

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
Phone No. +91-0124-4679000, Fax: +91 0124-4679099
Email: corprelations@ramsonsprojects.com, Website: www.ramsonsprojects.com

NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the **22nd Annual General Meeting** of the Members of **M/S. RAMSONS PROJECTS LTD.** will be held on Tuesday, 06th September 2016 at 11 A.M. at Mapple Exotica, Chhatarpur Mandir Road, Satbari, New Delhi-110074 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 March 31, 2016, and the Reports of Board of Directors & the Auditors' thereon.
2. To appoint Mr. Sunil Sachdeva, (DIN- 00012115) who retires by rotation in terms of Section 152 (6) and being eligible and offers himself for re-appointment.
3. To consider and to appoint Auditors for the Financial Year 2016-17 and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and any other applicable provisions, the consent and certificate under Section 141 read with Section 139 of the Companies Act, 2013, having been received from M/s. Sandeep Kumar and Associates, Chartered Accountants (Registration No. 101720W), who retires at the conclusion of this meeting, being eligible offers themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business(es):

4. To appoint/re-appoint Mr. Sunil Sachdeva (DIN: 00012115) as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the appointment/re-appointment and remuneration of Mr. Sunil Sachdeva as Managing Director of the Company for a period of 5 years i.e. from 01/08/2016 to 31/07/2021 at a total remuneration upon the terms and conditions as detailed in the explanatory statement attached hereto as approved and

sanctioned by the Board of Directors and the Board be authorized to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner within the limit as approved by the members of the company and office of the Managing Director shall be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sunil Sachdeva, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to above-said resolution.

By order of the Board of Directors

**Sd/
(Gaurav Mishra)
Company Secretary
ACS-44090**

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

- 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 Saturday 3rd September 2016 to Tuesday, 06th September 2016 (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, 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 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: correlations@ramsonspj.com 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 proposed to be appointed/ reappointed is given in the Annexure to the notice.
12. Electronic copy of the Annual Report 2015-16 and the Notice of 22nd 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 2015-16 and the Notice of 22nd 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 22nd AGM and the Annual Report 2015-16 will also be available on the Company's website: www.ramsonspj.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: correlations@ramsonspj.com.
14. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least ten days before the AGM, so that the information required may be made available at the AGM.

15. 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

16. The notice of the 22nd AGM is also available on the website of NSDL www.evoting.nsdl.com.

17. 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 (LOD) Regulations 2015 the Company is pleased to provide the Members with a facility to exercise their right to vote for the 22nd 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 National Securities Depository Limited (NSDL).
- 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 03rd September 2016 (9:00 am) and ends on 05th September 2016 (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., 30th August 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL 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., 30th August 2016 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or correlations@ramsonsprojects.com. However, if you are already registered with NSDL 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 www.evoting.nsdl.com.
- 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., 30th August 2016 only 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. Members whose shareholding is in the Dematerialization form and whose e-mail address are registered with the Company/ Depository Participants will receive an E-mail from NSDL informing user ID and Password:

1. Open E-mail and open PDF file viz., “Ramsons remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>.
 3. Click on Shareholder – Login
 4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select “EVEN” of Ramsons Projects Limited
 8. Now you are ready for e-voting as Cast Vote page opens
 9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 10. Upon confirmation, the message “Vote cast successfully” will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional Members (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to richa@kksinghassociates.com with a copy marked to evoting@nSDL.co.in.
- B. For Members whose shareholding is in the Dematerialization form and whose e-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:

1. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM :

EVEN (Remote E Voting Event Number) USER ID
PASSWORD/PIN.

2. Please follow all steps from instructions 2 to 12 of A above to cast vote.

- VIII.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- IX.** Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot Password” option available on the site to reset the password.
- X.** If you are already registered with NSDL 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 www.evoting.nsdl.com.
- XI.** You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- XII.** 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., 30th August, 2016.
- XIII.** Ms. Richa Singh, Company Secretary in Practice (COP: 16640 Address: 384P, Sector-40, Gurgaon-122001) has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.
- XIV.** 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.
- XV.** 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 3 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.
- XVI.** 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 NSDL 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.

BRIEF PROFILE OF DIRECTORS TO BE APPOINTED/REAPPOINTED AND EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

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

1. Detailed Resume of Mr. Sunil Sachdeva seeking re-appointment as Managing Director

Name of Director	Mr. Sunil Sachdeva
Date of Birth	08-10-1965
Date of Appointment	30/01/2007
Qualification	Graduate
Experties 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 Pvt. Ltd.
Membership of Committees of the Board of other company	1. SV Creditline Pvt. Ltd.
Relationship between Directors	Mr. Sunil Sachdeva is brother of Mr. Yogesh Sachdeva
Shareholding in Ramsons Projects Ltd.	690500

By order of the Board of Directors

**Sd/-
Gaurav Mishra
Company Secretary
ACS-44090**

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

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice:

Item No. 4

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

It is proposed to appoint Shri Sunil Sachdeva as Managing Director of the Company as per provisions contained in Section 196 and 197 read with Section 203 to hold office for a term of 5 (Five) consecutive years commencing from 01/08/2016 subject to the approval of Shareholders in the Annual General Meeting.

Shri Sunil Sachdeva is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act and have given his consent to act as Managing Director.

The Company has also received the requisite declarations and consent from Shri Sunil Sachdeva.

Brief resume of Shri Sunil Sachdeva, nature of their expertise in specific functional areas and names of Listed companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.

Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration.

The details of remuneration as may be payable to Shri Sunil Sachdeva and the terms and conditions of the appointment are given below:

1. Salary: Rs. 24 Lakh p.a.
2. Perquisite and Allowances payable to Mr. Sunil Sachdeva will include following with overall cap of Rs. 6 Lakh p.a.
 - a) Company Owned/Leased Accomodation or House Rent Allowances in lieu thereof
 - b) Medical Reimbursement
 - c) Medical Insurance and
 - d) Such other perquisite and/or allowances within the amount specified above.

Shri Sunil Sachdeva is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to their respective appointments to the extent of their shareholding interest, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company /their relatives are interested in the resolution except to the extent of their Shareholding, in this resolution. The Board recommends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

By order of the Board of Directors

**Sd/
Gaurav Mishra
Company Secretary
ACS-44090**

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

Map for the Venue of the AGM- Mapple Exotica, Chhattarpur Mandir Road, Satbari, New Delhi-110074

