

Ramsons Projects Limited

**21st Annual Report
2014-15**

RAMSONS PROJECTS LIMITED

BOARD OF DIRECTORS

Mr. Sunil Sachdeva	Chairman cum Managing Director
Mr. Yogesh Sachdeva	Director
Mr. Sundeep Kalsi	Director
Mrs. Anita Roy	Director

Compliance Officer	- Mr. Gaurav Mishra
Registered Office	- 815, 8th Floor, Hemkunt Chambers 89 Nehru Place, New Delhi-110019
Corporate Office	- 5 th Floor, Tower-B, SAS Tower, Medanta the Medicity Sector 38, Gurgaon – 122001
Auditors	- Sandeep Kumar & Associates Chartered Accountants 99, Sector-15, Part-1, Gurgaon-122001
Secretarial Auditor	- M/s. K.K. Singh and Associates Company Secretaries 384P, Sector-40, Gurgaon-122003
Registrar and Transfer Agent	- Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor Naraina Industrial Area, Phase-I, New Delhi - 110028

Ramsons Projects Limited

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Annual General Meeting

Date : Monday, 28th September, 2015

Time : 4.30 p.m.

Venue : Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli
Gurgaon Road, New Delhi -110030

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 21st Annual Report together with audited statements of accounts of the Company for the year ended March 31, 2015.

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 31-03-2015	For the Year ended 31-03-2014
Income from operations & Other income	5.51	17.62
Profit/(Loss) before depreciation		1.11
Depreciation	.06	0.13
Profit/(Loss) before tax	(5.28)	.98
Provision/Payment for Income Tax	-	-
Income Tax for last year	0.01	0.02
Profit/(Loss) After Tax	(5.27)	.96
Surplus brought forward from Previous Year	280.28	279.32
Surplus carried to Balance Sheet	274.95	280.28

OVERALL PERFORMANCE

During the year under review the company has incurred a loss of Rs.5,28,218/- before considering provision of tax for previous year.

DIVIDEND

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

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

CORPORATE GOVERNANCE

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

FUTURE PROSPECTS

Non-banking financial companies (NBFCs) are fast emerging as an important segment of Indian financial system. It is performing as financial intermediation in a variety of ways, like making loans

and advances, leasing, hire purchase, etc. They advance loans to the various wholesale and retail traders, small-scale industries and self-employed persons. Thus, they have broadened and diversified the range of products and services offered by a financial sector. Gradually, they are being recognized as complementary to the banking sector due to their customer-oriented services; flexibility and timeliness in meeting the credit needs of specified sectors; etc.

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

AUDITORS & 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. KK Singh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2014-15. 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

1. Company website needs to be updated.

The website of the company is under maintenance and will be updated within a short span of time.

2. Company has not appointed CFO as KMP under Section 203 of the Companies Act, 2013.

During the year Company has incurred a loss and due to financial strain Company was not able to appoint CFO as KMP during the year. However company is looking for suitable candidate for the post CFO.

3. Company has not provided E Voting facility during last year in light of the MCA circular dated 17th June 2014.

During last year Ministry of Corporate Affairs have issued a circular dated 17/06/2014 making E Voting non-mandatory till 31/12/2014 and Company was in the opinion that under the ambit of the Circular E Voting is non-mandatory during the Year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sunil Batta, and Mr. Ram Lal Sachdeva Director of the Company have resigned from the Board of Director of the Company and their resignation has been accepted by the Board.

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

During the year Mr. Bipin Bihare Company Secretary cum Compliance Officer has resigned from the Company w.e.f. 13-02-2015

Mrs. Anita Roy was appointed as an Additional Director on 29-6-2015 in order to fulfill the requirement of Women Director on the Board. The resolution seeking approval of the Members for appointing Mrs. Anita Roy as Independent Director for a term of 5 Years have been incorporated in the notice of the forthcoming Annual General Meeting of the Company.

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

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 Clause 49 of the Listing Agreements (“Clause 49”).

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 Clause 49 of the Listing Agreement. 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 a part of this Report.

Internal Financial Control System and their adequacy

The details of Internal Financial Control System and their adequacy are included in Management Discussion and Analysis which forms 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

Your Directors confirmed:

- 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 2014-15.

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.

(Sunil Sachdeva)
Chairman cum Managing Director
DIN-00012115

Place: Gurgaon
Date: 14-08-2015

**Annexure-1
FORM NO. MGT 9**

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

**EXTRACT OF ANNUAL RETURN
For the Financial Year Ended 31/03/2015**

I REGISTRATION & OTHER DETAILS:

i	CIN	U74899DL1994PLC063708
ii	Registration Date	22-12-1994
iii	Name of the Company	Ramsons Projects Limited
iv	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
	Pin Code:	110019
	Country Name :	India
	Telephone (with STD Code) :	011-66767610
	Fax Number :	011-66767610
	Email Address :	corprelations@ramsonspj.com
	Website, if any:	www.ramsonspj.com
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA:	Link Intime India 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

Pls cross check once

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled

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	910217	52500	962717	32.02%	910648	52500	963148	32.03%	0.01%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	659000	0	659000	21.92%	659000	0	659000	21.92%	-
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)	1569217	52500	1621717	53.94%	1569648	52500	1622148	53.95%	0.01%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	0	0	0	-	0	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	105756	300	106056	3.53%	106256	300	106556	3.55%	0.02%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	79181	585546	664727	22.11%	79270	585246	664516	22.10%	0.01%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	613100	0	613100	20.39%	613100	0	613100	20.39%	0%
c) Others (specify)	900	0	900	0.03%	180	0	0	0.0060%	0.024%
Sub-total (B)(2):-	798937	585846	1384783	46.06%	798806	585546	1384172	45.05%	0.01%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	798937	585846	1384783	46.06%	798806	585546	1384172	45.05%	0.01%
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1755054	1251446	3006500	100%	1755354	1251146	3006500	100%	0%

ii *Shareholding of Promoters*

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sunil Sachdeva	690500	22.97	-	690500	22.97	-	-
2	Suman Sachdeva	19800	53.94	-	19800	0.66	-	-
3	Pankaj Mani Sachdeva	196400	6.53	-	196400	6.53	-	-
4	Jitender Sachdeva	2400	0.08	-	2400	0.08	-	-
5	SAS Servizio Pvt. Ltd.	148400	4.94	-	148400	4.94	-	-
6	SAS Infotech Pvt. Ltd.	510600	16.98	-	510600	16.98	-	-
7	Mohan Lal Chhabra	31100	1.03	-	31100	1.03	-	-
8	Sunil Chhabra	19000	0.63	-	19000	0.63	-	-
9	Rakesh Arora	3517	0.12	-	3948	0.13	-	0.01%
	TOTAL	1621717	53.94%	-	1622148	53.95%	-	0.01%

iii *Change in Promoters' Shareholding (please specify, if there is no change)*

		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		1621717	53.94%	1622148	53.95%
Changes During the Year					
Increase					
Date	Reason for Increase				
0	Allotment	0	0%	0	0%
0	Bonus	0	0%	0	0%
0	Sweat	0	0%	0	0%
0	Other	0	0%	431	0.01%
Decrease					
Date	Reason for Decrease				
0	Transfer	0	0%	0	0%
0	Other	0	0%	0	0%
At the End of the year		1621717	54%	1622579	54%

iv *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sl. No.: 1 - M/s. Jridh Rish Leasing and Investment Pvt. Ltd. Folio No. IN30011810274642		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				
0	Allotment	0	0%	0	0%
0	Bonus	0	0%	0	0%
0	Sweat	0	0%	0	0%
0	Other	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	Transfer	0	0%	0	0%
0	Other	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		95200	3.16%	95200	3.16%

Sl. No.: 2 Mr. Mahender Kumar Folio No.0000323		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		95200	3.16%	95200	3.16%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
0	Allotment	0	0%	0	0%
0	Bonus	0	0%	0	0%
0	Sweat	0	0%	0	0%
0	Other	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	Transfer	0	0%	0	0%
0	Other	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		95200	3.16%	95200	3.16%

Sl. No.: 3 Ms. Vandana Goyal Folio No.0000241		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		38100	1.26%	95200	1.26%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
Increase	0	0	0%	0	0%
Date	Reason for Increase	0	0%	0	0%
0	Allotment	0	0%	0	0%
0	Bonus	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
Decrease	0	0	0%	0	0%
Date	Reason for Decrease	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		38100	1.26%	95200	1.26%

Sl. No.: 4 Mr. Harish Kumar Folio No.0000192		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		28600	0.95%	28600	0.95%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
Increase	0	0	0%	0	0%
Date	Reason for Increase	0	0%	0	0%
0	Allotment	0	0%	0	0%
0	Bonus	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
Decrease	0	0	0%	0	0%
Date	Reason for Decrease	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		28600	0.95%	28600	0.95%

Sl. No.: 5 Mr. Girish Raj Pd. Saini Folio No.0000945		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		28500	0.94%	28500	0.94%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
beginning of the	0	Deposits	Indebtness	0	0%
i) Principal Amount	0	0	0%	0	0%
not paid	0	0	0%	0	0%
but not due	0	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
* Addition	0	0	0%	0	0%
* Reduction	0	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		28500	0.94%	28500	0.94%

Sl. No.: 6 Mr. Virender Kumar Goel Folio No.0000933		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		27500	0.91%	27500	0.91%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		27500	0.91%	27500	0.91%

Sl. No.: 7 Mr. Subash C Kumar Folio No.0000044		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		27000	0.89%	27000	0.89%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		27000	0.89%	27000	0.89%

Sl. No.: 8 Mr. Mahender Prasad Goel Folio No.0000936		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		26800	0.89%	26800	0.89%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		26800	0.89%	26800	0.89%

Sl. No.: 9 Mr. Narender Kumar Goel Folio No.0000935		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		25500	0.84%	25500	0.84%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		25500	0.84%	25500	0.84%

Sl. No.: 10 Mr. Harvinder Singh Folio No.0000952		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		23900	0.79%	23900	0.79%
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
0	0	0	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0	0%	0	0%
0	0	0	0%	0	0%
At the End of the year (or on the date of separation, if separated)		23900	0.79%	23900	0.79%

S. No.: 1 Mr. Sunil Sachdeva	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	22.97%	690500	22.97%
Changes During the Year	0	0%	0	0%
Increase				
Date	Reason for Increase			
0	Allotment			
0	Bonus			
0	Sweat			
0	Other			
Decrease				
Date	Reason for Decrease			
0	Transfer			
0	Other			
At the End of the year	690500	22.97%	690500	22.97%

S. No.: 2 Mr. Yogesh Sachdeva	Shareholding at the beginning of		Cumulative Shareholding	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	-	-	-	-
Changes During the Year	-	-	-	-
Increase				
Date	Reason for Increase			
0	Allotment			
0	Bonus			
0	Sweat			
0	Other			
Decrease				
Date	Reason for Decrease			
0	Transfer			
0	Other			
At the End of the year	No Shares are held in the company			

S. No.: 3- Mr. Sundeep Kalsi	Shareholding at the beginning of		Cumulative Shareholding	
	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	0	0%	0	0%
Increase				
Date	Reason for Increase			
ii) Interest due but	0			
iii) Interest accrued	0			
Total (i+ii+iii)	0			
Change in	0			
Decrease				
Date	Reason for Decrease			
Net Change	0			
Indebtedness at the	0			
At the End of the year	No change in shareholding during the year			

S. No.: 4- Mr. Sanjay Batra		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		-	-	-	-
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase	No Shares are held in the Company			
0	0				
0	0				
0	0				
0	0				
Decrease					
Date	Reason for Decrease				
0	0				
0	0				
At the End of the year					

S. No.: 5- Mrs. Anita Roy		Shareholding at the beginning of		Cumulative Shareholding	
		No. of shares	% of total	No. of shares	% of total
At the beginning of the year		-	-	-	-
Changes During the Year		-	-	-	-
Increase					
Date	Reason for Increase	No Shares are held in the Company			
0	0				
0	0				
0	0				
0	0				
Decrease					
Date	Reason for Decrease				
0	0				
0	0				
At the End of the year					

V INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans	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)	0	0	0	0
Change in Indebtedness during the financial year	Secured Loans	Unsecured Loans	Deposits	Total Indebtness
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	Secured Loans	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)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director

Sl. no.	Particulars of Remuneration	Mr. Sunil Sachdeva				Total Amount
		1	Gross salary	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. Yogesh Sachdeva	Mr. Sundeep Kalsi	Mr. Sanjay Batra	Mrs. Anita Roy	
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					
	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 (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	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,	0	297,384	0	297,384
	(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				
	- as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	297,384	0	297,384

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Annexure-II

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

**[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,

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 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, 2015, 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, 2015 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. **(Which were not in force during the year of the report).**
- ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (Stock exchange).

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 and the required information is yet to be posted, CFO as KMP under section 203 of the Companies Act, 2013 are yet to be complied with during the year Company Secretary of the Company has resigned and resulting vacancy is yet to be filled by the Company. A woman Director was not appointed during the year of the report but the same has now been complied with and compounded as per the SEBI verdict and the e-voting as mandated under the listing agreement, was not conducted in light of the MCA Circular No. 20/2014, dated 17th June, 2014 for the year of report only.

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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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: 05/08/2015

For K. K. Singh & Associates
Company Secretaries

Geetanjali Aggarwal
Partner
ACS No.: 35328
CP No.:13412

*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,

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

1. Maintenance of secretarial record is the responsibility of the management of the company. 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: 05-08-2015

For K. K. Singh & Associates
Company Secretaries

Geetanjali Aggarwal
Partner
ACS No.: 35328
CP No.:13412

RAMSONS PROJECTS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

NBFC – INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENT

1. Industry Structure and developments

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

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

2. Outlook on opportunities, threats, risks & concerns

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

3. Internal Control Systems and their adequacy

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

4. Financial Performance

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

	(Rs. in Lacs)	
	For the Year ended 31-03-2015	For the Year ended 31-03-2014
Income from operations & Other income	5.52	17.62
Profit/(Loss) before depreciation	-5.22	1.11
Depreciation	0.06	0.13
Profit/(Loss) before tax	-5.28	.98
Provision/Payment for Income Tax	-	-
Income Tax for last year	-0.01	0.02

Profit/(Loss) After Tax	-5.27	.96
Surplus brought forward from Previous Year	280.28	279.32
Surplus carried to Balance Sheet	274.95	280.28

5. Opportunities

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

6. Segment Information

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

7. Threats

- High cost of funds
- Slow industrial growth
- Stiff competition with NBFCs as well as with banking sector
- Nonperforming assets

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. Volatility in Non-performing assets can be other significant risk.

9. Outlook

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

10. Human Resources

Your company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance.

11. Disclaimer

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

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 revised clause 49 of the Listing Agreement with the Stock Exchanges the company hereby submits the report on the matters mentioned in the said clause and practices followed by the company for the financial year ending on 31st March, 2014:

2. Board Of Directors

Composition of the Board

The Board of Directors of Ramsons Projects Ltd. has an optimum combination of executive and non executive directors. As on 24th August, 2015 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 clause 49 of the Listing Agreements. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the 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, as also the number of Directorships and Committee positions held by them in other companies:

Name of the Director and Business Relationship	Category of Directorship	#No. of other Directorship as on 31-03-2015	No. of other Committee position as on 31-03-2015		No. of Board Meetings attended during the year	Attendance at the 20 th Annual General Meeting held on 05-09-2014
			Chairman	Member		
Mr. Sunil Sachdeva	Promoter & Executive	17	1	1	7	Yes
Mr. Yogesh Sachdeva	Promoter & Non - Executive	7	1	3	7	Yes
Mr. Sundeep Kalsi	Independent Non Executive	17	2	1	6	Yes
Mr. Sanjay Batra (Resigned w.e.f. 14-08-2015)	Independent Non Executive	-	-	2	1	No
Mrs. Anita Roy (Appointed on 29-06-2015 so attendance in Board Meetings is NA)	Independent Non Executive	-	-	-		Na

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:

28th May 2014, 18th June 2014, 28th July 2014, 14th August 2014
 08th October 2014 13th November 2014 13th February,2015

3. Code of Conduct

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

Relationship between Directors

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

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

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

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

4. 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
Mrs. 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, 2015 Six 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	6	6
Mr. Yogesh Sachdeva	6	6

Mr. Sanjay Batra (Resigned 14/08/2015 w.e.f.)	6	6
Mrs. Anita Roy (Appointed 29/06/2015 w.e.f.)	-	-

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

28th May 2014, 24th July 2014, 14th August 2014 12th November 2014
12th February, 2015 26th March, 2015

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 Clause 49 of the Listing Agreement 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 Sub-Section (2AA) of Section 217 of the Companies Act, 1956.
 - 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.

5. Subsidiary Company

The Company has not any subsidiary company.

6. 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
Mrs. Anita Roy	Member	Independent Director

(II) Meetings of the Nomination and Remuneration Committee

During the year under ended March 31, 2015 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
Mrs. Anita Roy (Appointed w.e.f. 29/06/2015)	-	

1 (One) Nomination and Remuneration Committee Meeting was held during the year on 16th January 2015

(III) Remuneration Policy

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Remuneration 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 2014-15 no remuneration was paid to Executive Director, Non-Executive Directors and Independent Directors.

7. Stakeholders Grievance 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 Remuneration 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 16th January, 2015

(III) Name and Designation of Compliance Officer

Mr. Bipin Bihare General Manager Corporate Affairs and Company Secretary resigned from the Company w.e.f. 13/02/2015 and there after Mr. Gaurav Mishra was appointed as Compliance Officer of the Company w.e.f. 24/04/2015

(IV) Details of Shareholder Complaints

No. Complaints Received	No. of Complaints Resolved	No. of Complaints Pending
1	1	Nil

8. 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

During the Year 2 Meetings were held on 15th December, 2014 and 30th December, 2014

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, 2014.

9. General Body Meetings

Table 5: 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
2011-12	Wednesday, 19 th September, 2012	4.30 P.M	Hotel Parkland Grand, 88-89 Kapashera, opposite Govt. School, New Delhi -110037	No
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

10. Postal Ballots

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

11. Disclosures

- During the Financial Year 2014-15, 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 company has made non-compliance with the requirements of the Clause 49 of the Equity Listing Agreement company** related to appointment of Women Director and penalty of Rs. 57,000/- was imposed by the SEBI.
- 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.

12. Means of Communication

- The unaudited quarterly, half yearly and annual financial results of the company are announced as per clause 41 of the Listing Agreement 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.ramsonprojects.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 Listing Agreement, information on investor related issues (Record Dates/Book closures/price sensitive information) are communicated to the Stock Exchanges.

13. General Shareholder Information

I. AGM: Date, Time and Venue

28th September, 2015 at 04:30 P.M, Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030.

II. Financial Year

For the Financial Year 2015-16 results will be announced on (tentative dates)

First Quarter	14 th August, 2015
Second Quarter	13 th November, 2015
Third Quarter	12 th February, 2016
Fourth Quarter	28 th May, 2016

III. Date of Book Closure-24th September to 28th September 2015(both days inclusive)

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

V. 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 2015-16 have been paid.

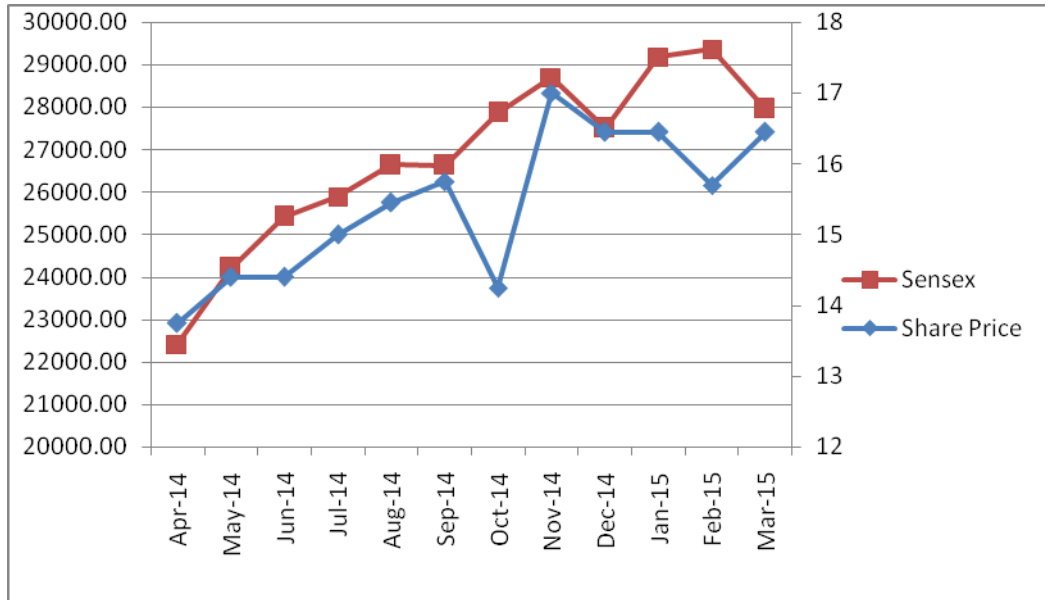
VI. Stock Code:

Bombay Stock Exchange: 530925

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

Month	High Price	Low Price
April 14	13.75	13.75
May 14	14.40	14.40
July 14	15.12	15.00
Aug 14	15.70	14.75
Sep 14	15.75	15.00
Oct 14	15.00	14.25
Nov 14	17.00	14.95
Dec 14	16.45	16.45
Jan 15	16.45	16.45
Feb 15	15.70	15.70
Mar 15	16.45	16.45

VIII. Performance in comparison with BSE Index



IX. Registrar and Transfer Agent

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

X. 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.

XI. Distribution of Shareholding as on 30/03/2015

Group of Shares	No. of Shareholders	Percentage of Total Shareholders	No. of Shares held	Percentage of Shareholding
1-500	742	73.46	101105	3.36
501-1000	88	8.72	78092	2.60
1001-2000	62	6.14	98590	3.28
2001-3000	33	3.27	84274	2.80
3001-4000	19	1.88	67498	2.24
4001-5000	6	0.59	28115	0.93
5001-10000	26	2.58	227226	7.56
10001-above	34	3.37	2321600	77.22
Total	1010	100	3006500	100.00

XII. 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, 2015 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.

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

XIV. Plant Location

Not Applicable

XV. Address for correspondence

5th Floor, Tower-B, SAS Towers,
Medanta The Medicity, Sec-38,
Gurgaon-122001

XVI. Certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement, 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
Chairman cum Managing Director
DIN-00012115**

**Place: Gurgaon
Date: 14-08-2015**

COMPLIANCE WITH CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, I affirm that Board Members have confirmed compliance with the Codes of Conduct as applicable to them for the year ended 31st March, 2015.

For Ramsons Projects Limited

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

**Place: Gurgaon
Date: 14-08-2015**

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, 2015 as stipulated in Clause 49 of the Listing Agreement 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 Clause 49 of the above mentioned Listing Agreement.

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 Geetanjali)
Partner
CP NO. 13412

Place: Gurgaon
Date: 14-08-2015

“AUDTED FINANCIAL STATEMENTS”

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 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the 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 thereunder.

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 control 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 31st March, 2015, and its profit and its cash flows 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 exceed 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:

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, 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) 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.
- (f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Sandeep Kumar & Associates
Chartered Accountants
Firm's Regd. No. 04838N

CA. Sandeep Kumar
Partner
Membership No. 083785

Place : Gurgaon
Date : 29-05-2015

RAMSONS PROJECTS LIMITED

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of **RAMSONS PROJECTS LIMITED** ('the Company') for the year Ended on **31st March, 2015**. We report that:

- (i) Fixed Assets:
 - (a) The Company is maintaining proper records showing full particulars, indicating quantitative details and situation of fixed assets.
 - (b) As explained to us, Fixed Assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

- (ii) Inventory:
 - (a) As explained to us, there is no inventory with the company, therefore, clause (a), (b) and (c) are not applicable.

- (iii) As information & explanation given to us and on the basis of examination of books of accounts, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Therefore, sub-clause (a) and (b) are not applicable.

- (iv) In our opinion and information & explanation given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services and there is no continuing failure to correct major weaknesses in internal control system.

- (v) As information & explanation given to us and on the basis of examination of books of accounts, the Company has not accepted deposits. Further, as information & explanation given to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal upon the Company.

- (vi) As information & explanation given to us, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

- (vii) (a) As information and explanation given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. Further, as information and explanation given to us, there were no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

- (b) As information and explanation given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute.
 - (c) As information and explanation given to us, provisions regarding transfer of the amount to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder are not applicable to the Company.
- (viii) The Company does not have any accumulated losses at the end of the financial year. Further, *the Company has incurred cash losses in such financial year* but not in the immediately preceding financial year.
- (ix) Based on our audit procedures and information & explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) As information and explanation given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on our audit procedures and information & explanation given to us, we are of the opinion that term loans were applied for the purpose for which the loans were obtained.
- (xii) Based on our audit procedures and information & explanation given to us, we are of the opinion that no fraud on or by the company has been noticed or reported during the year.

For Sandeep Kumar & Associates
Chartered Accountants
Firm's Regd. No. 04838N

CA. Sandeep Kumar
Partner
Membership No. 083785

Place : Gurgaon
Date :29-05-2015

RAMSONS PROJECTS LIMITED
BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS	NOTE NO.	AS ON 31-03-2015	AS ON 31-03-2014
I EQUITY & LIABILITIES			
(1) <u>SHAREHOLDERS' FUNDS</u>			
a) SHARE CAPITAL	2	30,065,000	30,065,000
b) RESERVES AND SURPLUS	3	27,495,245	28,028,809
		57,560,245	58,093,809
(2) <u>SHARE APPLICATION MONEY PENDING ALLOTMENT</u>		-	-
(3) <u>NON CURRENT LIABILITIES</u>			
a) LONG TERM PROVISIONS	4	8,150	17,891
		8,150	17,891
(4) <u>CURRENT LIABILITIES</u>	5		
a) OTHER CURRENT LIABILITIES		226,201	267,213
b) SHORT TERM PROVISIONS		-	15,633
		226,201	282,846
TOTAL (1+2+3+4)		57,794,596	58,394,546
II ASSETS			
(1) <u>NON-CURRENT ASSETS</u>			
a) FIXED ASSETS			
TANGIBLE ASSETS	6	3,944,622	3,957,395
b) NON-CURRENT INVESTMENTS	7	48,478,980	44,978,980
c) LONG TERM LOANS & ADVANCES	8	3,260,034	7,156,542
(2) <u>CURRENT ASSETS</u>	9		
a) CASH & CASH EQUIVALENTS		816,027	990,009
b) SHORT TERM LOANS & ADVANCES		1,294,933	1,311,620
		2,110,960	2,301,629
TOTAL (1+2)		57,794,596	58,394,546
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: 29-5-2015
Place : Gurgaon

(Sundeep Kalsi)
Director
DIN: 01493597

RAMSONS PROJECTS LIMITED**STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31ST MARCH 2015**

PARTICULARS	NOTE NO.	YEAR ENDED 31-03-2015	YEAR ENDED 31-03-2014
I REVENUE FROM OPERATIONS	10	551,858	1,743,756
II OTHER INCOME	11	-	18,988
III TOTAL REVENUE (I+II)		551,858	1,762,744
IV EXPENSES:			
PERSONNEL EXPENSES	12	525,349	1,183,630
DEPRECIATION ON FIXED ASSETS		6,285	13,403
OTHER EXPENSES	13	548,442	467,354
TOTAL EXPENSES		1,080,076	1,664,387
V PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS (III-IV)		(528,218)	98,357
VI EXCEPTIONAL ITEMS (PROFIT ON SALE OF LAND)		-	-
VII PROFIT BEFORE TAX (V+VI)		(528,218)	98,357
VIII TAX EXPENSE:			
FOR INCOME TAX		-	-
FOR INCOME TAX OF EARLIER YEARS		(1,141)	2,129
IX PROFIT AFTER TAX (VII-VIII)		(527,077)	96,228
X EARNINGS PER EQUITY SHARE:			
BASIC/DILUTED EPS		(0.18)	0.03
(REFER POINT NO. 5 OF NOTE NO. '14')			
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: 29-5-2015
Place : Gurgaon

(Sundeep Kalsi)
Director
DIN: 01493597

RAMSONS PROJECTS LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2015

(Amt. in `)

PARTICULARS	YEAR ENDED 31ST MARCH 2015	YEAR ENDED 31ST MARCH, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS :	(528,218)	98,357
ADJUSTMENTS FOR :		
DEPRECIATION	6,285	13,403
DIVIDEND	(2,727)	(2,705)
(PROFIT)/LOSS FROM FIXED ASSETS	-	(18,988)
ROUND OFF	1	(1)
DIMINUTION IN VALUE OF INVESTMENT	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(524,659)	90,066
ADJUSTMENTS FOR :		
ADD/(LESS): DECREASE/(INCREASE) IN CURRENT ASSETS & INCREASE/(DECREASE) IN CURRENT LIABILITIES		
LOANS & ADVANCES	3,901,505	5,441,289
OTHER CURRENT ASSETS	-	-
SUNDRY CREDITORS	-	-
OTHER LIABILITIES	(41,012)	78,125
PROVISIONS	(9,741)	(13,610)
CASH GENERATED FROM OPERATIONS	3,326,093	5,595,870
LESS: DIRECT TAXES PAID	2,802	93,992
CASH FLOW BEFORE EXTRAORDINARY ITEMS	3,323,291	5,501,878
EXTRAORDINARY ITEMS	-	-
NET CASH FROM OPERATING ACTIVITIES : (A)	3,323,291	5,501,878
B. CASH FROM INVESTING ACTIVITIES		
REFUND/(INVESTMENT) IN SHARE APPLICATION MONEY	-	(5,375,000)
DIVIDEND	2,727	2,705
INVESTMENT IN SHARES	(3,500,000)	-
SALE OF FIXED ASSETS	-	51,100
NET CASH USED IN INVESTING ACTIVITIES: (B)	(3,497,273)	(5,321,195)

RAMSONS PROJECTS LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2015

(Amt. in `)

PARTICULARS	YEAR ENDED 31ST MARCH 2015	YEAR ENDED 31ST MARCH, 2014
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)	(173,982)	180,683
CASH AND CASH EQUIVALENTS AS AT 01.04.14(OPENING BALANCE)	990,009	809,326
CASH AND CASH EQUIVALENTS AS AT 31.03.15 (CLOSING BALANCE)	816,027	990,009

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: 29-5-2015

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

RAMSONS PROJECTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE NO.-1

SIGNIFICANT ACCOUNTING POLICIES TO AUDITED BALANCE SHEET AS ON 31st MARCH 2015 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 expense 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 historical cost less depreciation. Consideration is given at each Balance sheet date to determine whether there is any impairment of the carrying amount of Company's fixed Assets. If any indication exists, an asset recoverable amount is estimated and impairment loss is recognized, whenever the carrying amount of an asset exceeds its recoverable amount. Depreciation is provided on fixed assets on straight-line method at the rates prescribed in schedule XIV of Companies Act, 1956.

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. Earning 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: 29-05-2015
Place: Gurgaon

RAMSONS PROJECTS LIMITED

NOTE NO.-14- 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) The Legal and Professional Expenses charged in Profit & Loss account includes Rs. 69,663/- related to Financial Year 2013-14.

(3) **Auditors Remuneration:**

S. No.	Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
1	Audit Fess	50,000	50,000
2	In Other Capicity	Nil	Nil
3	Service Tax	6,180	6,180
		56,180	56,180

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

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

Particulars	Current Year	Previous Year
a) Net profit/(loss) after tax available for equity shareholders (Rs.)	(5,27,077)	96,228
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.)	(0.18)	0.03

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

Related Parties are classified under following Categories as:

a) Subsidiaries:

There is no subsidiary as on 31.03.2015.

b) Associates:

There is no associate as on 31.03.2015.

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

Mr. Sunil Sachdeva

d) Key Management Personnel & their relatives:

Name	Designation
Mr. R L Sachdeva	Director
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.

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)							
Sumel Projects Pvt. Ltd.	-	-	-	-	-	-	(46,25,000)
SAS Infrabuild Pvt Ltd.	-	-	-	-	-	-	-
S V Corporation Pvt Ltd	-	-	-	-	35,00,000	35,00,000	1,00,00,000
Share Allotment							
SAS Infrabuild Pvt Ltd					59,40,000	59,40,000	-
SV Corporation pvt Ltd					1,35,00,000	1,35,00,000	-

Related party balances outstanding as on 31-03-2015							
							Amount in `
Categories	A	b	c	d	e	Total Current period	Total Previous Year
Investment in Share Application Money							
SV Corporation Pvt. Ltd.	-	-	-	-	-	-	1,00,00,000
SAS Infrabuild Pvt Ltd.	-	-	-	-	-	-	59,40,000
Investment in Share Capital							
SAS Infrabuild Pvt Ltd	-	-	-	-	60,00,000	60,00,000	60,000
SV Corporation pvt Ltd	-	-	-	-	3,55,00,000	3,55,00,000	2,20,00,000
SAS Servizio Pvt. Ltd.	-	-	-	-	68,07,600	68,07,600	68,07,600

(7) 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 2015 is as under:

DEFERRED TAX	AMOUNT OF TIME DIFFERENCE	31-03-2015	31-03-2015	31-03-2014	31-03-2014
		DTL	DTA	DTL	DTA
DIFF. BETWEEN BOOK & TAX					
WDV OF FIXED ASSETS	51,039	-	15,771	-	22,866
TOTAL		-	15,771	-	22,866
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 : 29-05-2015
Place: Gurgaon

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	AS ON 31-03-2015	AS ON 31-03-2014
2	SHARE CAPITAL		
(i)	<u>AUTHORISED SHARE CAPITAL</u> 40,00,000 (PY 40,00,000) EQUITY SHARES OF RS.10/- EACH	40,000,000	40,000,000
(ii)	<u>ISSUED, SUBSCRIBED, & PAID UP</u> 30,06,500 (PY 30,06,500) EQUITY SHARES OF RS.10/- EACH FULLY PAID UP	30,065,000	30,065,000
	TOTAL	30,065,000	30,065,000
(iii)	RECONCILIATION OF SHARES AT THE END AND AT THE BEGINNING OF THE YEAR		
	OPENING BALANCE	3,006,500	3,006,500
	ADD: ISSUED DURING THE YEAR	-	-
	LESS: BUY BACK DURING THE YEAR	-	-
		3,006,500	3,006,500
(iv)	SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES		
	NAME OF THE SHAREHOLDER	NO. OF SHARES HELD	% OF SHARES HELD
	SUNIL SACHDEVA	690,500	22.97%
	PANKAJ MANI SACHDEVA	196,400	6.53%
	S.A.S. INFOTECH PVT. LTD.	510,600	16.98%
		1,397,500	
3	RESERVES AND SURPLUS		
	<u>PROFIT & LOSS A/C</u>		
	OPENING BALANCE	28,028,809	27,932,581
	ADJUSTMENT FOR CARRYING VALUE OF FIXED ASSETS	(6,487)	-
	ADD: PROFIT/(LOSS) FOR THE YEAR	(527,077)	96,228
	CLOSING BALANCE	27,495,245	28,028,809
4	CONTINGENT PROVISIONS AGAINST STANDARD ASSETS		
	<u>PROVISION ON STANDARD ASSETS AS PER RBI</u>		
	OPENING BALANCE	17,891	31,501
	ADD/(REDUCED) DURING THE YEAR	(9,741)	(13,610)
		8,150	17,891
5	CURRENT LIABILITIES		
	<u>OTHER CURRENT LIABILITIES</u>		
	EXPENSES PAYABLE	226,201	267,213
	TOTAL (a)	226,201	267,213
	<u>PROVISIONS</u>		
	PROVISION FOR INCOME TAX A.Y. 2015-16	-	15,633
	TOTAL (b)	-	15,633
	TOTAL(a+b)	226,201	282,846

RAMSONS PROJECTS LIMITED

NOTE NO. 6

NOTE OF FIXED ASSETS AS ON 31ST MARCH 2015

(Amt. in `)

PARTICULARS	RATE OF DEP.	GROSS BLOCK				DEPRECIATION					NET BLOCK	
		Balance as on 31-3-2014	Additions during the period	Disposal during the period	Balance as on 31-3-2015	Balance as on 31-3-2014	Adjustment in Opening Value	For the period	Adjustment on Disposal	Balance as on 31-3-2015	Balance as on 31-3-2015	Balance as on 31-3-2014
TANGIBLE ASSETS												
LAND	-	3,754,400	-	-	3,754,400	-	-	-	-	-	3,754,400	3,754,400
BUILDING	1.58	235,000	-	-	235,000	51,036	(1,542)	3,713	-	53,207	181,793	183,965
FURNITURE & FITTINGS	9.50	50,000	-	-	50,000	50,000	-	-	-	50,000	-	-
VEHICLES	9.50	27,079	-	-	27,079	16,083	(5)	2,572	-	18,650	8,429	10,996
OFFICE EQUIPMENTS	19.00	86,400	-	-	86,400	78,366	8,034	-	-	86,400	-	8,034
TOTAL		4,152,879	-	-	4,152,879	195,485	6,487	6,285	-	208,257	3,944,622	3,957,395
PREVIOUS YEAR-31.3.2014		4,340,456	-	187,577	4,152,879	337,548	-	13,403	155,465	195,485	3,957,395	4,002,909

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	AS ON 31-03-2015	AS ON 31-03-2014
8	LONG TERM LOANS & ADVANCES		
	LOANS & ADVANCES TO OFFICERS OF THE COMPANY	-	268,699
	OTHER LOANS & ADVANCES	3,260,034	6,887,843
	TOTAL	3,260,034	7,156,542
9	CURRENT ASSETS		
	<u>CASH & CASH EQUIVALENTS</u>		
	CASH IN HAND (AS CERTIFIED BY THE MANAGEMENT)	337,919	149,169
	CHEQUES IN HAND	-	300,000
	BALANCES WITH BANKS IN CURRENT ACCOUNTS	478,108	540,840
	TOTAL (a)	816,027	990,009
	<u>SHORT TERM LOANS & ADVANCES</u>		
	INCOME TAX PAID	3,452	15,142
	MINIMUM ALTERNATIVE TAX ENTITLEMENT	1,159,906	1,159,906
	ADVANCES (RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED)	131,575	136,572
	TOTAL (b)	1,294,933	1,311,620
	TOTAL (a+b)	2,110,960	2,301,629

RAMSONS PROJECTS LIMITED

NOTE NO.	NOTES TO THE FINANCIAL STATEMENTS	YEAR ENDED 31-03-2015	YEAR ENDED 31-03-2014
10	REVENUE FROM OPERATIONS		
	INTEREST FROM FINANCING ACTIVITIES	549,131	1,741,051
	DIVIDEND INCOME	2,727	2,705
	TOTAL	551,858	1,743,756
11	OTHER INCOME		
	OTHER INCOME	-	18,988
	TOTAL	-	18,988
12	PERSONNEL EXPENSES		
	SALARY	506,984	1,106,904
	BONUS	-	35,000
	STAFF WELFARE EXPENSES	18,365	41,726
	TOTAL	525,349	1,183,630
13	OTHER EXPENSES		
	AUDITORS REMUNERATION	56,180	56,180
	ADVERTISING EXPENSE	35,814	27,989
	ANNUAL LISTING AND DEPOSITORY CUSTODIAN FEES	126,052	30,338
	BANK CHARGES	4,157	3,596
	BOOKS PERIODICALS	-	1,050
	BUSINESS PROMOTION	7,460	28,115
	INTEREST ON LATE PAYMENT OF TDS	1,438	2,850
	PROVISION FOR BAD & DOUTFUL DEBT ON STANDARD ASSET	(9,741)	(13,610)
	MISC. EXPENDITURE	13,561	34,175
	OFFICE MAINTENCE	4,365	15,960
	POSTAGE & TELEGRAM EXP	460	900
	FILLING FEES	21,463	10,140
	ANNUAL GENERAL MEETING EXPENSES	30,597	43,940
	LEGAL & PROFESSIONAL CHARGES	183,523	20,225
	RENT, RATES & TAXES	-	90,000
	PRINTING & STATIONERY	30,088	25,100
	TELEPHONE EXP	28,075	44,140
	TOURS & TRAVELLING EXP	11,850	33,906
	VEHCILE RUNNING & MAINT.	3,100	12,360
	TOTAL	548,442	467,354

RAMSONS PROJECTS LIMITED

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

CIN: L74899DL1994PLC063708

**Audited Segment wise Revenue, Results and Capital Employed
for the period ended on 31st March, 2015**

(Rs. In Lacs)

Particulars	Quarter Ended			Year Ended	Year Ended
	31-Mar-15	31-Dec-14	31-Mar-14	31-Mar-15	31-Mar-14
	Audited	Unaudited	Audited	Audited	Audited
1. Segment Revenue					
a) Financing Activities	0.56	1.23	4.33	5.49	17.41
b) Investment Activities	-	-	-	0.03	0.03
c) Unallocated	-	-	0.00	-	0.19
Total	0.56	1.23	4.33	5.52	17.63
Less : Inter segment revenue	-	-	-	-	-
Net Sales/Income From Operations	0.56	1.23	4.33	5.52	17.63
2. Segment Results					
a) Financing Activities	0.56	1.23	4.33	5.49	17.41
b) Investment Income	-	-	-	0.03	0.03
c) Unallocated	-	-	0.00	-	0.19
Total	0.56	1.23	4.33	5.52	17.63
Less :					
I. Interest	-	-	-	-	-
II. other unallocable expenditure	3.41	1.55	3.69	10.80	16.64
III.net off un- allocable Income	-	-	-	-	-
Total Profit Before Tax	(2.85)	(0.32)	0.64	(5.28)	0.98
3. Capital Employed					
a) Financing Activities	40.68	42.17	81.29	40.68	81.29
b) Investment Income	484.79	484.79	449.79	484.79	449.79
c) Unallocated	50.13	51.49	49.86	50.13	49.86
Total	575.60	578.45	580.94	575.60	580.94

For and on Behalf of the Board of Directors

Ramsons Projects Ltd.

(Sunil Sachdeva)
Chairman cum Managing Director
DIN: 00012115

Date :29-05-2015

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 21st Annual General meeting of the company, to be held on the 28th day of September, 2015 at 04:30 p.m. at Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030 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 Financial Statements of the Company for the Financial Year ended March 31, 2015, and the Reports of Directors & the, Auditors' thereon		
2.	To appoint a Director in place of Mr. Yogesh Sachdeva, (holding DIN- 00171917) who retires by rotation in terms of Section 152(6) and being eligible and offers himself for re-appointment.		
3.	To appoint Auditor and Fix their Remuneration		
4.	To appoint Shri Sundeep Kalsi (DIN: 01493597) as an Independent Director of the Company		
5.	To appoint Mrs. Anita Roy (DIN: 02895095) as an Independent Director of the Company		

6.	To include Mr. Sunil Sachdeva Chairman cum Managing Director as a Director liable to retire by Rotation		
----	---	--	--

Signed this day of 2015

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

<p>Affix Revenue Stamp</p>

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 Sharholder
Redg. Folio No.		
No.of Shares		

I hereby record my presence at the 21st ANNUAL GENERAL MEETING of the Members of Ramsons Projects Limited held on Monday 28th September 2015 at Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030.

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

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

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