

RAMSONS PROJECTS LIMITED

CIN-L74899DL1994PLC063708

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

Corp. Office-5th Floor, Tower-B, SAS Tower, Sector-38, Gurgaon-122001 (Hr.)

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

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

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the **24th Annual General Meeting** of the Members of **M/S. RAMSONS PROJECTS LIMITED** will be held on Saturday, 29th September, 2018 at 11:30 A.M. at Claremont KNY Hotels, Aaya Nagar, Near Arjan Garh Metro Station, New Delhi-110047 to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the Financial Year ended on March 31, 2018 and the Reports of Auditors' & the Board of Directors' thereon.
2. To appoint Mr. Sunil Sachdeva, (DIN- 00012115) who retires by rotation in terms of Section 152 (6) and being eligible offers himself for re-appointment.

By order of the Board of Directors

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

Place: Gurugram

Date: 04-09-2018

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The Register of Members and Share Transfer Books will remain closed from Monday 24th September 2018 to Saturday 29th September, 2018 (both days, inclusive).
3. The instrument appointing a Proxy, in order to be valid and effective, must be deposited at the Registered Office of the company, not later than 48 hours before the meeting. A proxy form is attached herewith. A person can act as Proxy on behalf of Members not exceeding (50) and holding in aggregate not more than 10% of the Share Capital of the Company. In case a proxy is to be appointed by a member holding more than 10% of the total Share Capital of the Company then such proxy shall not act as a proxy for any other member.

4. The Members holding shares in physical form are requested to intimate to the Registrar and Transfer Agent, Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase –I, New Delhi – 110028 regarding change of address, if any, at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents.
6. Members holding shares in more than one folio in identical order of names are requested to write to RTA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
7. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.
8. Members / Proxies should bring the attendance slips duly filled and signed in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
9. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents, M/s. Link Intime India Private Limited, at the address mentioned below:

Link Intime India Private Limited,
44, Community Centre,
2nd Floor, Naraina Industrial Area,
Phase –I, New Delhi – 110028
10. Pursuant to Regulation 13 of the SEBI (LODR) Regulations 2015 the Company has created an E-mail ID: rplcorrelations@sasgroup.in for quick redressal of Members/investors grievances.
11. Pursuant to the requirements of Regulation 36(3) of the SEBI (LODR) Regulations 2015 entered into with stock exchanges, the information about the Directors purposed to be appointed/ reappointed is given in the Annexure to the notice.
12. Electronic copy of the Annual Report 2017-18 and the Notice of 24th AGM of the Company inter alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy form is being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail addresses, physical copy of the Annual Report 2017-18 and the Notice of 24th AGM of the Company inter alia indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy form is being sent in the permitted mode.
13. Members may note that the Notice of the 24th AGM and the Annual Report 2017-18 will also be available on the Company's website: www.ramsonprojects.com for their download. The physical copies of the aforesaid documents will also be available at the Company's

Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor E-mail ID: rplcorrelations@sasgrpup.in

14. In order to enable the Company to send such documents in electronic form, the Members are requested to register their E-mail IDs with the Company's Registrars and Transfer Agents, Link Intime India Private Limited, on their E mail id- delhi@linkintime.co.in

15. The notice of the 24th AGM is also available on the website of Link Intime India Pvt. Ltd. <https://instavote.linkintime.co.in>.

16. Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide the Members with a facility to exercise their right to vote for the 24th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Pvt. Ltd.(LI IPL).
- II. The facility for voting through Poll Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
- III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September 2018 (9:00 am) and ends on 28th September 2018 (05:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 22nd September 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
- V. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 22nd September 2018 can obtain the login ID and password by sending a request at enotices@linkintime.co.in or rplcorrelations@sasgroup.in. However, if you are already registered with LI IPL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on <https://instavote.linkintime.co.in>.
- VI. Members whose name appears in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 22nd September 2018 shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.

VII. The instructions for remote e-voting are as under:

A. Login to E Voting website of Link Intime India Pvt. Ltd.

1. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

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

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

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

	with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

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

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

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

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

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

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

B. Cast your Vote Electronically

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

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

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

C. General Guidelines for shareholders

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

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

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

- VIII.** The voting rights of Members shall be in proportion to their shares of the paid up equity Share Capital of the Company as on the cut-off date i.e., 22nd September, 2018.
- IX.** Ms. Richa Singh, Company Secretary in Practice (COP: 16640, Address: 384P, Sector-40, Gurgaon-122003), Partner of M/s. K. K. Singh & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.
- X.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI.** The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 2 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- XII.** The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: www.ramsonsprojects.com and on the website of LIPL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchanges.

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

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

Name of Director	Mr. Sunil Sachdeva
Date of Birth	08-10-1965
Date of Appointment	30/01/2007
Qualification	Graduate
Expertise in specific functional area	Socially driven entrepreneur having in-depth experience in setting up various projects with outstanding achievements.
DIN	00012115
List of Directorships held in other listed companies	1. SV Creditline Ltd.
Membership of Committees of the Board of other company	1. SV Creditline Ltd.
Relationship between Directors	Mr. Sunil Sachdeva is brother of Mr. Yogesh Sachdeva
Shareholding in Ramsons Projects Ltd.	690500 Equity Shares

By order of the Board of Directors

**Gaurav Mishra
Company Secretary
M. No.- A44090**

**Place: Gurugram
Date: 04-09-2018**

Map for the Venue of the AGM- Claremont KNY Hotels, Aaya Nagar, Near Arjan Garh Metro Station, New Delhi-110047.



RAMSONS PROJECTS LIMITED
CIN-L74899DL1994PLC063708

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

ATTENDANCE SLIP
ANNUAL GENERAL MEETING

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

I hereby record my presence at the 24th ANNUAL GENERAL MEETING of the Members of Ramsons Projects Limited held on Saturday, 29th September, 2018 at 11:30 A.M. at Claremont KNY Hotels, Aaya Nagar, Near Arjan Garh Metro Station, New Delhi-110047.

Member's / Proxy's Signature

Note:

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