	5.27	1.90	0.56	42.96	5.52
Less : Inter segment revenue	-	-	-	-	-
Net Sales/Income From Operations	5.27	1.90	0.56	42.96	5.52
2. Segment Results					
a) Financing Activities	(23.62)	1.28	0.56	(18.50)	8.56
b) Investment Income	-	0.01	-	31.91	0.02
c) Trading Activities	0.04	0.14	-	0.16	-
d) Unallocated	0.00	0.00	-	0.01	-
Total	(23.58)	1.43	0.56	13.58	8.58
Less :					
I. Interest	-	-	-	-	-
II. other unallocable expenditure net off	4.66	3.91	3.41	15.16	10.80
III. Un-allocable Income	-	-	-	-	-
Total Profit Before Tax	(28.24)	(2.47)	(2.85)	(1.58)	(2.22)
3. Capital Employed					0.00
a) Financing Activities	135.60	37.47	40.68	135.60	40.68
b) Investment Income	386.71	484.79	484.79	386.71	484.79
c) Trading Activities	(0.37)	0.22	-	(0.37)	-
d) Unallocated	52.05	49.23	50.13	52.05	3.67
Total	573.99	571.71	575.60	573.99	280.29

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

(Sunil Sachdeva)
Chairman cum Managing Director
DIN: 00012115

Date :25-05-2016
Place : Gurgaon

Form No. MGT-11

Proxy form

RAMSONS PROJECTS LIMITED
CIN-L74899DL1994PLC063708

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

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address:	
Email id:	
Folio No./Client id	
DP ID	

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

1. Name: Address:
E-mail Id: Signature: or failing him

2. Name: Address:
E-mail Id: Signature: or failing him

3. Name: Address:
E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General meeting of the company, to be held on the 06th day of September, 2016 at 11:00 a.m. at Mapple Exotica, Chhatarpur Mandir 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 March 31, 2016, and the Reports of Board of Directors & the Auditors' thereon.		
2.	To appoint Mr. Sunil Sachdeva, (DIN- 00012115) who retires by rotation in terms of Section 152 (6) and being eligible and offers himself for re-appointment.		
3.	To consider and to appoint Auditors for the Financial Year 2016-17 and to fix their remuneration and and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.		
4.	To appoint Mr. Sunil Sachdeva (DIN: 00012115) as Managing Director		

Signed this day of 2016

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

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 22nd ANNUAL GENERAL MEETING of the Members of Ramsons Projects Limited held on Tuesday 06th September 2016 at Mapple Exotica, 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



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

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