



# Ramsons Projects Ltd.

CIN:L74899DL1994PLC063708

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Ref. RPL/2020/183

26.08.2020

The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

Dear Sir/Madam,

**Sub: Annual Report of the Company Ramsons Projects Limited for the Financial Year 2019-20**  
**Ref: Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and other regulations, as attracted and applicable, please find enclosed the Annual Report of the Company for the Financial Year 2019-20 along with the Notice of 26<sup>th</sup> Annual General Meeting, which is being dispatched/ sent to members by permissible mode (Electronic mode) on 26.08.2020.

The same will be made available on the Company's website, at <http://www.ramsonsprojects.com/>.

The Schedule of AGM is set out as follows:

Event	Date	Time
Cut Off date to vote on AGM Resolutions	11-09-2020	NA
Book Closure Period	12-09-2020 to 17-09-2020	NA
Commencement and End of E-Voting Period	15-09-2020	09.00 a.m. IST
End of E-Voting Period	17-09-2020	05.00 p.m. IST
AGM Date	18-09-2020	11.30 a.m. IST

This is for your information and records.

Thanking you,  
For Ramsons Projects Limited

Megha Goel  
Company Secretary cum  
Compliance Officer



Annexure: Copy of Annual Report 2019-20 and Notice of AGM

Regd. Office: 815, 8<sup>th</sup> Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi 110019

# **Ramsons Projects Limited**

**26<sup>th</sup> Annual Report  
2019-20**

# RAMSONS PROJECTS LIMITED

## BOARD OF DIRECTORS

Mr. Sunil Sachdeva	Managing Director
Mr. Yogesh Sachdeva	Director
Mr. Sundeep Kalsi	Director
Ms. Jhum Jhum Sarkar	Director

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Company Secretary cum Compliance Officer	Ms. Megha Goel
Chief Financial Officer	Mr. Harish Chhabra
Registered Office	815, 8th Floor, Hemkunt Chambers 89 Nehru Place, New Delhi-110019
Corporate Office	5 <sup>th</sup> Floor, Tower-B, SAS Tower, Sector 38, Gurgaon – 122001
Auditors	NVM & Co. Chartered Accountants J-30, First Floor, Lajpat Nagar-III New Delhi-110024
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. Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market Janakpuri, New Delhi-110058

# Ramsons Projects Limited

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## ANNUAL GENERAL MEETING

Date : Friday, 18<sup>th</sup> September, 2020

Time : 11:30 am

## **RAMSONS PROJECTS LIMITED**

### **DIRECTORS' REPORT**

Your Directors take pleasure in presenting the 26<sup>th</sup> Annual Report together with Audited Annual Financial statements of the Company for the financial year ended March 31, 2020.

#### **FINANCIAL RESULTS**

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

(Rs. in Lacs)

	For the Year ended 31-03-2020	For the Year ended 31-03-2019
Income from operations & Other income	29.10	20.62
Expenses except Depreciation	20.41	18.59
Depreciation	0.04	0.04
Profit/(Loss) before tax	8.65	2.00
Provision/Payment for Income Tax	0.02	0.84
Profit/(Loss) After Tax	8.63	1.16
Surplus brought forward from Previous Year	259.59	258.66
Surplus carried to Balance Sheet	266.49	259.59

#### **OVERALL PERFORMANCE**

During the year under review, your Company has earned Profit of Rs. 8.63 Lakhs after tax. Your management is working towards growth and development of the Company and we are striving to achieve the milestones and planned target in the next couple of years.

#### **FINANCE AND CAPITAL STRUCTURE**

During the year under review, there is no change in the capital structure of the Company. The present authorized capital of the Company is Rs. 4,00,00,000/- and the paid-up share capital is Rs. 3,00,65,000/-.

#### **AMOUNT, IF ANY, WHICH THE BOARD PROPOSES TO CARRY TO ANY RESERVES**

During the year under review, your Company has transferred Rs. 1.73 Lakhs to statutory reserves u/s 45IC pursuant to requirement of RBI guidelines.

## **IMPACT OF COVID-19**

There has been no impact of Global Pandemic COVID-19 in the business operations of the Company.

## **DIVIDEND**

Your Directors have not recommended any dividend for the year under review due to paucity of divisible profits.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015, is presented in a separate section forming part of the Annual Report and marked as *Annexure "I"*.

## **CORPORATE GOVERNANCE**

Your company has complied with the mandatory provisions of SEBI (LODR) Regulations, 2015, relating to Corporate Governance 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 and marked as *Annexure "II"*.

## **BUSINESS & OPERATIONS**

### **Non-Banking Financial Companies**

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

## **AUDITORS & AUDIT REPORT**

M/s. NVM & COMPANY, Chartered Accountants having FRN: 012974N, were appointed as a Statutory Auditors of the company for the period of Five (5) years in the Annual General Meeting of the Company held on 25<sup>th</sup> September 2017.

The requirement relating to ratification of Auditors by the members of the Company at every AGM has been dispensed with by the Companies Amendment Act, 2017 vide Notification No. S.O. 1833(E) dated May 07<sup>th</sup>, 2018. Pursuant to the said amendment, during the five-year term of appointment / re-appointment of Statutory Auditors, ratification of the appointment / re-appointment by the members at the Annual General Meeting is not required.



Accordingly business item of ratification of appointment of Statutory Auditors is not included in the Notice calling 26<sup>th</sup> Annual General Meeting of the Company.

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

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. K. K. Singh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2019-2020. The Secretarial Audit Report is given as *Annexure 'III'* forming part of this Annual Report.

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

- a. The 100% shareholding of promoters was not in demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015.*

Company has intimated the promoters whose shares are in physical form to change their holding in Demat form.

- b. The outcome of the Board Meeting to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meetings was not made separately as required under Regulation 30, however the Financial Results has been reported under Regulation 33 of the SEBI (LODR), Regulation, 2015.*

The Outcome of the Board Meetings of the Company only covers the approval of unaudited quarterly financial results which primarily governs under Regulation 33 of SEBI (LODR) Regulations, 2015. The same has been duly intimated to Stock Exchange(s) within due time. To avoid duplicacies, since no new business has been transacted or approved in the meeting(s) held in the FY 2019-2020, no reporting under Regulation 30 of SEBI (LODR) Regulations, 2015 has been made.

- c. The prior intimation of Board Meeting under Regulation 29 of the SEBI (LODR), Regulation, 2015 for approval of unaudited quarterly financial for the quarter ended on 30th June, 2019 has been given for 2 days only.*

Due to some technical reasons of not being to upload the intimation on 05.08.2020, for the proposed meeting on 09.08.2019, and other inadvertent reasons, the intimation has been delayed against the due timelines.

- d. The intimation regarding closure of Trading Window for the quarter ended on 30.06.2019 under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, read with the BSE Circular LIST/COMP/01/2019-20, dated 2nd April, 2019 has been made on 03rd July, 2019 against its prescribed timeline.*

Due to some technical and other inadvertent reasons, the intimation has been delayed by 2 days against the due timelines.

- e. The Certificate from Statutory Auditors to the Reserve Bank of India has been furnished beyond the prescribed time period.*

Due to some inadvertent reasons, the intimation has been delayed against the due timelines.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, Mr. Yogesh Sachdeva, who was liable to be retire by rotation at Annual General Meeting, held on 16/09/2019 and being eligible, he has been reappointed as Director of the Company in the AGM held for the Financial Year 2018-19.

Further, Mr. Sunil Sachdeva, holding DIN:00012115, is retiring Director at the upcoming Annual General Meeting of the Company and being eligible, offered himself for re-appointment as Director at the ensuing Annual General Meeting of the Company.

The re-appointment of Mr. Sunil Sachdeva, whose office as Managing Director expiring w.e.f. 1<sup>st</sup> August 2021, has also been proposed for his re-appointment as Managing Director at the ensuing AGM for further period of five consecutive years.

Mr. Sundeep Kalsi (DIN: 01493597) whose term expires on 27th September, 2020 has been proposed for re-appointment as Non Executive Independent Director to hold office for a further period of 5 (Five) consecutive years with effect from 28th September, 2020 to 27th September, 2025.

Brief resume, pursuant to Regulation 36 of SEBI (LODR) Regulations 2015 of the Directors proposed to be appointed/ reappointed at the ensuing Annual General Meeting, nature of his expertise in specific functional areas and name of the Listed Companies in which he/she holds directorship is included in the notes to the Notice convening the Annual General Meeting.

## **NUMBER OF MEETINGS OF THE BOARD**

During the Year of report, 04 Board Meeting were held and details of same are given in Corporate Governance Report which forms the part of this report.

## **BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (LODR) Regulations, 2015. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Independent Directors of the Company has also reviewed the performance of the Executive Directors.



## **AUDIT COMMITTEE**

The Board has constituted the Audit Committee. The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. The details of the Audit Committee along with Meetings held during the year are covered in the Corporate Governance Report which forms part of this Report.

## **WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

The detail of the Whistle Blower Policy is covered in the Corporate Governance Report which forms part of this Report.

## **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The details of Internal Financial Control Systems and their adequacy are included in Management Discussion and Analysis which form part of this report.

## **POLICY ON DIRECTOR'S APPOINTMENT, REMUNERATION AND OTHER DETAILS.**

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

## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

During the year under review, there is no Subsidiary/ Joint Venture/ Associate Companies of the Company.

## **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 IV* and also available on the website of the Company i.e. [www.ramsonsprojects.com](http://www.ramsonsprojects.com) in the prescribed Form MGT-9, which forms part of this report.

## **TRANSACTIONS WITH RELATED PARTIES**

None of the transactions falls under the scope of Section 188(1) of the Act.

## **RISK MANAGEMENT POLICY**

During the period under review, the Board is of the opinion that there are no threatening circumstances which may threaten the existence of the Company.

## **DIRECTORS RESPONSIBILITY STATEMENT**

The Board of Directors of the Company is required to furnish the information in terms of section 134 (5) of the Companies Act, 2013 and to best of their knowledge and ability, confirms that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws including secretarial standards 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 2019-2020.

## **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 Return *Annexure -IV* 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

## **DEPOSITS**

The Company has not accepted any deposits from public till date within the meaning of Chapter V of the Companies Act, 2013 and rules made there under.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Provisions of Corporate Social Responsibilities as per provisions of the Companies Act, 2013 and rules made there under are not applicable on the Company.

## **DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace.

There was no case of sexual harassment reported during the year under review.

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There has been no order passed by any Regulator, Court or Tribunal against the Company which can impact its going concern status and company's operation in future.

## **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 Limited**



**Sunil Sachdeva**  
**Managing Director**  
**DIN-00012115**

**Add: A-10/6, Vasant Vihar,**  
**New Delhi 110057**



**Sundeep Kalsi**  
**Director**  
**DIN-01493597**

**Add: H-3, Aaron Ville,**  
**Sohna Road, Sec-48,**  
**South City-II, Gurugram 122018**

**Place: Gurugram**  
**Date: 21-08-2020**

<p style="text-align: center;"><b>RAMSONS PROJECTS LIMITED</b> <b>MANAGEMENT DISCUSSION AND ANALYSIS REPORT</b> <b>NBFC – INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENT</b></p>
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**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.

**Outlook on opportunities, threats, risks & concerns**

The company is consolidating its position and looking better prospect in the days to come. The Company is making its best efforts to realize the maximum from the customers by taking recourse of legal remedies where warranted.

**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 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 recommends for better audit procedures and systems as may be required. It is ensured that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly to keep constant check on the cost structures and to prevent revenue leakages.



## Financial Performance

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

		(Rs. in Lacs)
	For the Year ended 31-03-2020	For the Year ended 31-03-2019
Income from operations & Other income	29.10	20.62
Expenses except Depreciation	20.41	18.59
Depreciation	0.04	0.04
Profit/(Loss) before tax	8.65	2.00
Provision/Payment for Income Tax	0.02	0.84
Profit/(Loss) After Tax	8.63	1.16
Surplus brought forward from Previous Year	259.59	258.66
Surplus carried to Balance Sheet	266.49	259.59

## 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.

## 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.

## Threats

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

## Risk and Concerns

Growth of the Business of the Company is linked to the overall economic growth. Macro risk to the business can be adverse changes to the economy and policies of Reserve Bank of India and policies of Government of India. Volatility in Non-performing assets can be other significant risk.

## Outlook

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

## 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 and qualitative pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance. The total number of Key Employee employed at the Company is 2 (Two).

**Details of significant changes** (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

	Ratio	As at 31-03-2020	As at 31-03-2019	Significant Change (If any) and Reason
a)	Current Ratio	10.46	11.45	No Significant Change
b)	Operating Profit Margin (%)	28%	10.85%	Change in Operating Profit Margin is more than 25% as compared to last year for the reason of Increase in Profits before tax of the Company
c)	Net Profit Margin (%)	30%	9.68%	Change in Net Profit Margin is more than 25% as compared to last year for the reason of Increase in Profits of the Company

The Other Ratio's such as Debtors Turnover Ratio, Inventory Turnover Ratio, Interest Coverage Ratio and Debt Equity Ratio are not applicable on the Company.

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



**Sunil Sachdeva**  
**Managing Director**  
**DIN-00012115**

**Add: A-10/6, Vasant Vihar,**  
**New Delhi 110057**

**By order of the Board**  
**For Ramsons Projects Limited**



**Sundeep Kalsi**  
**Director**  
**DIN-01493597**

**Add: H-3, Aaron Ville,**  
**Sohna Road, Sec-48,**  
**South City-II, Gurugram 122018**

**Place: Gurugram**

**Date: 21-08-2020**

<p align="center"><b>RAMSONS PROJECTS LIMITED</b>  <b>REPORT ON CORPORATE GOVERNANCE</b></p>
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**1. A brief statement on company's philosophy on code of governance**

The Company has always maintained that efforts to institutionalize corporate governance practice cannot solely rest upon adherence to a regulatory framework. An organization's business practices, referred in the values, personal beliefs and actions of its employees, determine the quality of corporate governance.

The Board of Directors fully support and endorse corporate governance practices as provided in the listing agreements.

In compliance with the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, the company hereby submits the report on the matters mentioned in the said regulations and practices followed by the company for the financial year ending on 31<sup>st</sup> March, 2020:

**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 31<sup>st</sup> March 2020, the Board of Directors of the company comprises of 4 (Four) Directors out of which 2 (Two) directors are Independent. The composition of the Board is in conformity with SEBI (LODR) Regulations, 2015. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all the public limited companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meeting during the year under review and at the last Annual General Meeting, and also the number of Directorships and Committee positions held by them are as under:

Name of the Director and Business Relationship	Category of Directorship	#No. of other Directorship as on 31-03-2020	No. of Committee position as on 31-03-2020		No. of Board Meetings attended during the year	Attendance at the 25 <sup>th</sup> Annual General Meeting held on 16/09/2019
			Chairman	Member		
Mr. Sunil Sachdeva	Promoter & Executive	13	1	2	4	Yes
Mr. Yogesh Sachdeva	Promoter & Non – Executive	6	-	3	3	Yes

Mr. Sundeep Kalsi	Independent & Non-Executive	11	3	1	4	Yes
Ms. Jhum Jhum Sarkar	Independent & Non-Executive	1	-	2	4	No

# includes directorship in private companies and excludes directorship held in Foreign Companies.

Details of shareholding in the Company of the Non-executive Directors are as under:

Name of the Director	Category of Directorship	No. of Shares held in the Company
Mr. Yogesh Sachdeva	Promoter Non-Executive	Nil
Mr. Sundeep Kalsi	Independent Non-Executive	3,000
Ms. Jhum Jhum Sarkar	Independent Non-Executive	Nil

04 (four) Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held are as follows:

02<sup>nd</sup> May, 2019      09<sup>th</sup> August 2019      13<sup>th</sup> November 2019      3<sup>rd</sup> February 2020

### 3. Code of Conduct

The Board has laid down Code 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.

### 4. Relationship between Directors

The disclosures of relationship between Directors are as under:

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

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

Mr. Sunil Sachdeva, (DIN - 00012115) retires by rotation in terms of Section 152 (6) and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting of the Company.



The re-appointment of Mr. Sunil Sachdeva, whose office as Managing Director expiring w.e.f. 1<sup>st</sup> August, 2021, has also been proposed for his re-appointment as Managing Director at the ensuing AGM for further period of five consecutive years.

Mr. Sundeep Kalsi (DIN: 01493597) whose term expires on 27<sup>th</sup> September, 2020 has been proposed for re-appointment as Non Executive Independent Director to hold office for a further period of 5 (Five) consecutive years with effect from 28<sup>th</sup> September, 2020 to 27<sup>th</sup> September, 2025.

#### 6. Skill & Expertise of Directors:

Name of the Director	Category of Directorship	skills/ expertise/ competencies identified by the Board of Directors
Mr. Sunil Sachdeva	Promoter Executive Director	Socially driven entrepreneur having in-depth experience in setting up various projects with outstanding achievements both at national and international level.
Mr. Yogesh Sachdeva	Promoter Non-Executive Director	Socially driven Entrepreneur with expertise in Business Development Management, both at national and international level, also having professional qualification and educational degree of B.SC from Maharishi Dayanand University.
Mr. Sundeep Kalsi	Independent Non-Executive	Professional with degree of Post Graduation in Statistics and working experience of over 31 years in Business Development.
Ms. Jhum Jhum Sarkar	Independent Non-Executive	Professional with over 16 years of experience and exposure in corporate; commercial law, contractual, Consumer, Civil Criminal matters, Consumer cases, Labour matters, trademark, patent, statutory and regulatory Compliance.

#### 7. Audit Committee

##### (I) Constitution of Audit Committee:

The Board of Directors has constituted the Audit Committee as per the requirements of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015, comprising of two non-executive Independent Directors and One Non-Executive Director. All the members of the Audit Committee are financially literate.

**The Committee consists the following:-**

Name of the Members	Position Held	Category
Mr. Sundeep Kalsi	Chairman	Non - Executive -- Independent Director
Mr. Yogesh Sachdeva	Member	Non - Executive -- Promoter Director
Ms. Jhum Jhum Sarkar	Member	Non - Executive -- Independent Director

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

**(II) Meetings of the Audit Committee**

During the year ended March 31, 2020, four Audit Committee meetings were held. The attendance of each Audit Committee member is as follows:

Name of the Audit Committee Member	No. of meeting held	No. of meeting attended
Mr. Sundeep Kalsi	4	4
Mr. Yogesh Sachdeva	4	3
Ms. Jhum Jhum Sarkar	4	4

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

02<sup>nd</sup> May, 2019      09<sup>th</sup> August, 2019      13<sup>th</sup> November, 2019      03<sup>rd</sup> February, 2020

**(III) Powers of Audit Committee**

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.

**(IV) Role of Audit Committee**

The terms of reference/role stipulated by the Board for the Audit Committee, as contained under Regulation 18 of the SEBI (LODR) Regulations 2015 are as follows:

- Oversight of the company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with management the annual financial statements before submission to the Board for approval, with particular reference to:
  - Matters required being included in the Director's Responsibility Statement to be included in Boards Report in terms of Section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on exercise of judgment by management.
  - Significant adjustments made in the financial statement arising out of audit findings.
  - Compliance with the listing and other legal requirements relating to the financial statements.
  - Disclosure of any related party transaction.
  - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors and adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with 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.

#### **(V) 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.

**(VI) Performance evaluation criteria for Independent Directors**

Executive Directors and Non-Executive Directors of the Company evaluated the performance of Independent Directors during the year on the following parameters:

- Exercise of objective independent judgment in the best interest of Company;
- Ability to contribute to and monitor corporate governance practice; and
- Adherence to the code of conduct for independent directors.

**(VII)** The Board of Directors hereby confirms that in the opinion of the board and based on the Declaration from Independent Directors, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

**8. Subsidiary Company**

The Company has no subsidiary company.

**9. Nomination and Remuneration Committee**

**(I) Constitution:** The Board of Directors of the company has constituted a Nomination and Remuneration Committee, comprising of 2 (two) independent non-executive directors viz. Mr. Sundeep Kalsi, Chairman of the Committee, and Ms. Jhum Jhum Sarkar and 1(one) non executive director - Mr. Yogesh Sachdeva, as the Members of the Committee.

Name of the Nomination and Remuneration Committee Member	Position held	Category
Mr. Sundeep Kalsi	Chairman	Non-Executive - Independent Director
Mr. Yogesh Sachdeva	Member	Promoter Non-Executive Director
Ms. Jhum Jhum Sarkar	Member	Non-Executive - Independent Director

**(II) Meetings of the Nomination and Remuneration Committee**

During the year under ended March 31, 2020, 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 Members	No. of meeting held	No. of meeting attended
Mr. Sundeep Kalsi	1	1
Mr. Yogesh Sachdeva	1	1
Ms. Jhum Jhum Sarkar	1	1

1 (One) Nomination and Remuneration Committee Meeting was held during the year on 03<sup>rd</sup> February 2020.

### **(III) Remuneration Policy**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, remuneration policy is framed and adopted by the Company.

The brief Objective of the policy are:

- To evaluate the performance of members of the Board of Directors and evaluation of the performance of Board of Directors as whole.
- To recommend the Board on the Remuneration payable to Directors, KMP and other Senior Management.
- To frame policies and remuneration structure in such manner that company may retain and motivate and promote talent required to run the company successfully.
- To fix clear and appropriate performance benchmarks.

### **(IV) Details of remuneration to Directors**

During the Year 2019-20 no remuneration was paid to Executive Director, Non-Executive Directors and Independent Directors.

## **10. Stakeholders Relationship Committee**

- At present Stakeholder Relationship Committee comprises of the following Directors viz. Mr. Sundeep Kalsi, Non-Executive Independent Director, as its Chairman, and Mr. Sunil Sachdeva, Promoter Executive Director, as its Members. The Committee looks into and redress shareholders' complaint like non receipt of annual report/ balance sheet, non receipt of declared dividends, etc. and also oversees and reviews all matters connected with the delay in demat/transfer of securities.

The committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.



**(II) Composition of Stakeholder Relationship Committee**

<b>Name of the Stakeholder Relationship Committee Members</b>	<b>Position held</b>	<b>Category</b>
<b>Mr. Sundeep Kalsi</b>	Chairman	Non-Executive Independent Director
<b>Mr. Sunil Sachdeva</b>	Member	Promoter – Executive - Managing Director

During the financial year 2019-20, one (1) meeting of Stakeholder Relationship Committee was held on 03/02/2020 and was attended by all the Members of the Committee.

**(III) Name and Designation of Compliance Officer**

Ms. Megha Goel has been appointed as Company Secretary cum Compliance Officer of the Company w.e.f 3<sup>rd</sup> December 2018.

**(IV) Details of Shareholder Complaints**

<b>No. Complaints Received</b>	<b>No. of Complaints Resolved</b>	<b>No. of Complaints Pending</b>
Nil	Nil	Nil

**11. Share Transfer Committee:**

The Board has framed Share Transfer Committee. Composition of the committee is given hereunder.

<b>Name of the Share Transfer Committee Members</b>	<b>Position held</b>	<b>Category</b>
<b>Mr. Sunil Sachdeva</b>	Chairman	Promoter – Executive - Managing Director
<b>Mr. Yogesh Sachdeva</b>	Member	Promoter Non-Executive Director
<b>Mr. Sundeep Kalsi</b>	Member	Non - Executive Independent Director

During the year under review 3 (Three) meetings of the Share Transfer Committee were held on 27/06/2019, 30/09/2019, 08/11/2019 and was attended by all the members of the Committee.

Powers of Share Transfer Committee:

- (i) To approve the transfer of share(s) held in Physical 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 Stakeholder Relationship 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, 2020.

## 12. General Body Meetings

Location, time and date where the three immediately preceding Annual General Meeting of the company was held are given below:

Financial Year	Day & Date	Time	Venue	Any Special Resolution Passed
2015-16	Tuesday, 06 <sup>th</sup> September 2016	11:00 A.M.	Mapple Exotica, Chhatarpur Mandir Road, Satbari, New Delhi-110074	No
2016-17	Monday, 25 <sup>th</sup> September 2017	01: 30 P.M.	Mapple Exotica, Chhatarpur Mandir Road, Satbari, New Delhi-110074	Yes
2017-18	Saturday, 29 <sup>th</sup> September, 2018	11.30 A.M.	Claremont KNY Hotels, Aaya Nagar, Arjangarh, New Delhi-110047	No
2018-19	Monday, 16 <sup>th</sup> September, 2019	11:30 AM	Beblmondè Hotel located near Chattarpur Mandir Road, Shahoorpur Extension, IIPM, Sat Bari, New Delhi 110074	No

## 13. Postal Ballots

During the year, no business was transacted by postal ballot.

## 14. Other Disclosures

- During the Financial Year 2019-20, there were no transactions of material nature with the directors or the management or its subsidiary or relative that had potential conflict with the interest of the company. Further, details of related party transactions are presented at Notes to Accounts of the Annual Report.
- The Board has adopted a Whistle Blower Policy to maintain highly ethical behavior, integrity and maintain high standards of Professionalism and honesty and to provide a Vigil Mechanism for Directors and Employees to raise their voice against any serious wrongdoing, abuse or malpractices and unethical matters.

- During the year no personnel has been denied access to Audit Committee. However, during the year no Director/Employees approached Audit Committee for any such issues.
- The company is regularly complying with all the mandatory requirements of the code of Corporate Governance and best endeavors are being done by the Company to comply with non-mandatory clause of Code of Corporate Governance.
- The Certificate has been obtained from Practicing Company Secretary stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- Total fees for all services paid by the Company on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, during the year under review is Rs. 82600/- (Rupees Eighty Two Thousand Six Hundred Only)
- The Company has provided a direct access to woman employees to the members of Audit 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.
- The mandatory compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulation, 2015 is not applicable to the Company pursuant to the Regulation 15 of SEBI (LODR) Regulations, 2015, since the paid up capital of company is less than Rupees 10 crore and net worth of the Company is less than 25 crore rupees.

#### **15. Means of Communication**

- The unaudited quarterly, half yearly and annual financial results of the company was announced as per Regulation 33 and Regulation 47 of the SEBI (LODR) Regulations, 2015, as applicable, during the year and has been submitted with Bombay Stock Exchange. The results of the Company are generally published in Financial Express and Naya India (Hindi). Results of the Company are also being uploaded on the website of the Company under the head Investor Relation <http://www.ramsonsprojects.com>.
- The Annual Report which includes *inter alias*, the Director's Report, the Report of Board of Directors on corporate governance, management discussion and analysis report and the audited financial results alongwith other relevant annexures and documents are circulated to the member. Further in terms of the SEBI (LODR) Regulations 2015 information on investor related issues (Record Dates/ Book closures/ price sensitive information) are communicated to the Stock Exchanges.

#### **16. Details of non compliance and the Penalties imposed:**

During the last three year, no penalty was imposed on the Company.

## 17. General Shareholder Information

### I. AGM: Date and Time

Friday 18<sup>th</sup> September 2020, at 11:30 am

### II. Financial Year

For the Financial Year 2020-21 results will be announced on (tentative dates):

First Quarter	21.08.2020
Second Quarter	30.10.2020
Third Quarter	30.01.2021
Fourth Quarter	30.05.2021

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

IV. Listing On Stock Exchange: The Shares of the Company are listed on: 07/08/1995

The Bombay Stock Exchange Limited  
Stock Code: Equity 530925

Note: The Listing fees for financial year 2019-20 have been paid.

### V. Stock Code:

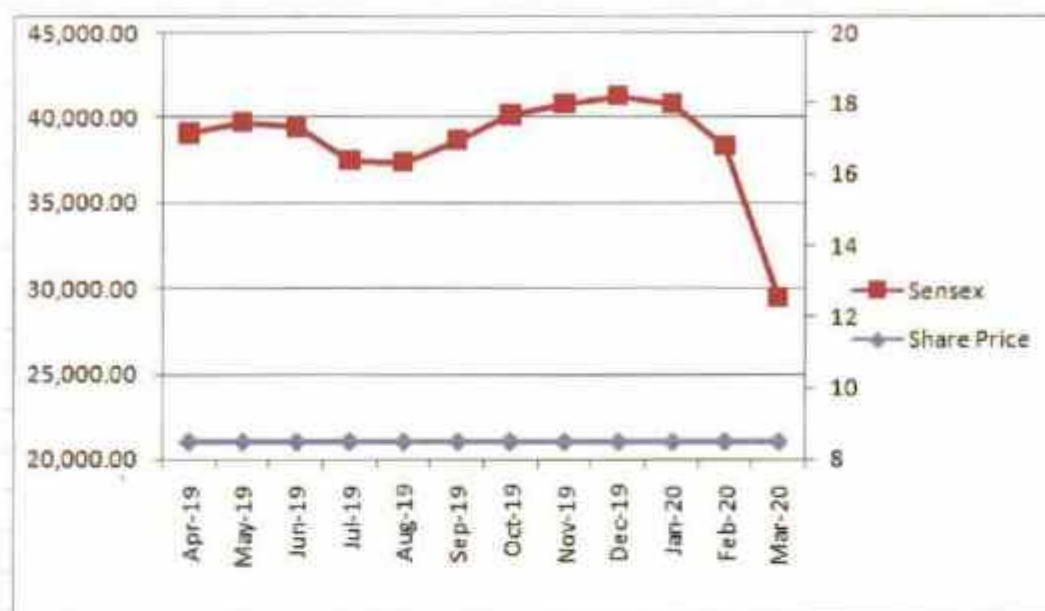
Bombay Stock Exchange: 530925

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

Month	High Price	Low Price
Apr-19	8.51	8.51
May-19	8.51	8.51
Jun-19	8.51	8.51
Jul-19	8.51	8.51
Aug-19	8.51	8.51
Sep-19	8.51	8.51
Oct-19	8.51	8.51
Nov-19	8.51	8.51
Dec-19	8.51	8.51
Jan-20	8.50	8.51
Feb-20	8.51	8.51
Mar-20	8.51	8.51



## VII. Performance in comparison with BSE Index



## VIII. Registrar and Transfer Agent

Link Intime India Private Limited  
Noble Heights, 1<sup>st</sup> Floor,  
Plot No. NH 2, LSC, C-1 Block,  
Near Savitri Market,  
Janakpuri, New Delhi-110058

## IX. Share Transfer System

Physical transfers of the listed instruments are handled by the Registrar and Transfer Agents and processed within the stipulated time.

The company obtains a half yearly certificate of compliance from a practicing Company Secretary regarding the adherence to the timely transfer of shares as provided in Regulation 40(9) & (10) of the SEBI (LODR) Regulations 2015 and files a copy of the same with the stock exchanges.

## X. Distribution of Shareholding as on 31/03/2020:

Group of Shares	No. of Shareholders	Percentage of Total Shareholders	No. of Shares held	Percentage of Shareholding
1-500	753	80.19	89515	2.97
501-1000	54	5.75	46144	1.53
1001-2000	31	3.30	51090	1.69
2001-3000	14	1.49	34574	1.15
3001-4000	11	1.17	40363	1.34
4001-5000	5	0.53	23400	0.78
5001-10000	26	2.76	222016	7.38
10001-above	45	4.79	2499398	83.13
<b>Total</b>	<b>939</b>	<b>100</b>	<b>3006500</b>	<b>100.00</b>



## **XI. Dematerialization of Shares and Liquidity**

The Company's shares are available for dematerialization with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31<sup>st</sup> March 2020. 1570199 and 187155 equity shares representing 52.22% and 6.22% of the Shares are held in dematerialized form with NSDL and CDSL, respectively.

During the year, shares of the Company have been traded in Stock Exchange.

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

## **XIII. Address for correspondence**

5<sup>th</sup> Floor, Tower-B, SAS Towers,  
Sector-38, Gurgaon-122001, Haryana

## **XIV. Certificate on Corporate Governance**

As required under SEBI (LODR) Regulations 2015 a certificate issued by Practicing Company Secretary regarding compliance with Corporate Governance Norms is given as an Annexure to this Report.



**Sunil Sachdeva**  
Managing Director  
DIN-00012115

Add: A-10/6, Vasant Vihar,  
New Delhi 110057

By order of the Board  
For Ramsons Projects Limited



**Sundeep Kalsi**  
Director  
DIN-01493597


Add: H-3, Aaron Ville,  
Sohna Road, Sec-48,  
South City-II, Gurugram 122018

Place: Gurugram  
Date: 21/08/2020

## **COMPLIANCE WITH CODE OF CONDUCT**

As provided under Regulation 17 of SEBI (LODR) Regulations 2015, I, affirm that Board Members have confirmed compliance with the Codes of Conduct as applicable to them for the year ended 31<sup>st</sup> March 2020.

**For Ramsons Projects Limited**



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

**Place: Gurugram  
Date: 21.08.2020**

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020**

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
M/s. Ramsons Projects Limited,  
815, 8<sup>th</sup> Floor, Hemkunt Chamber,  
Nehru Place, New Delhi - 110019.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "Ramsons Projects Limited" (hereinafter called as 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Ramsons Projects Limited's books, papers, minute books, forms, returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March 2020 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; **(Cause 76 of SEBI (Depositories and Participants) Regulations, 2018).**
- 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 Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.





- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has satisfactorily complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above subject to the following observations:-

- a) *The 100% shareholding of promoters was not in demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015.*
- b) *The outcome of the Board Meeting to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meetings was not made separately as required under Regulation 30, however the Financial Results has been reported under Regulation 33 of the SEBI (LODR), Regulation, 2015.*
- c) *The prior intimation of Board Meeting under Regulation 29 of the SEBI (LODR), Regulation, 2015 for approval of unaudited quarterly financial for the quarter ended on 30th June, 2019 has been given for 2 days only.*
- d) *The intimation regarding closure of Trading Window for the quarter ended on 30.06.2019 under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, read with the BSE Circular LIST/COMP/01/2019-20, dated 2nd April, 2019 has been made on 03rd July, 2019 against its prescribed timeline.*
- e) *The Certificate from Statutory Auditors to the Reserve Bank of India has been furnished beyond the prescribed time period.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year of report, there was no change in the composition of the Board of Directors of the Company except the re-appointment of Director retires by rotation at the Annual General Meeting. The Company has complied with the provision of the Companies Act, 2013 for re-appointment of Director retires by rotation.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within the prescribed time period, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there were adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report the Company has not been exposed to any of the following instances.



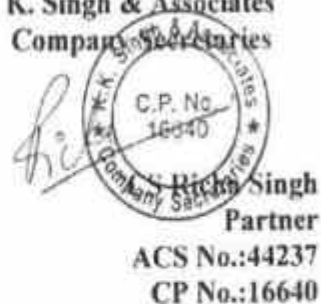


- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations.

**Place: Gurugram**

**Date: 18.08.2020**

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



**UDIN: A044237B000588836**

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

**ANNEXURE - A**

To, -

The Members,

M/s. Ramsons Projects Limited,

815, 8<sup>th</sup> Floor, Hemkunt Chamber,

Nehru Place, New Delhi - 110019.


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

1. Maintenance and keeping of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws including Service Tax/GST and not gone into that.
5. Wherever required, we have relied on the Management representation and obtained the same about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Gurugram

Date: 18.08.2020

for K. K. Singh & Associates  
Company Secretaries

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

**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, 2020 as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedules thereon with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and representations made by the Directors and the management, we certify that the Company has complied with the conditions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the observations as given in the Report of Secretarial Auditor.

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



UDIN: A044237B000588880

Place: Gurugram  
Date: 21.08.2020

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Para C clause 10 (i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015)

To,  
**The members of Ramsons Projects Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ramsons Projects Limited having CIN : L74899DL1994PLC063708 and having registered office at 815, 8<sup>th</sup> Floor, Hemkunt Chamber, Nehru Place, New Delhi-110019 (hereinafter referred to as '**The Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information, explanations furnished to us by the Company & its Directors and verifications (including Directors Identification Number (DIN) status as available to the portal [www.mca.gov.in](http://www.mca.gov.in)) done by us, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange, Ministry of Corporate Affairs, or any such other Statutory Authority.

Name of the Directors	DIN	Date of appointment
Mr. Sunil Sachdeva	00012115	30/01/2007
Mr. Yogesh Sachdeva	00171917	22/12/1994
Mr. Sundeep Kalsi	01493597	01/10/2007
Ms. Jhum Jhum Sarkar	07919658	25/09/2017



Ensuring the eligibility of, for the appointment/continuity, every Director on the Board is the responsibility of the management of the Company. Our responsibility is limited to express an opinion on this based on our verification.

Place: Gurugram  
Date: 21.08.2020

**For K.K. SINGH & ASSOCIATES**  
**Company Secretaries**



**UDIN: A044237B000588869**



<b>Annexure-IV</b>					
<b>FORM NO. MGT 9</b>					
<i>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014</i>					
<b>EXTRACT OF ANNUAL RETURN</b>					
<b>For Financial Year ended 31/03/2020</b>					
<b>I</b>	<b>REGISTRATION &amp; OTHER DETAILS:</b>				
i	CIN	L74899DL1994PLC063708			
ii	Registration Date	22-Dec-1994			
iii	Name of the Company	Ramsons Projects Limited			
iv	Category/Sub-Category of the Company	Company Limited by Shares / Non-Government Company			
v	<b>Address of the Registered office &amp; contact details</b>				
	Address :	815, 8th Floor, Hemkunt Chambers, Nehru Place			
	Town / City :	New Delhi			
	State :	Delhi			
	Pin Code:	110019			
	Country Name :	India			
	Telephone (with STD Code) :	0124-4679000			
	Fax Number :	0124-4679099			
	Email Address :	rplcorprelations@sasgroup.in			
	Website, if any:	www.ramsonsprojects.com			
vi	Whether listed company	Yes			
vii	<b>Name and Address of Registrar &amp; Transfer Agents ( RTA ):-</b>				
	Name of RTA:	Link Intime India Private Limited			
	Address :	Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market			
	Town / City :	Janakpuri, New Delhi			
	State :	Delhi			
	Pin Code:	110058			
	Telephone :	011-41410592			
	Fax Number :	011-41410591			
	Email Address :	delhi@linkintime.co.in			
<b>II.</b>	<b>PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY</b>				
	All the business activities contributing 10 % or more of the total turnover				
<b>SL. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product / service</b>	<b>% to total turnover of the company</b>		
1	Other Monetary Intermediation	6419	100%		
<b>III.</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -</b>				
	No. of Companies for which information is being filled				<b>0</b>
<b>S. No.</b>	<b>NAME AND ADDRESS OF THE COMPANY</b>	<b>CIN/GLN</b>	<b>HOLDING/ SUBSIDIARY /ASSOCIATE</b>	<b>% of shares held</b>	<b>Applicable Section</b>
1	Na				

iv.	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
	I. Category-wise Share Holding									
Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s										
(1) Indian										
a) Individual/ HUF		910628	52,500	963,128	32.035%	910628	52,500	963,128	32.035%	0%
b) Central Govt		0	0	0	0%	0	0	0	0%	0%
c) State Govt(s)		0	0	0	0%	0	0	0	0%	0%
d) Bodies Corp.		658898	0	658898	21.916%	658898	0	658,898	21.916%	0.00%
e) Banks / FI		0	0	0	0%	0	0	0	0%	0%
f) Any other		0	0	0	0%	0	0	0	0%	0%
(2) Foreign										
a) NRI - Individual/		-	-	-	-	-	-	-	-	-
b) Other - Individual/		-	-	-	-	-	-	-	-	-
c) Bodies Corp.		-	-	-	-	-	-	-	-	-
d) Banks / FI		-	-	-	-	-	-	-	-	-
e) Any Others		-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)		1569526	52,500	1,622,026	53.95%	1569526	52,500	1,622,026	53.95%	0%
B. Public Shareholding										
1. Institutions										
a) Mutual Funds		-	-	-	-	-	-	-	-	-
b) Banks / FI		-	-	-	-	-	-	-	-	-
c) Central Govt		-	-	-	-	-	-	-	-	-
d) State Govt(s)		-	-	-	-	-	-	-	-	-
e) Venture Capital Funds		-	-	-	-	-	-	-	-	-
f) Insurance Companies		-	-	-	-	-	-	-	-	-
g) FIs		-	-	-	-	-	-	-	-	-
h) Foreign Venture		-	-	-	-	-	-	-	-	-
i) Others (specify)		-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-		0	0	0	0%	0	0	0	0%	0%
2. Non-Institutions										
a) Individuals										
i) Individual shareholders holding nominal share capital		73050	583446	656496	21.836%	73336	405346	478682	15.922%	-5.914%
ii) Individual shareholders holding nominal share capital in		95200	613100	708300	23.559%	95200	791000	886200	29.476%	5.92%
b)	NBFC registered with RBI	0	0	0	0	0	0	0	0	0
c)	Employee Trust	0	0	0	0	0	0	0	0	0
d)	Overseas Depositories	0	0	0	0	0	0	0	0	0
e)	Any other (Specify)	0	0	0	0	0	0	0	0	0
	Hindu Undivided Family	9431	0	9431	0.314%	9430	0	9430	0.31%	0.000%
	Clearing Member	200	0	200	0.007%	0	0	0	0.00%	-0.007%
	Bodies Corporate	9747	300	10047	0.334%	9862	300	10162	0.34%	0.004%
Sub-total (B)(2):-		187628	1196846	1384474	46.049%	187828	1196646	1384474	46.05%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)		187628	1196846	1384474	46.05%	187828	1196646	1384474	46.05%	0.00%

C. Non Promoter-Non Public									
1	Custodian/DR Holder	0	0	0	0%	0	0	0	0%
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014	0	0	0	0%	0	0	0	0%
Grand Total (A+B+C)		1757154	1,249,346	3,006,500	100%	1757354	1,249,146	3,006,500	100%
ii Shareholding of Promoters									
		Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year	
Sl No.	Shareholder's Name	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares		
1	Sunil Sachdeva	690,500	22.97%	-	690,500	22.97%	-	-	
2	Suman Sachdeva	19,800	0.66%	-	19,800	0.66%	-	-	
3	Pankaj Mani Sachdeva	196,400	6.53%	-	196,400	6.53%	-	-	
4	Jitender Sachdeva	2,400	0.08%	-	2,400	0.08%	-	-	
5	SAS Servizio Private Limited	148,400	4.94%	-	148,400	4.94%	-	-	
6	S.A.S. Infotech Private Limited	510,498	16.98%	-	510,498	16.98%	-	-	
7	Mohan Lal Chhabra	31,100	1.03%	-	31,100	1.03%	-	-	
8	Sunil Chhabra	19,000	0.63%	-	19,000	0.63%	-	-	
9	Rakesh Arora	3928	0.13%	-	3928	0.13%	-	-	
	TOTAL	1,622,026	53.95%	-	1,622,026	53.95%	-	-	

iii

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

Sl. No. I		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
	At the beginning of the year	1,622,026	53.950%	1,622,026	53.950%
	Changes During the Year	0	0%		
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0
		Bonus	0	0%	0
		Sweat	0	0%	0
		Other	0	0%	0
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0
		Other	0	0%	0.000
	At the End of the year	1,622,026	53.951%	1,622,026	53.951%

iv

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

1	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	No. of shares	% of total shares of the company	
		At the beginning of the year	95200	3.17%	95200	3.17%
		Changes During the Year				
		Increase				
		Date	Reason for Increase			
			Allotment	0	0%	0
			Bonus	0	0%	0
			Sweat	0	0%	0
			Other	0	0%	0
		Decrease				
		Date	Reason for Decrease			
			Transfer	0	0%	0
			Other	0	0%	0
		At the End of the year (or on the date of separation, if	95200	3.17%	95200	3.17%

2	Mohini Uppal Folio No. IN30195910055719	Shareholding Pattern at the begning of the		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company	
		At the beginning of	95200	3.17%	95200	3.17%
		Changes During the				
		Increase				
		Date	Reason for			
			Allotment	0	0%	0
			Bonus	0	0%	0
			Sweat	0	0%	0
			Other	0	0%	0
		Decrease				
		Date	Reason for			
			Transfer	0	0%	0
			Other	0	0%	0
		At the End of the year (or on the date of separation, if	95200	3.17%	95200	3.17%



3	Vandana Goyal Folio No. 0000241	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		38100	1.26%	38100	1.26%
		At the beginning of			
		Changes During the			
		Increase			
		Date Reason			
		Allotment	0 0%	0	0.00%
		Bonus	0 0%	0	0.00%
		Sweat	0 0%	0	0.00%
		Other	0 0%	0	0.00%
		Decrease			
		Date Reason			
		Transfer	0 0%	0	0.00%
		Other	0 0%	0	0.00%
		At the End of the year (or on the date of separation, if separated during the year)	38100 1.26%	38100	1.26%
4	Harish Kumar Folio No. 0000192	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		28600	0.95%	28600	0.95%
		At the beginning of			
		Changes During the			
		Increase			
		Date Reason			
		Allotment	0 0%	0	0.00%
		Bonus	0 0%	0	0.00%
		Sweat	0 0%	0	0.00%
		Other	0 0%	0	0.00%
		Decrease			
		Date Reason			
		Transfer	0 0%	0	0.00%
		Other	0 0%	0	0.00%
		At the End of the year (or on the date of separation, if	28600 0.95%	28600	0.95%
5	Girish Raj Pd. Saini Folio No. 0000945	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		28500	0.94%	28500	0.94%
		At the beginning of			
		Changes During the			
		Increase			
		Date Reason			
		Allotment	0 0%	0	0.00%
		Bonus	0 0%	0	0.00%
		Sweat	0 0%	0	0.00%
		Other	0 0%	0	0.00%
		Decrease			
		Date Reason			
		Transfer	0 0%	0	0.00%
		Other	0 0%	0	0.00%
		At the End of the year (or on the date of separation, if	28500 0.94%	28500	94.00%

6	Virender Kumar Goel Folio No. 0000933	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of share	% of total	No. of shares	% of total shares of the company	
		At the beginning of	27500	0.91%	27500	0.91%
		Changes During the				
		Increase				
		Date	Reason			
		Allotment	0	0%	0	0%
		Bonus	0	0%	0	0%
		Sweat	0	0%	0	0%
		Other	0	0%	0	0%
		Decrease				
		Date	Reason			
		Transfer	0	0%	0	0%
		Other	0	0%	0	0%
		At the End of the year (or on the date of separation, if separated during the year)	27500	0.91%	27500	0.91%
7	Subash C Kumar Folio No. 0000044	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of share	% of total	No. of shares	% of total shares of the company	
		At the beginning of	27000	0.89%	27000	0.89%
		Changes During the				
		Increase				
		Date	Reason			
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
		Decrease				
		Date	Reason			
		Transfer	0	0%	0	0.00%
		Other	0	0%	0	0.00%
		At the End of the year (or on the date of separation, if	27000	0.89%	27000	0.89%
8	Mahaveer Prasad Goel Folio No. 0000936	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of share	% of total	No. of shares	% of total shares of the company	
		At the beginning of	26800	0.89%	26800	0.89%
		Changes During the				
		Increase				
		Date	Reason			
		Allotment	0	0%	0	0.00%
		Bonus	0	0%	0	0.00%
		Sweat	0	0%	0	0.00%
		Other	0	0%	0	0.00%
		Decrease				
		Date	Reason			
		Transfer	0	0%	0	0.00%
		Other	0	0%	0	0.00%
		At the End of the year (or on the date of separation, if	26800	0.89%	26800	0.89%

9	Insh Urmil Merchant Folio No. 0001007	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
	At the beginning of	0	0.00%	25600	0.851%
	Changes During the				
	Increase				
	Date Reason				
	Allotment	0	0%	0	0.00%
	Bonus	0	0%	0	0.00%
	Sweat	0	0%	0	0.00%
	Other	0	0%	0	0.00%
	Decrease				
	Date Reason				
	Transfer	25600	0.851%	0	0.00%
	Other	0	0%	0	0.00%
	At the End of the year (or on the date of separation, if	25600	0.851%	25600	0.851%
10	Narender Kumar Goel Folio No. 0000935	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of	25500	0.85%	25500	0.85%
	Changes During the				
	Increase				
	Date Reason				
	Allotment	0	0%	0	0.00%
	Bonus	0	0%	0	0.00%
	Sweat	0	0%	0	0.00%
	Other	0	0%	0	0.00%
	Decrease				
	Date Reason				
	Transfer	0	0%	0	0.00%
	Other	0	0%	0	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	25500	0.85%	25500	0.85%

Shareholding of Directors and Key Managerial Personnel:					
1	Mr. Sunil Sachdeva Managing Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	690500	22.97	690500	22.97
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0%
		Bonus	0	0%	0%
		Sweat	0	0%	0%
		Other	0	0%	0%
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0%
		Other	0	0%	0%
	At the End of the year	690500	22.97%	690500	22.97%
2	Mr. Yogesh Sachdeva Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0%	0	0%
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0%
		Bonus	0	0%	0%
		Sweat	0	0%	0%
		Other	0	0%	0%
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0%
		Other	0	0%	0%
	At the End of the year	0	0%	0	0%
3	Mr. Sundeeep Kalsi Director	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3000	0.10%	3000	0.10%
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0%
		Bonus	0	0%	0%
		Sweat	0	0%	0%
		Other	0	0%	0%
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0%
		Other	0	0%	0%
	At the End of the year	3000	0.10%	3000	0.10%
4	Ms. Jhum Jhum Sorkar	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0%	0	0%
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		Allotment	0	0%	0%
		Bonus	0	0%	0%
		Sweat	0	0%	0%
		Other	0	0%	0%
	Decrease				
	Date	Reason for Decrease			
		Transfer	0	0%	0%
		Other	0	0%	0%
	At the End of the year	0	0%	0	0%



v	<b>Indebtedness at the</b>	<b>Secured Loans excluding</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
	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
	<b>Total (i+ii+iii)</b>				
	<b>Change in Indebtedness</b>	<b>Secured Loans excluding</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
	* Addition	0	0	0	0
	* Reduction	0	0	0	0
	<b>Net Change</b>	0	0	0	0
	<b>Indebtedness at the end</b>	<b>Secured Loans excluding</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
	i) Principal Amount	0	0	0	0
	ii) Interest due but not paid	0	0	0	0
	iii) Interest accrued but not	0	0	0	0
	<b>Total (i+ii+iii)</b>				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:						
Sl. no.	Particulars of Remuneration	Sunil Sachdeva				Total Amount
		A	B	C	D	
1	Gross salary	0	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(1) Income-tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sworn 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. Sandeep Kale	Ms. Bhumi Bhumi Joshi		
1	<b>Independent Directors</b>					
	Fee for attending board committee meetings	0	0	0	0	
	Commission	0	0	0	0	
	Others, please specify	0	0	0	0	
	Total (1)	0	0	0	0	
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings	0	0	0	0	
	Commission	0	0	0	0	
	Remuneration	0	0	0	0	
	Total (2)	0	0	0	0	
	Total (B)=(1+2)	0	0	0	0	
	Total Managerial Remuneration	0	0	0	0	
	Overall Ceiling as per the Act	0	0	0	0	
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD						
Sl. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CS	CFO	Total	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	340,000	180,000	0	
	(b) Value of perquisites u/s 17(2) Income-tax	0	-	0	0	
	(c) Profits in lieu of salary under section 17(1) Income-tax Act, 1961	0	0	0	0	
2	Stock Option	0	0	0	0	
3	Sworn Equity	0	0	0	0	
4	Commission	0	0	0	0	
	- as % of profit	0	0	0	0	
	- others, specify	0	0	0	0	
5	Others, please specify	0	0	0	0	
	Total	0	340,000	180,000	720,000	

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	-	-	-	-	-	-

Date: 21/08/2020  
Place: Gurugram

  
Sunil Sachdeva  
Managing Director  
DIN-00012115  
Add: A-10/6, Vasant Vihar,  
New Delhi 110057

  
Sundeep Kalsi  
Director  
DIN-01493597  
Add: H-3, Aaron Vile,  
Sohna Road, Sec-48, South  
City-II, Gurugram 122018



**Standalone Financial Statements**

**Independent Auditor's Report on the Standalone Ind AS Financial Statements**

To the members of Ramsons Projects Limited

**Opinion**

We have audited the accompanying standalone Ind AS financial statements of Ramsons Projects Limited ("the company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2020, the Statement of Profit and Loss, including the Statement of Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 31<sup>st</sup> March 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for opinion**

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended 31 March 2020. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Page 1 of 9

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

**(a) Transition to Ind AS accounting framework (as described in Note No. 16 of the Ind AS financial statements)**

The Company has adopted Ind AS from 1 April 2019 with an effective date of 1 April 2018 for such transition. For periods up to and including the year ended 31 March 2019, the Company had prepared and presented its financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian GAAP). To give effect of the transition to Ind AS, these financial statements for the year ended 31 March 2020, together with the comparative financial information for the previous year ended 31 March 2019 and the transition date Balance Sheet as at 1 April 2018 have been prepared under Ind AS.

The transition has involved significant change in the Company's policies and processes for financial reporting, including generation of supportable information and applying estimates to inter alia determine impact of Ind AS on accounting and disclosure requirements under extant Reserve Bank of India (RBI) directions.

In view of the complexity involved, Ind AS transition and the preparation of financial statements subsequent to the transition date have been areas of key focus in our audit.

**How our audit addressed the key audit matters**

- Read the Ind AS impact assessment performed by the Management and the resultant changes made to the accounting policies considering the requirements of the new framework.
- Evaluated the exemptions and exceptions allowed by the Ind AS and applied by the Management in applying the first-time adoption principles of the Ind AS 101 in respect of fair valuation of assets and liabilities existing as at transition date.
- Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS.
- Tested the disclosures prescribed under Ind AS.

**Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This





responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(i) of the Act, we are also responsible for expressing an opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required



to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended 31 March 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public benefits of such communication.

## **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) In our opinion, the managerial remuneration paid for the year ended March 31, 2020 has been paid/ provided by the company to its directors in accordance with the provisions of section 197 read with schedule V of the Act:
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the pending litigations and its impact on financial position in its Ind AS financial statements- Refer Note 17.6 to the Ind AS financial Statements.
  - The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For NVM & Company.**  
**Chartered Accountants**  
**FRN: 012974N**

  
**Narinder K. Garg**

**Partner**

**Membership No.: 092032**

**Place: Gurugram**

**Date: 30.05.2020**



### **Annexure 'A' to the Independent Auditors' Report**

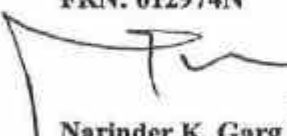
(Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

- i. In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) According to the information and explanations given to us, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
  - (c) Based upon the audit procedure performed and according to the records of the Company, the title deeds of all the immovable properties are held in the name of the Company.
- ii. As there is no inventory during the year, the provisions of clause 3(ii) of the Order are not applicable to the company.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year and hence the directives issued by Reserve Bank Of India and the provisions of section 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder, with regard to the deposits accepted from the public are not applicable.
- vi. Central Government has not specified the company for the maintenance of cost records under the sub-section (1) of section 148 of The Companies Act, 2013 and therefore, the provisions of clause 3(vi) of the Order are not applicable to the company.
- vii.
  - (a) According to the information and explanations given to us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2020 for a period of more than six months from the date they become payable.
  - (b) According to the information and explanations given to us, there has not been any dues of Income Tax which has not been deposited on account of any dispute, except the demand of Rs 8.77 lakh for the A.Y 012-13 pending with Commissioner of Income Tax (Appeals).



- viii. The company did not have any loans and borrowings from any banks or financial institutions or Government or dues to debenture holders, therefore the provisions of clause 3(viii) of the Order are not applicable to the company.
- ix. The company has not raised any money by way of public offer during the year. In our opinion, the term loans have been applied for the purpose for which they were obtained.
- x. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- xi. The company has not provided any managerial remuneration and hence provisions of section 197 read with Schedule V to the Act, the provisions of clause 3(xi) of the Order are not applicable to the company.
- xii. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion, no transactions have been done with the related parties which comes under the ambit of section 188 of the Act and section 177 of the Act is also not applicable to the company.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore reporting under clause 3(xiv) of the Order are not applicable.
- xv. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non-cash transaction with directors or persons connected with him.
- xvi. In our opinion, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and has duly obtained a certificate of registration issued in accordance with the provisions of Chapter IIIB of Reserve Bank of India Act, 1934.

**For NVM & Company.**  
**Chartered Accountants**  
**FRN: 012974N**

  
**Narinder K. Garg**  
**Partner**  
**Membership No.: 092032**  
**Place: Gurugram**  
**Date: 30.05.2020**





## **Annexure 'B' to the Independent Auditors' Report**

(Referred to in Paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Ramsons Projects Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

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

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

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



### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at 31st March, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For NVM & Company.**  
**Chartered Accountants**  
**FRN: 012974N**

  
**Narinder K. Garg**  
**Partner**  
**Membership No.: 092032**  
**Place: Gurugram**  
**Date: 30.05.2020**



## RAMSONS PROJECTS LIMITED

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2020

#### 1. CORPORATE INFORMATION: -

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 45(1A) of the Reserve Bank of India Act, 1934 and is primarily engaged in lending and investment activities.

#### 2. SIGNIFICANT ACCOUNTING POLICIES: -

##### a) **Statement of compliance and basis of preparation and presentation**

These standalone or separate financial statements of Ramsons Projects Limited ('the Company') have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2020 as amended and notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

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.

##### b) **Basis of Measurement**

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

##### c) **Measurement of fair values**

Company's accounting policies and disclosures require the measurement of fair values, for financial assets. The Company has established policies and procedures with respect to the measurement of fair values.

Fair values are measured based on Quoted prices (unadjusted) in active markets for such financial asset.

##### d) **Use of Estimates:**

In preparing the Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, incomes and expenses, the disclosure of contingent assets and contingent liabilities at the date of the financial statements and notes thereto. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual result and estimates are recognized



*[Handwritten signatures]*

in the period in which the results are known/ materialized. Any variations to accounting estimates are recognized prospectively in current and future period.

**e) Extraordinary and Exceptional Items:**

Extraordinary items are income or expenses that arise from transactions that are clearly distinct from ordinary activities. They are not expected to recur frequently or regularly. The nature and amounts of extraordinary items are separately disclosed in Statement of Profit and Loss so that its impact on current profit or loss can be perceived.

However, when items of Income and Expenditure from ordinary activities are of such size and nature that their disclosure is relevant to explain the performance of the enterprises for the period, the nature and amount of such items is also separately disclosed in the Profit and Loss account. These items are generally referred as exceptional items.

**f) Property, Plant & Equipment and Depreciation:**

Property, plant & equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on property, plant & equipment is provided on straight line value method over the useful life and considering residual value as prescribed in Schedule II of the Companies Act, 2013.

**g) Investments:**

Long Term Investments in unquoted shares and securities are stated at carrying costs.

**h) Financial Assets:**

Financial assets are measured at fair value (except otherwise stated). For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at Fair Value through Other Comprehensive Income (FVTOCI). These elected investments are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long term strategic purpose. Upon the application of Ind AS 109, the Company has chosen to designate these investments as at FVTOCI as the Company believes that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in profit or loss. Dividend income received on such equity investments are recognized in profit or loss.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12 month ECL is recognized. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognized for stage 2 and stage 3 financial assets.

There is no case which will be categorized under Stage 2 and Stage 3 hence ECL is not recognized during the year.



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**i) Revenue Recognition**

***Dividend and interest income***

Dividends from investments are recognized in profit or loss when the right to receive payment is established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding.

**j) Retirement Benefits:**

Provisions of the Payment of Gratuity Act, 1972 and the Employees State Insurance Act, 1948 and Employees Provident Fund and Miscellaneous Provisions Act, 1952 are not applicable to the Company.

**k) Earnings Per Share:**

Basic Earnings Per Share is calculated by dividing the net profit/(loss) for the period attributable to equity shareholders by the weighted average number of Equity share outstanding during the period.

Diluted Earnings per Share is calculated by dividing the net profit/(loss) attributable to equity shareholders by the weighted average number of equity shares outstanding during the period (adjusted for the effects of dilutive options).

**l) Taxation:**

Tax expense for the year, comprising current tax, income tax earlier years, MAT and deferred tax are included in determining the net profit/ (loss) for the year.

**m) Segment Reporting**

**a. Identification of segment**

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

**b. Inter-segment Transfers**

The company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

**c. Allocation of common costs**

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

**d. Unallocated items**

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

**e. Segment accounting policies**



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The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

**n) Contingent Liabilities:**

The Company makes a provision when there is present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of the obligation can be made.

A disclosure is made for a contingent liability when there is a:

- Possible obligation, the existence of which will be confirmed by the occurrence / non-occurrence of one or more uncertain events, not fully within the control of the company;
- Present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- Present obligation, where a reliable estimate cannot be made.



Four handwritten signatures in black ink, arranged horizontally. The signatures are stylized and appear to be of different individuals.

# RAMSONS PROJECTS LIMITED

Regd. Office : 815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019  
CIN: L74899DL1994PLC063708

## BALANCE SHEET AS AT 31ST MARCH 2020

(INR in Lakhs)

PARTICULARS	NOTE	AS ON 31-Mar-20 (AUDITED)	AS ON 31-Mar-19 (AUDITED)	AS ON 01-Apr-18 (AUDITED)
<b>I ASSETS</b>				
<b>FINANCIAL ASSETS</b>				
CASH & CASH EQUIVALENTS	3	6.03	15.24	93.27
LOANS	4	214.79	196.77	124.50
INVESTMENTS	5	396.23	402.13	398.25
		<u>617.06</u>	<u>612.14</u>	<u>616.02</u>
<b>NON FINANCIAL ASSETS</b>				
PROPERTY, PLANT & EQUIPMENT	6	12.83	12.87	12.92
CURRENT TAX ASSET (NET)	7	3.14	5.03	1.80
DEFERRED TAX ASSET (NET)	8	21.31	19.95	20.25
		<u>37.28</u>	<u>37.85</u>	<u>34.96</u>
<b>TOTAL ASSETS</b>		<b>654.33</b>	<b>649.99</b>	<b>650.98</b>
<b>II LIABILITIES &amp; EQUITY</b>				
<b>NON FINANCIAL LIABILITIES</b>				
OTHER NON FINANCIAL LIABILITIES	9	2.91	1.30	7.33
<b>EQUITY</b>				
SHARE CAPITAL	10	300.65	300.65	300.65
OTHER EQUITY	11	350.77	348.04	343.00
		<u>651.42</u>	<u>648.69</u>	<u>643.65</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>654.33</b>	<b>649.99</b>	<b>650.98</b>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.  
AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED

NVM & CO. CHARTERED ACCOUNTANTS FIRM REGISTRATION NO.:  
012974N

(NARINDER KUMAR GARG)  
PARTNER  
MEMBERSHIP NO. 092032



FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
OF RAMSONS PROJECTS LIMITED

(SUNIL SACHDEVA)  
MANAGING DIRECTOR  
DIN: 00012115

(SUNDEEP KALSI)  
DIRECTOR  
DIN: 01493597

(HARISH CHABRA)  
CFO  
PAN: AFIPO533M

(MEGHA GOEL)  
COMPANY SECRETARY  
M. NO. A56111

Date : 30 MAY-20  
Place : GURUGRAM

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020**

(INR in Lakhs except per share data)			
PARTICULARS	NOTE	YEAR ENDED 31-Mar-20	YEAR ENDED 31-Mar-19
<b>REVENUE FROM OPERATIONS</b>			
INTEREST INCOME	12	28.50	17.99
DIVIDEND INCOME		0.05	0.04
<b>1 TOTAL REVENUE FROM OPERATIONS</b>		<b>28.55</b>	<b>18.03</b>
2 OTHER INCOME	13	0.55	2.59
<b>3 TOTAL INCOME (1+2)</b>		<b>29.10</b>	<b>20.62</b>
<b>EXPENSES:</b>			
EMPLOYEE BENEFITS EXPENSE	14	7.70	9.64
DEPRECIATION AND AMORTIZATION EXPENSE	6	0.04	0.04
OTHER EXPENSES	15	12.71	8.95
<b>4 TOTAL EXPENSES</b>		<b>20.45</b>	<b>18.63</b>
<b>5 PROFIT BEFORE TAX (3+4)</b>		<b>8.65</b>	<b>2.00</b>
<b>6 TAX EXPENSE</b>			
CURRENT TAX		1.35	1.38
MAT CREDIT ENTITLEMENT		(1.35)	(0.55)
TAX EARLIER YEARS		0.02	-
		<b>0.02</b>	<b>0.84</b>
<b>7 PROFIT AFTER TAX (5-6)</b>		<b>8.63</b>	<b>1.16</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
A) (I) ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS		(5.90)	3.88
(II) INCOME TAX RELATING TO ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS		-	-
B) (I) ITEMS THAT WILL BE RECLASSIFIED TO PROFIT OR LOSS		-	-
(II) INCOME TAX RELATING TO ITEMS THAT WILL BE RECLASSIFIED TO PROFIT OR LOSS		-	-
<b>8 OTHER COMPREHENSIVE INCOME / (LOSS) (NET OF TAX)</b>		<b>(5.90)</b>	<b>3.88</b>
<b>9 TOTAL COMPREHENSIVE INCOME (AFTER TAX) (7+8)</b>		<b>2.73</b>	<b>5.04</b>
<b>EARNINGS PER EQUITY SHARE (FACE VALUE OF RS.10/- EACH)*</b>			
A) BASIC (RS.)		0.29	0.04
B) DILUTED (RS.)		0.29	0.04

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.  
 AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED.

**NVM & CO.CHARTERED ACCOUNTANTS**FIRM REGISTRATION NO.:  
**012974N**

(VARINDER KUMAR GARG)  
 PARTNER  
 MEMBERSHIP NO. 092032



Date : 30-MAY-20  
 Place : GURUGRAM

**FOR AND ON BEHALF OF THE BOARD OF  
 DIRECTORS OF RAMSONS PROJECTS  
 LIMITED**

(SUNIL SACHDEVA)  
 MANAGING DIRECTOR  
 DIN: 00012115

(SUNDEEP KALSI)  
 DIRECTOR  
 DIN: 01493597

(HARISH CHHABRA)  
 CPO  
 PAN: A/P/PC0533M

(MEGHA GOEL)  
 COMPANY SECRETARY  
 M. NO. A56111

**RAMSONS PROJECTS LIMITED**  
Regd. Office :815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019  
CIN: L74899DL1994PLC063708

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2020**

PARTICULARS	(IN IN Lakhs)	
	YEAR ENDED 31-Mar-20 (AUDITED)	YEAR ENDED 31-Mar-19 (AUDITED)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
PROFIT FOR THE YEAR	8.65	2.00
ADJUSTMENTS FOR:		
DEPRECIATION	0.04	0.04
DIVIDEND INCOME	(0.05)	(0.04)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	8.64	2.00
ADJUSTMENTS FOR:		
CHANGES IN ASSETS AND LIABILITIES		
OTHER LIABILITIES	1.61	(0.88)
OTHER LOANS AND ADVANCES	0.54	-
CASH GENERATED FROM OPERATIONS	10.79	1.12
LESS: DIRECT TAXES PAID	0.02	7.25
<b>NET CASH FROM OPERATING ACTIVITIES: (A)</b>	10.77	(6.13)
<b>B. CASH FROM INVESTING ACTIVITIES</b>		
DIVIDEND INCOME	0.05	0.04
<b>NET CASH USED IN INVESTING ACTIVITIES: (B)</b>	0.05	0.04
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
LOANS & ADVANCES	(20.02)	(71.94)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES: (C)</b>	(20.02)	(71.94)
NET INCREASE IN CASH AND CASH EQUIVALENT: (A+B+C)	(9.21)	(78.03)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	15.24	93.27
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	6.03	15.24

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

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.  
AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED

**KVM & CO. CHARTERED ACCOUNTANTS** FIRM REGISTRATION NO.: 012974N

(KARINDER KUMAR GARG)  
PARTNER  
MEMBERSHIP NO. 092032



Date : 30-MAY-20  
Place : GURUGRAM

FOR AND ON BEHALF OF THE BOARD OF  
DIRECTORS OF RAMSONS PROJECTS LIMITED

(SUNIL SAKDEVA)  
MANAGING DIRECTOR  
DIN: 00012115

(SUNDEEP KALSI)  
DIRECTOR  
DIN: 01493597

(HARISH CHHABRA)  
CFO  
PAN: AFIP0533M

(MEERA GOEL)  
COMPANY SECRETARY  
M. NO. A56111

**RAMSONS PROJECTS LIMITED**  
 Regd. Office : 815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019  
 CIN: L74899DL1994PLC063708

**STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH 2020**

(INR in Lakhs except per share data)

PARTICULARS	NOTE	QUARTER ENDED			YEAR ENDED	YEAR ENDED
		31-Mar-20	31-Dec-19	31-Mar-19	31-Mar-20	31-Mar-19
		(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
1 REVENUE FROM OPERATIONS	12	7.03	7.18	6.15	28.55	18.03
2 OTHER INCOME	13	0.02	0.00	2.12	0.55	2.59
3 TOTAL INCOME (1+2)		7.05	7.18	8.28	29.10	20.62
<b>EXPENSES:</b>						
A) EMPLOYEE BENEFITS EXPENSE	14	2.06	1.99	3.17	7.70	9.64
B) DEPRECIATION AND AMORTIZATION EXPENSE	6	0.00	0.01	0.01	0.04	0.04
C) LOAN LOSS PROVISIONS AND WRITE OFF		0.03	0.03	0.00	0.08	0.28
D) OTHER EXPENSES	12	3.37	2.77	2.43	12.63	8.67
4 TOTAL EXPENSES		5.46	4.80	4.61	20.45	18.63
5 PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (3+4)		1.59	2.39	3.67	8.65	2.00
6 EXCEPTIONAL ITEMS		-	-	-	-	-
7 PROFIT BEFORE TAX (5+6)		1.59	2.39	3.67	8.65	2.00
<b>TAX EXPENSE</b>						
8 CURRENT TAX/MAT/TAX EARLIER YEARS		-	-	0.34	0.02	0.84
9 PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS (7-8)		1.59	2.39	3.33	8.63	1.16
10 PROFIT FROM DISCONTINUED OPERATIONS		-	-	-	-	-
11 TAX EXPENSE OF DISCONTINUED OPERATIONS		-	-	-	-	-
12 PROFIT FROM DISCONTINUED OPERATIONS (AFTER TAX) (10-11)		-	-	-	-	-
13 PROFIT FOR THE PERIOD (9+12)		1.59	2.39	3.33	8.63	1.16
14 <b>OTHER COMPREHENSIVE INCOME</b>						
A) (i) ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS		(5.35)	(0.53)	-	(5.90)	3.88
(ii) INCOME TAX RELATING TO ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS		-	-	-	-	-
B) (i) ITEMS THAT WILL BE RECLASSIFIED TO PROFIT OR LOSS		-	-	-	-	-
(ii) INCOME TAX RELATING TO ITEMS THAT WILL BE RECLASSIFIED TO PROFIT OR LOSS		-	-	-	-	-
15 OTHER COMPREHENSIVE INCOME / (LOSS) (NET OF TAX)		(5.35)	(0.53)	-	(5.90)	3.88
16 TOTAL COMPREHENSIVE INCOME (AFTER TAX) (14+15)		(3.76)	1.86	3.33	2.73	5.04
17 <b>EARNINGS PER EQUITY SHARE (FACE VALUE OF RS.10/- EACH)</b>						
A) BASIC (RS.)		0.05	0.08	0.09	0.29	0.04
B) DILUTED (RS.)		0.05	0.08	0.09	0.29	0.04

The financial results of the company for year ending on 31-03-2020 has been prepared on standalone basis, there is no situation where consolidation is required in the case of the company.

The figures for the corresponding periods have been regrouped & rearranged wherever necessary.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS,  
 AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED

NVM & CO. CHARTERED ACCOUNTANTS FIRM REGISTRATION NO.:  
 012974N



(VARINDER KUMAR GARG)  
 PARTNER  
 MEMBERSHIP NO. 092032

Date : 30-MAY-20  
 Place : GURUGRAM

FOR AND ON BEHALF OF THE BOARD OF  
 DIRECTORS OF RAMSONS PROJECTS  
 LIMITED

(SUNIL SACHDEVA)  
 MANAGING DIRECTOR  
 DIN: 00012115

(HARISH CHHABRA)  
 CFO  
 PAN: AFIP0333M

(SUNDEEP MALSI)  
 DIRECTOR  
 DIN: 01493597

(MEGHNA GOEL)  
 COMPANY SECRETARY  
 M. NO. A56111



**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 YEAR ENDED ON 31ST MARCH 2020**

(INR in Lacs)

PARTICULARS	QUARTER ENDED			YEAR ENDED	YEAR ENDED
	31-Mar-20	31-Dec-19	31-Mar-19	31-Mar-20	31-Mar-19
	(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
<b>1. SEGMENT REVENUE</b>					
A) FINANCING ACTIVITIES	7.03	7.18	6.16	28.50	17.99
B) INVESTMENT ACTIVITIES	-	-	-	0.05	0.04
C) UNALLOCATED	0.02	-	(2.12)	0.55	2.59
<b>TOTAL</b>	<b>7.05</b>	<b>7.18</b>	<b>4.04</b>	<b>29.10</b>	<b>20.62</b>
LESS : INTER SEGMENT REVENUE	-	-	-	-	-
<b>NET SALES/INCOME FROM OPERATIONS</b>	<b>7.05</b>	<b>7.18</b>	<b>4.04</b>	<b>29.10</b>	<b>20.62</b>
<b>2. SEGMENT RESULTS (PROFIT(+) / LOSS (-) BEFORE TAX AND INTEREST FROM EACH SEGMENT)</b>					
[PROFIT(+) / LOSS(-) BEFORE INTEREST AND TAX FROM EACH SEGMENT]		-			
A) FINANCING ACTIVITIES	7.03	7.18	6.16	28.50	17.99
B) INVESTMENT INCOME	-	-	-	0.05	0.04
C) UNALLOCATED	0.02	-	(2.12)	0.55	2.59
<b>TOTAL</b>	<b>7.05</b>	<b>7.18</b>	<b>4.04</b>	<b>29.10</b>	<b>20.62</b>
LESS :					
I. INTEREST	-	-	-	-	-
II. OTHER UNALLOCABLE EXPENDITURE NET OFF	5.46	4.80	4.51	20.45	18.63
III. UN-ALLOCABLE INCOME	-	-	-	-	-
<b>TOTAL PROFIT BEFORE TAX</b>	<b>1.59</b>	<b>2.39</b>	<b>(0.57)</b>	<b>8.65</b>	<b>2.00</b>
<b>3. CAPITAL EMPLOYED</b>					
A) FINANCING ACTIVITIES	214.79	208.49	194.77	214.79	194.77
B) INVESTMENT ACTIVITIES	396.23	400.21	386.71	396.23	386.71
C) UNALLOCATED	40.40	45.13	51.79	40.40	51.79
<b>TOTAL</b>	<b>651.42</b>	<b>653.83</b>	<b>633.27</b>	<b>651.42</b>	<b>633.27</b>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.  
 AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED

**NVM & CO. CHARTERED ACCOUNTANTS FIRM REGISTRATION NO.:**  
**012974N**

(NARINDER KUMAR GARG)  
 PARTNER  
 MEMBERSHIP NO. 092032



Date : 30-MAY-20  
 Place : GURUGRAM

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF RAMSONS PROJECTS LIMITED**

(SUNIL SACHDEVA)  
 MANAGING DIRECTOR  
 DIN: 00012115

(SUNDEEP KALSI)  
 DIRECTOR  
 DIN: 01493597

(HARISH CHHABRA)  
 CFO  
 PAN: AFPC0533M

(MEGHA GOEL)  
 COMPANY SECRETARY  
 M. NO. AS6111

**RAMSONS PROJECTS LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31ST MARCH 2020**

**A) Equity Share Capital**

	(INR in Lakhs)	
	31-Mar-20	31-Mar-19
<b>Issued, Subscribed and Paid-up :</b>		
Balance as at the beginning of the year	300.65	300.65
Add: Shares issued	-	-
<b>Balance as at the end of the year</b>	<b>300.65</b>	<b>300.65</b>

**B) Other Equity**

	Reserve and Surplus		Items of other comprehensive income	Total
	Statutory Reserve u/s 45IC of RBI Act, 1934	Retained Earnings	Revaluation Of Investment Due to First Time Adoption of IndAS	
<b>As at 01-Apr-18</b>	72.80	258.66	11.54	<b>343.00</b>
Profit for the year	-	1.16	-	<b>1.16</b>
Transfer of retained earnings to statutory reserve	0.23	(0.23)	-	-
Revaluation of investment	-	-	3.88	<b>3.88</b>
<b>As at 31-Mar-19</b>	<b>73.04</b>	<b>259.59</b>	<b>15.42</b>	<b>348.04</b>
<b>As at 01-Apr-19</b>	<b>73.04</b>	<b>259.59</b>	<b>15.42</b>	<b>348.04</b>
Profit for the year	-	8.63	-	<b>8.63</b>
Transfer of retained earnings to statutory reserve	1.73	(1.73)	-	-
Revaluation of investment	-	-	(5.90)	<b>(5.90)</b>
<b>As at 31-Mar-20</b>	<b>74.76</b>	<b>266.49</b>	<b>9.52</b>	<b>350.77</b>



*[Handwritten signatures and initials]*

RAMSONS PROJECTS LIMITED  
NOTES TO FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2019-20

PARTICULARS	(INR in Lakhs)		
	AS ON 31-Mar-20	AS ON 31-Mar-19	AS ON 01-Apr-18
<b>3 CASH &amp; CASH EQUIVALENTS</b>			
BANK DEPOSITS WITH MORE THAN 3 MONTHS MATURITY	0.25	0.25	0.25
INTEREST ACCRUED ON BANK DEPOSITS	0.08	0.06	0.04
CASH IN HAND (AS CERTIFIED BY THE MANAGEMENT)	1.45	2.21	4.21
BALANCES WITH BANKS IN CURRENT ACCOUNTS	4.25	12.72	88.77
	<b>6.03</b>	<b>15.24</b>	<b>93.27</b>



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**RAMSONS PROJECTS LIMITED**  
**NOTES TO FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2019-20**

**4 LOANS**

PARTICULARS	(INR in Lakhs)					
	AS ON 31-Mar-20		AS ON 31-Mar-19		AS ON 01-Apr-18	
	AT AMORTISED COST	TOTAL	AT AMORTISED COST	TOTAL	AT AMORTISED COST	TOTAL
LOAN PORTFOLIO (UNSECURED CONSIDERED GOOD)	215.65	215.65	195.55	195.55	125.00	125.00
LESS: IMPAIRMENT LOSS ALLOWANCE	(0.86)	(0.86)	(0.78)	(0.78)	(0.50)	(0.50)
	<b>214.79</b>	<b>214.79</b>	<b>194.77</b>	<b>194.77</b>	<b>124.50</b>	<b>124.50</b>
<b>LOANS IN INDIA</b>						
OTHERS	215.65	215.65	195.55	195.55	125.00	125.00
LESS: IMPAIRMENT LOSS ALLOWANCE	(0.86)	(0.86)	(0.78)	(0.78)	(0.50)	(0.50)
	<b>214.79</b>	<b>214.79</b>	<b>194.77</b>	<b>194.77</b>	<b>124.50</b>	<b>124.50</b>
<b>SUMMARY OF LOANS BY STAGE DISTRIBUTION</b>						
	<b>STAGE 1</b>		<b>STAGE 1</b>		<b>STAGE 1</b>	
GROSS CARRYING AMOUNT		215.65		195.55		125.00
LESS: IMPAIRMENT LOSS ALLOWANCE		(0.86)		(0.78)		(0.50)
		<b>214.79</b>		<b>194.77</b>		<b>124.50</b>

**5 NON-CURRENT INVESTMENTS**

PARTICULARS	(INR in Lakhs except number of shares)					
	AS ON 31-Mar-20		AS ON 31-Mar-19		AS ON 01-Apr-18	
	AMOUNT	NO. OF SHARES/ UNITS	AMOUNT	NO. OF SHARES/ UNITS	AMOUNT	NO. OF SHARES/ UNITS
<b>AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME</b>						
<b>MUTUAL FUNDS</b>						
BIRLA SUN LIFE INDIA OPPORTUNITY FUND	1.19	700	0.08	700	0.08	700
MORGAN STANLEY MUTUAL FUND	0.25	2,500	0.25	2,500	0.25	2,500
TAURUS STARSHARE GROWTH (P)	0.21	3,500	0.21	3,500	0.21	3,500
<b>EQUITY SHARES</b>						
HARMONY CAPITAL	0.03	500	0.03	500	0.03	500
INDBANK MERCHANT BANKING SERVICES	0.00	100	0.01	100	0.03	100
JSW STEEL LTD. (FORMERLY KNOWN AS JINDAL VILAY NAGAR)	0.03	20	0.06	20	0.01	20
ANIK INDUSTRIES LTD (FORMERLY KNOWN AS MADHYA PRADESH GLYCEM)	0.01	100	0.02	100	0.03	100
HDFC BANK LTD (SHARES OF CENTURION BANK OF PUNJAB MERGED WITH HDFC BANK LTD)	1.59	185	4.29	185	3.56	185
HINDALCO INDUSTRY	0.10	100	0.21	100	0.22	100
UFLEX LTD. (FORMERLY KNOWN AS FLEX IND. LTD.)	0.35	250	0.57	250	0.57	700
UNITED BREWERIES LTD (MBIL MERGED WITH UNITED BREWERIES LTD)	7.48	816	11.38	816	7.90	816
JAI PRAKASH ASSOCIATES LTD. (FORMERLY KNOWN AS J.P. INDUSTRIES)	0.01	750	0.04	750	0.14	750
<b>TOTAL (A)</b>	<b>11.23</b>		<b>17.13</b>		<b>13.25</b>	
<b>AT COST</b>						
<b>EQUITY SHARES</b>						
SV CORPORATION PVT LTD*	-		385.00		385.00	
<b>CAPITAL CONTRIBUTION IN LLP</b>						
SV CORPORATION LLP*	385.00		-		-	
<b>TOTAL (B)</b>	<b>385.00</b>		<b>385.00</b>		<b>385.00</b>	
<b>TOTAL (A+B)</b>	<b>396.23</b>		<b>402.13</b>		<b>398.25</b>	

**NOTE:**

\*THE COMPANY S V CORPORATION PRIVATE LIMITED HAS BEEN CONVERTED TO LLP W.E.F. 11 OCTOBER 2019. ACCORDINGLY, THE COMPANY HAS RECOGNISED CAPITAL CONTRIBUTION IN LLP AS INVESTMENT IN S V CORPORATION LLP.

**OUT OF ABOVE  
INVESTMENTS IN INDIA**

396.23	402.13	398.25
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*[Handwritten signatures]*

RAMRONS PROJECTS LIMITED  
NOTES TO FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2019-20

6 PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	INR in Lakhs				
	LAND	BUILDINGS	FURNITURE AND FIXTURES	VEHICLES	OFFICE EQUIPMENT
<b>GROSS BLOCK</b>					
BALANCE AS AT 1ST APRIL, 2018	11.20	2.35	0.50	0.27	0.86
ADDITIONS DURING THE YEAR	-	-	-	-	-
DEDUCTIONS DURING THE YEAR	-	-	-	-	-
BALANCE AS AT 31ST MARCH, 2019	11.20	2.35	0.50	0.27	0.86
BALANCE AS AT 1ST APRIL, 2019	11.20	2.35	0.50	0.27	0.86
ADDITIONS DURING THE YEAR	-	-	-	-	-
DEDUCTIONS DURING THE YEAR	-	-	-	-	-
BALANCE AS AT 31ST MARCH, 2020	11.20	2.35	0.50	0.27	0.86
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT</b>					
BALANCE AS AT 1ST APRIL, 2018	-	0.64	0.50	0.26	0.86
ADDITIONS DURING THE YEAR	-	0.04	-	0.01	-
DEDUCTIONS DURING THE YEAR	-	-	-	-	-
BALANCE AS AT 31ST MARCH, 2019	-	0.68	0.50	0.27	0.86
BALANCE AS AT 1ST APRIL, 2019	-	0.68	0.50	0.27	0.86
ADDITIONS DURING THE YEAR	-	0.04	-	-	-
DEDUCTIONS DURING THE YEAR	-	-	-	-	-
BALANCE AS AT 31ST MARCH, 2020	-	0.73	0.50	0.27	0.86
NET CARRYING AMOUNT AS AT 01ST APRIL, 2018	11.20	1.71	-	0.01	-
NET CARRYING AMOUNT AS AT 31ST MARCH, 2019	11.20	1.67	-	-	-
NET CARRYING AMOUNT AS AT 31ST MARCH, 2020	11.20	1.63	-	-	-



*[Handwritten signatures]*



RAMSONS PROJECTS LIMITED  
NOTES TO FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2019-20

PARTICULARS	(INR in Lakhs)		
	AS ON 31-Mar-20	AS ON 31-Mar-19	AS ON 01-Apr-18
<b>7 CURRENT TAX ASSET (NET)</b>			
TAX DEDUCTED AT SOURCE (NET)	3.14	5.03	1.80
	<b>3.14</b>	<b>5.03</b>	<b>1.80</b>
<b>8 DEFERRED TAX ASSET (NET)</b>			
MINIMUM ALTERNATIVE TAX ENTITLEMENT	21.31	19.95	20.25
	<b>21.31</b>	<b>19.95</b>	<b>20.25</b>



*[Handwritten signatures]*

**RANSONS PROJECTS LIMITED**  
**NOTES TO FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2019-20**

Particulars	(INR in Lakhs)		
	AS ON 31-Mar-20	AS ON 31-Mar-19	AS ON 01-Apr-18
<b>9 OTHER NON FINANCIAL LIABILITIES</b>			
EXPENSES PAYABLE	2.81	1.38	2.03
STATUTORY DUES	0.11	0.00	0.12
SHORT TERM PROVISIONS	-	-	0.15
	<b>2.91</b>	<b>1.38</b>	<b>2.30</b>

**10 SHARE CAPITAL**

PARTICULARS	(INR in Lakhs except number of shares)		
	AS ON 31-Mar-20	AS ON 31-Mar-19	AS ON 01-Apr-18
(i) <b>AUTHORISED SHARE CAPITAL</b> 40,00,000 (PY 40,00,000) EQUITY SHARES OF RS.10/- EACH	400.00	400.00	400.00
(ii) <b>ISSUED, SUBSCRIBED &amp; PAID UP</b> 30,06,500 (PY 30,06,500) EQUITY SHARES OF RS.10/- EACH FULLY PAID UP	300.65	300.65	300.65
<b>Total</b>	<b>300.65</b>	<b>300.65</b>	<b>300.65</b>
(iii) <b>RECONCILIATION OF SHARES AT THE END AND AT THE BEGINNING OF THE YEAR</b>			
OPENING BALANCE	300.65	300.65	300.65
ADD: ISSUED DURING THE YEAR	-	-	-
	<b>300.65</b>	<b>300.65</b>	<b>300.65</b>

**(iv) SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES**

NAME OF THE SHAREHOLDER	% OF SHARES HELD	NO. OF SHARES HELD	% OF SHARES HELD	NO. OF SHARES HELD	% OF SHARES HELD	NO. OF SHARES HELD
SUNIL SACHDEVA	22.97%	890,500	22.97%	890,500	22.97%	890,500
PANKAJ MANI SACHDEVA	6.53%	196,400	6.53%	196,400	6.53%	196,400
S.A.S. INFOTECH (PVT. LTD.)	16.98%	510,500	16.98%	510,500	16.98%	510,500
		<b>1,397,500</b>		<b>1,397,500</b>		<b>1,397,500</b>

(v) THE COMPANY HAS ONLY ONE CLASS OF EQUITY SHARES HAVING PAID UP VALUE OF RS. 10/- EACH. EACH HOLDER IS ENTITLED TO ONE VOTE PER SHARE. NO DIVIDEND HAS BEEN DECLARED DURING THE YEAR.

**11 OTHER EQUITY**

Particulars	(INR in Lakhs)		
	AS ON 31-Mar-20	AS ON 31-Mar-19	AS ON 01-Apr-18
<b>A PROFIT &amp; LOSS A/C</b>			
BALANCE AS AT THE BEGINNING OF THE YEAR	269	258.66	222.62
ADD: PROFIT/(LOSS) FOR THE YEAR	8.63	1.16	45.05
LESS: TRANSFER TO STATUTORY RESERVE U/S 45IC	(1.73)	(0.23)	(9.01)
BALANCE AS AT THE END OF THE YEAR	<b>265.49</b>	<b>259.59</b>	<b>258.66</b>
<b>B STATUTORY RESERVE U/S 45IC OF RM ACT</b>			
BALANCE AS AT THE BEGINNING OF THE YEAR	73.04	72.89	63.79
ADD: RESERVE CREATED OUT OF PROFITS DURING THE YEAR	1.73	0.23	9.01
BALANCE AS AT THE END OF THE YEAR	<b>74.76</b>	<b>73.04</b>	<b>72.80</b>
<b>C OTHER RESERVES - OTHER COMPREHENSIVE INCOME OR INVESTMENTS</b>			
BALANCE AS AT THE BEGINNING OF THE YEAR	15.42	11.54	11.54
ADDITION/(REDUCTION) DURING THE YEAR	(5.90)	3.88	-
BALANCE AS AT THE END OF THE YEAR	<b>9.52</b>	<b>15.42</b>	<b>11.54</b>
<b>TOTAL (A+B)</b>	<b>350.77</b>	<b>348.04</b>	<b>343.00</b>



*[Handwritten signatures and initials]*

**RAMSONS PROJECTS LIMITED**

**NOTES TO FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2019-20**

PARTICULARS	(INR in Lakhs)	
	YEAR ENDED 31-Mar-20	YEAR ENDED 31-Mar-19
<b>12 REVENUE FROM OPERATIONS</b>		
INTEREST FROM FINANCING ACTIVITIES	28.50	17.99
DIVIDEND INCOME	0.05	0.04
	<b>28.55</b>	<b>18.03</b>
<b>13 OTHER INCOME</b>		
INTEREST ON INCOME TAX REFUND	0.53	0.04
INTEREST ON FDRS	0.02	2.55
	<b>0.55</b>	<b>2.59</b>
<b>14 EMPLOYEE BENEFITS EXPENSES</b>		
SALARY	7.49	9.41
STAFF WELFARE EXPENSES	0.22	0.23
	<b>7.70</b>	<b>9.64</b>
<b>15 OTHER EXPENSES</b>		
AUDITORS REMUNERATION	1.12	0.71
ADVERTISING EXPENSE	1.08	0.45
ANNUAL LISTING AND DEPOSITORY CUSTODIAN FEES	1.29	2.95
LEGAL AND PROFESSIONAL CHARGES	6.93	2.50
OFFICE MAINTENANCE	0.18	0.23
POSTAGE & COURIER EXPENSES	0.14	0.16
FILING FEES	0.29	0.25
ANNUAL GENERAL MEETING EXPENSES	0.43	0.32
PRINTING AND STATIONERY	0.42	0.45
TELEPHONE EXPENSE	0.06	0.06
TRAVELLING AND CONVEYANCE EXPENSES	0.22	0.24
PENALTY FEE	0.10	0.02
BANK CHARGES	0.01	0.02
MISCELLANEOUS EXPENDITURE	0.37	0.30
PROVISION OF DOUBTFUL DEBTS - STANDARD ASSETS	0.08	0.28
	<b>12.71</b>	<b>8.95</b>



Handwritten signatures of three individuals, likely representing the company or auditors, positioned to the right of the stamp.

## RAMSONS PROJECTS LIMITED

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

#### NOTE NO. 16 - FIRST-TIME ADOPTION OF IND AS:

- a. These are the Company's first financial statements prepared in accordance with Ind AS.

The Company has prepared its Ind AS compliant financial statements for year ended on 31 March 2020, the comparative period ended on 31 March 2019 and an opening Ind AS Balance Sheet as at 1 April 2018 (the date of transition), as described in the summary of significant accounting policies. This note explains the principal adjustments made by the Company in restating its previous GAAP financial statements, including the Balance Sheet as at 1 April 2018 and the financial statements as at and for the year ended 31 March 2019.

For periods ended up to the year ended 31 March 2020, the Company had prepared its financial statements in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP).

- b. Reconciliations between Ind AS and previous GAAP are given below:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for previous periods. The following table represent the reconciliations from previous GAAP to Ind AS.

**a. Reconciliation of equity as at date of transition 1 April 2018 and as at 31 March 2019**

Particulars	INR in Lakhs	
	As at 31 March 2019	As at 01 April 2018
Equity as reported under previous GAAP	633.27	632.12
Impact due to fair valuation of investment designated under FVOCI	15.42	11.53
Equity as per Ind AS	648.69	643.65

**b. Reconciliation of total comprehensive income for the year ended 31 March 2019**

Particulars	INR in Lakhs	
	As at 31 March 2019	
Profit after tax as reported under previous GAAP	1.16	
Profit after tax as per Ind AS for the year ended 31 March 2019	1.16	
Other comprehensive income	3.88	
Total comprehensive income as per Ind AS	5.04	

- c. Notes to first time adoption of Ind AS

**Fair valuation of investments subsequently measured under Fair value through Other Comprehensive Income (FVOCI):**

Under the previous GAAP, investments in mutual funds and quoted securities were classified as long-term investments or current investments based on the intended holding period and realizability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value.



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Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognized in retained earnings as at the date of transition and subsequently in the Other Comprehensive Income (OCI).

#### NOTE NO.17- 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) **Auditors Remuneration:**

Particulars	Current Year (INR)	Previous Year (INR)
Audit Fess	95,000	60,000
Service Tax/GST	17,100	10,800
	<b>1,12,100</b>	<b>70,800</b>

(3) **Earnings Per Share (EPS):**

Particulars	Current Year (INR)	Previous Year (INR)
a) Net profit/(loss) after tax available for equity shareholders (Rs.)	9,09,943	1,15,790
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.)	0.30	0.04

- (4) The Company has not received information from vendors regarding their status under "The Micro Small and Medium Enterprises Development Act, 2006" and hence disclosure related to amounts unpaid as at the year-end together with interest paid/payable under this Act has not been given.
- (5) The Company has recognized impairment allowance on Loans as required by IndAS 109. The comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 has been provided as below which is required by Reserve Bank of India under Notification no. RBI/2019-20/170 dated 13 March 2020:

NR in Lakhs						
Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms



*[Handwritten signatures]*



<b>Performing Assets</b>						
Standard	Stage 1	215.65	0.86	214.79	0.86	-
<b>Non-Performing Assets (NPA)</b>	NA	-	-	-	-	-
Sub-standard	NA	-	-	-	-	-
Doubtful						
<b>Total</b>	Stage 1					

- (6) There are no litigations pending against the company except with the Commissioner of Income Tax (Appeals) in relation to income tax demand of Rs. 8.77 Lakhs for the assessment year 2012-13.

(7) **Related Party Disclosure (as identified by the management):**

Related Parties are classified under following Categories as:

a) **Holdings/Subsidiaries:**

There is no holding/subsidiary as on 31.03.2020.

b) **Associates:**

There is no associate as on 31.03.2020.

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

Mr. Sunil Sachdeva

d) **Key Management Personnel & their relatives:**

Name	Designation
Mr. Sunil Sachdeva	Managing Director
Mr. Yogesh Sachdeva	Director

e) **Entities controlled by the person having control or significant influence over the company:**

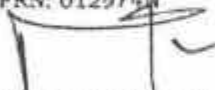
S V Corporation Pvt. Ltd. (up to 11 October 2019)  
S V Corporation LLP (w.e.f. 11 October 2019)  
S A S Servizio Pvt. Ltd.  
S.A.S. Infotech Pvt. Ltd.  
S A S Heights Private Limited  
Sumel Buildtech Private Limited  
Sumel Developers Private Limited  
Doctor On Call Private Limited  
S A S Fininvest LLP  
Spirit Heights Private Limited  
Sumel Projects Pvt. Ltd.  
Sumel Heights Private Ltd.  
Sumel Promoters Private Limited

f) **During the year, the company has not entered transactions with related party.**



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Related party balances outstanding as on 31-03-2020 (INR in Lakhs)							
Categories	a	b	c	d	e	Total Current period	Total Previous Year
<b>Investment in Share Capital</b>							
SV Corporation Pvt Ltd (upto 11 October 2019)	-	-	-	-	-	-	385.00
<b>Investment in Capital contribution to LLP</b>							
SV Corporation LLP (w.e.f. 11 October 2019)	-	-	-	-	385.00	385.00	-


For NVM & Co.  
Chartered Accountants  
FRN: 012974N  
  
(Narinder Kumar Garg)  
Partner  
Membership No. 092032





Date: 30.05.2020  
Place: Gurugram

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

  
(Sunil Sachdeva)  
Managing Director  
DIN: 00012115

  
(Sundeep Kalsi)  
Director  
DIN: 01493597

  
(Harish Chhabra)  
CFO  
PAN: AFIPC0533M

  
(Megha Goel)  
Company Secretary  
M. No. A56111



# Ramsons Projects Ltd.

CIN:L74899DL1994PLC063708

Admin. Office: SAS Tower, Medanta, The Medicity, Sector- 38, Gurgaon – 122001

Phone: +91 124 4679000 Facsimile: +91 124 4679099

Email: [correlations@ramsonspj.com](mailto:correlations@ramsonspj.com)

Website: [www.ramsonspj.com](http://www.ramsonspj.com)


Ref No: 2020/RPL/79


Date: 30/05/2020

**Declaration pursuant to Regulation 33(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015**

In terms of Regulation 33(d) of the SEBI (LODR) Regulations 2015, we hereby declare that M/s. NVM and Co., Chartered Accountant, (Firm Reg. No. 012974N), Statutory Auditors of the Company, have issued Audit Reports with Unmodified opinion on the Annual Audited Financial Results of the Company for Financial year ended on 31<sup>st</sup> March 2020.

For Ramsons Projects Limited

  
Sunil Sachdeva  
Managing Director  
DIN-00012115

  
Harish Chhabra  
Chief Financial Officer

**RAMSONS PROJECTS LIMITED**  
**CIN-L74899DL1994PLC063708**  
Regd. Office - 815, 8<sup>th</sup> Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019  
Corp. Office - 5<sup>th</sup> Floor, Tower-B, SAS Tower, Sector-38, Gurgaon-122001 (Hr)  
Phone No +91-0124-4679000, Email: [rplcorprelations@sasgroup.in](mailto:rplcorprelations@sasgroup.in),  
Website: [www.ramsonsprojects.com](http://www.ramsonsprojects.com)

### **NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of M/s. **RAMSONS PROJECTS LIMITED** will be held on **Friday, September 18, 2020 at 11:30 A.M.**, 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, 2020 and the Reports of Auditors' & the Board of Directors' thereon.

**"RESOLVED THAT** the audited annual financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Auditors and Board of Directors thereon as laid before this meeting, be and is hereby considered and adopted"

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.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sunil Sachdeva (DIN: 00012115), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

3. To consider the re-appointment of Mr. Sundeep Kalsi as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to such other requisite approvals as may be required in this regard, Mr. Sundeep Kalsi (holding DIN 01493597) whose term expires on 27<sup>th</sup> September, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, be and is hereby re-appointed as a Non Executive Independent Director to hold office for a further period of 5 (Five) consecutive years with effect from 28<sup>th</sup> September, 2020 to 27<sup>th</sup> September, 2025.

4. To consider the re-appointment of Mr. Sunil Sachdeva as a Managing Director of the Company, eligible to retire by rotation, and if thought fit, pass the following resolution as a Ordinary Resolution: :

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/ agency/ board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sunil Sachdeva as Managing Director of the Company, eligible to retire by rotation, for a period of 5 consecutive years with effect from 1<sup>st</sup> August, 2021 till 31<sup>st</sup> July, 2026 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**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

  
Megha Goel  
Company Secretary  
M. No. - A56111

Place: Gurugram  
Date: 21.08.2020

**NOTES: -**

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM.
2. The members can contact at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - 022-49186175, the Registrar & Transfer Agent, Technology Provider who need assistance with using the technology before or during the meeting.
3. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.



4. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, Representatives of the members are allowed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM. The authorization if not already provided, can be shared with the Company through electronic means.
6. The facility for VC/OVAM is having capacity to allow 1000 members on a first-come-first served basis.
7. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
8. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circular(s), physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM held in 2020 and hence the Proxy Form and Attendance Slip are not annexed hereto.
9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. The Register of Members and Share Transfer Books will remain closed from Saturday, September 12, 2020 to Thursday, September 17, 2020 (both days, inclusive).
11. Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company to perform the share related work for shares held in physical and electronic form. Members holding shares in physical form are requested to dematerialize their shares. Members holding shares in physical mode are requested to intimate change in their address (if any), to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, located at Noble Heights, 1<sup>st</sup> Floor, and Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058, at the earliest quoting their registered folio number and attached copy of PAN. Members holding shares in Electronic mode are requested to send the intimation of Change of their address or their email ID, if any, in respect of shares held by them to the concerned Depository Participant. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
12. 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.

13. Pursuant to the amendment of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), transfer of securities held in physical form shall not be processed and any transfer of securities will be possible only in Demat mode. Hence investors are encouraged to demat their physical holding for any further transfer. Further with reference to the Securities and Exchange Board of India circular (Ref. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018) about their direction in updating the details of PAN and bank account of security holders holding securities in physical form, wish to inform that the security holders whose folio(s) have not been updated with PAN and Bank Account details, or where there is any change in the bank account details provided earlier, are required to furnish the details to RTA/ Company for registration /updatation.
14. As per Rule 3 of Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
15. Members desirous for obtaining any information concerning accounts or operations of the Company are requested to send their queries 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 for your perusal.
16. All documents, 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,**  
**Noble Heights, 1st Floor, Plot No. NH 2,**  
**LSC, C-1 Block, Near Savitri Market,**  
**Janakpuri, New Delhi-110058**
17. Pursuant to Regulation 13 of the SEBI (LODR) Regulations 2015 the Company has created an E-mail ID: [rplcorrelations@sasgroup.in](mailto:rplcorrelations@sasgroup.in) for quick redressal of Members/investors grievances.
18. 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.
19. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 26th AGM along with the Annual Report 2019-20, inter alia, indicating the process and manner of attending the meeting through VC/OVAM and Remote e-Voting is being sent only through electronic mode to those Members whose E-mail IDs are registered with the Company/ RTA/ Depository Participant(s) for communication purposes.

20. Members may note that the Notice of the 26<sup>th</sup> AGM and the Annual Report 2019-20 will also be available on the Company's website: [www.ramsonsprojects.com](http://www.ramsonsprojects.com) for their download. For any communication or assistance, the Members may also send requests to the Company's investor E-mail ID: [rplcorprelations@sasgroup.in](mailto:rplcorprelations@sasgroup.in).
21. 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](mailto:delhi@linkintime.co.in)
22. The notice of the 26<sup>th</sup> AGM is also available on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

### **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 26<sup>th</sup> 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 Private Limited (LIPL).
- II. 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. Once the vote on the resolution is casted by the Member, whether partially or otherwise, Member shall not be entitled to change it subsequently or cast the vote again.
- III. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- IV. The remote e-voting period commences on 15<sup>th</sup> September 2020 (09:00 am) and ends on 17<sup>th</sup> September 2020 (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., 11<sup>th</sup> September, 2020, may cast their vote by remote e-voting or may participate at the AGM and vote through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. The remote e-voting module shall be disabled by Link Intime for voting thereafter.
- 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., 11<sup>th</sup> September, 2020, can obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [rplcorprelations@sasgroup.in](mailto:rplcorprelations@sasgroup.in). However, if you are already registered with LIPL 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., 11<sup>th</sup> September 2020, shall be entitled to avail the facility of remote e-voting and vote at the AGM through Insta Poll.

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

**A.** Login to Remote e-Voting website of Link Intime India Private Limited.

1. Open web browser by typing the following URL:  
<https://instavote.linkintime.co.in>
2. Click on "Login" tab, available under 'SHARE HOLDER' 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 ID;
  - c. Shareholders holding shares in Physical Form (i.e. Physical Share Certificate): Your User ID is Even 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 'SHARE HOLDER' 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).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
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"> <li>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.</li> </ul>
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.
Bank Account Number	<p>Enter the Bank Account Number as recorded in your demat account with depository or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> <li>Please enter the DOB/DOI or Bank Account Number in order to register. If the above-mentioned details are not recorded with the depository participants or company, please enter Even No. + Folio number in the Bank Account field as mentioned in instruction (VII-A-4-c).</li> </ul>

If you are holding shares in demat form and is already 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, 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**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Even 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/Abstain’ 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](mailto:enotices@linkintime.co.in) or Call us at Tel: 022 - 49186000.

#### **VIII. Information and instructions for Insta Poll:** Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll.

**IX. Information and instructions for Insta Poll:**

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL:  
<https://instameet.linkintime.co.in>
  - Select the "Company" and 'Event Date' and register with your following details:-
    - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
      - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
    - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. Mobile No.: Enter your mobile number.
    - D. Email ID: Enter your email id, as recorded with your DP/Company.
  - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- 1 On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 2 Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
- 3 After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 4 Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- 5 After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- 6 Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

- Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

- X. 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., September 11<sup>th</sup>, 2020.

- XI.** Ms. Richa Kumari, 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 in a fair and transparent manner.
- XII.** The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: [www.ramsonsprojects.com](http://www.ramsonsprojects.com) and on the website of RTA Link Intime India Private Limited at: <https://instavote.linkintime.co.in>. The result will simultaneously be communicated to the stock exchanges.

**Details of the Director seeking appointment/re-appointment at the forthcoming AGM of the Company (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
Experience/ Qualification	Mr. Sunil Sachdeva is a socially driven entrepreneur having in-depth experience in setting up various projects with outstanding achievements in various sectors and fields such as NBFC, Real Estate, Healthcare, Micro Finance etc.
DIN	00012115
List of Directorships held in other listed companies	He is a Director in only Listed Company 'Ramsons Projects Limited'
Membership of Committees of the Board of other company	Not Applicable for Listed Companies
Relationship between Directors	Mr. Sunil Sachdeva is brother of Mr. Yogesh Sachdeva
Shareholding in Ramsons Projects Limited	690500 Equity Shares

- **Detailed Resume of Mr. Sundeep Kalsi, seeking re-appointment as the Non-Executive Independent Director of the Company, in terms of Section 149 (6) and being eligible offers himself for re-appointment:**

Name of Director	Mr. Sundeep Kalsi
Date of Birth	30/12/1965
Date of Appointment	01/10/2007
Qualification	Post Graduate
Experience/ Qualification	Professional with degree of Post Graduation in Statistics and working experience of over 31 years in Business Development.
DIN	01493597
List of Directorships held in other listed companies	He is a Director in only Listed Company 'Ramsons Projects Limited'
Membership of Committees of the Board of other company	Not Applicable for Listed Companies
Relationship between Directors	Not Applicable
Shareholding in Ramsons Projects Limited	3000 Equity Shares

**By order of the Board of Directors**

  
**Megha Goel**  
**Company Secretary**  
**M. No. - A56111**

**Place: Gurugram**  
**Date: 21-08-2020**  
**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. 3 and 4 of the accompanying Notice:

**Item No 3:**

Mr. Sundeep Kalsi (DIN: 01493597) is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors of the Company on September 28, 2015 as an Independent Director. Mr. Sundeep Kalsi is Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

It is proposed to re-appoint Mr. Sundeep Kalsi as an Independent Directors under Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for another period of 5 years to hold the existing office. His background and experience and contributions made by him during his tenure, the association of Mr. Sundeep Kalsi would be beneficial to the Company and it is desirable to re-appoint Mr. Sundeep Kalsi as an Independent Director of the Company, w.e.f. 28<sup>th</sup> September, 2020 for a second term of five consecutive years commencing from 28<sup>th</sup> September, 2020 to 27<sup>th</sup> September, 2025.

Mr. Sundeep Kalsi is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Sundeep Kalsi that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..

Mr. Sundeep Kalsi is interested in the resolutions set out respectively at Item Nos. 3 of the Notice with regard to his respective appointment. The relatives of Sundeep Kalsi may be deemed to be interested in the resolutions set out respectively at Item Nos. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

**By order of the Board of Directors**

  
**Megha Goel**  
Company Secretary  
M. No. - A56111

**Place: Gurugram**

**Date: 21-08-2020**

**Item No 4:**

The Company had appointed Mr. Sunil Sachdeva as Managing Director of the Company for a period of five years from 01/08/2016 to 31/07/2021. The Members had subsequently approved the said appointment and terms of his remuneration.

Mr. Sunil Sachdeva, aged 54 years is a Managing Director of the Company having in-depth experience in setting up various projects with outstanding achievements. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sunil Sachdeva should be available to the Company for a further period of 5 (Five) years with effect from 1st August, 2021.

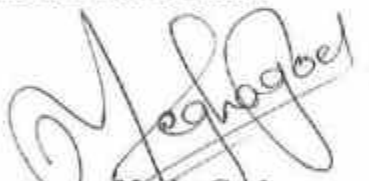
Mr. Sunil Sachdeva Chairman cum Managing Director of the Company is to be included in Directors liable to retire by rotation.

This is to be done in order to comply with the provisions of Section 152 of the Companies Act 2013 and rules made thereunder.

Mr. Sunil Sachdeva is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to their respective appointments. The relatives of Mr. Sunil Sachdeva may be deemed to be interested in the resolutions set out respectively at Item Nos. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company /their relatives is in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

**By order of the Board of Directors**



**Megha Goel**  
Company Secretary  
M. No. - A56111

**Place: Gurugram**

**Date: 21-08-2020**