



Ramsons Projects Ltd.

CIN : L74899DL1994PLC063708

Admn. Office : SAS Tower, Medanta, the Medicity, Sector - 38, Gurugram - 122001

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Ref. RPL/2022/151

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

Dear Sir/Madam,

Sub: Annual Report of the Company for the Financial Year 2021-22
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 2021-22 along with the Notice of 28th Annual General Meeting, which is being dispatched/ sent to members by permissible mode(s).

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

The Schedule of AGM is set out as follows:

<u>Event</u>	<u>Date</u>	<u>Time</u>
Cut Off date to vote on AGM Resolutions	15-07-2022	NA
Book Closure Period	16-07-2022 to 22-07-2022	NA
Commencement and End of E-Voting Period	19-07-2022	09.00 a.m. IST
End of E-Voting Period	21-07-2022	05.00 p.m. IST
AGM Date	22-07-2022	12.30 p.m. IST

This is for your information and records.

Thanking you,
For Ramsons Projects Limited

Pulkit Nagpal
Company Secretary cum
Compliance Officer

Annexure: 1

1. Copy of Annual Report 2021-22 and notice of 28th AGM of the Company



RAMSONS PROJECTS LIMITED

CIN: L74899DL1994PLC063708

**Reg. Off. 815, 8th Floor, Hemkunt Chamber,
Nehru Place New Delhi South Delhi 110019; Ph: 0124-4679000**

Website: <http://www.ramsonsprojects.com>; Email: corprelations@ramsonsprojects.com

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Annual General Meeting

Day & Date : Friday, July 22nd 2022

Time : 12:30 pm

Through Video Conferencing or Audio-Visual Means

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Director's take pleasure in presenting the 28th Annual Report together with Audited Annual Financial statements of the Company for the financial year ended March 31, 2022.

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 31-03-2022	For the Year ended 31-03-2021
Income from operations & Other income	33.42	62.48
Expenses except Depreciation	19.77	26.66
Depreciation	0.04	0.04
Profit/(Loss) before tax	13.60	35.78
Provision/Payment for Income Tax	0.58	(0.83)
Profit/(Loss) After Tax	13.02	36.61
Surplus brought forward from Previous Year	295.78	266.49
Surplus carried to Balance Sheet	306.19	295.78

OVERALL PERFORMANCE

During the year under review, your Company has earned Profit of Rs. 13.02 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 share 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. 2.60 Lakhs to statutory reserves u/s 45IC pursuant to requirement of RBI guidelines.

ABOUT COMPANY OPERATIONS IN PANDEMIC COVID-19

There has been no significant impact worth reporting in company financials pertaining to the Pandemic COVID-19 in the business operations of the Company.

DIVIDEND

Your Director's 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

STATUTORY AUDITORS & AUDITOR'S 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 25th September 2017. Their 1st term of five consecutive expires upon the conclusion of ensuing Annual General Meeting.

The Board of Directors has recommended for re-appointment of M/s. NVM & COMPANY, Chartered Accountants, as the Statutory Auditor of the Company for the 2nd term of five consecutive years from F.Y. 2022-23 to F.Y. 2026-27 at 28th Annual General Meeting of the Company, subject to the approval of shareholders in the Annual General Meeting. Further the auditors have confirmed that, their appointment would be in accordance with the Section 139 of the Act, and the rules made thereunder and that they are not disqualified in terms of Section 141 of the Act.

AUDITOR'S REPORT

The Auditor's Report does not contain any qualification, reservations or adverse remarks 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 2021-2022. 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 Promoter's Group was not in Demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015 read with Act.

The Promoter group of the Company has been apprised for the same. It has been informed to the Company that the process for dematerialization of the shares is in the process.

b. The outcome of the Board Meetings to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meetings held on 27.05.2021 and 10.08.2021 were 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 meeting in general only covers the approval of audited/ unaudited quarterly/ half yearly/ yearly financial results of the Company, whose intimation is primarily governed under the Regulation 33 of SEBI (LODR) Regulations, 2015. The same has been duly intimated to the stock exchange within the due time. And, merely to avoid duplicacies, since there was no new business transacted or approved in the board/ committee meeting(s) held in the FY 2021- 2022, no separate reporting under Regulation 30 of SEBI (LODR) Regulations 2015 has been made.

c. E-Form MR-1 w.r.t. re-appointment of Mr. Sunil Sachdeva as Managing Director of the Company w.e.f. 1st August 2021 is under the process of filling.

The same has already been taken up and necessary provisions have been made for filling the same.

d. The intimation regarding closure of Trading Window for the quarter ended on 31st December, 2021 and 31st March, 2022 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 5th January, 2022 and 2nd April, 2022 respectively against its prescribed timeline.

For the quarter ending on December 2021, the offices were shut in the month of January or were operative with limited capacity, due to the ongoing pandemic. Also, there were travel restrictions. Because of this, there was a delay in filing of the intimation for the trading window closure.

Further, for the quarter ending as on March, 2022 the inadvertent delay in filing of the intimation of trading window closure by 1 day was caused due to the technical glitch in the reporting access of the BSE Website.

e. Form DNBS-2 and DNBS-10 filed on 12th July, 2021 and 06th July, 2021 respectively against its prescribed timelines under the NBFC- Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

The delay in filling of the forms were unintentional and caused due to the repetitive errors and technical glitches in accessing the RBI portal while uploading the forms. The Company had repeated correspondences with the officials of the RBI for the redressal of the same, and as and when the issues & queries were resolved, the forms were uploaded within no time.

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 27/09/2021 and being eligible, he has been reappointed as Director of the Company in the AGM held for the Financial Year 2020-21.

Mr. Sunil Sachdeva, holding DIN: 00012115, being the retiring Director at the upcoming Annual General Meeting of the Company to be held on 22nd July, 2022, and being eligible, offered himself for re-appointment as Director at the ensuing Annual General Meeting of the Company.

Further, Ms. Jhum Jhum Sarkar, holding DIN: 07919658, being the Independent Director of the Company and whose period of office is liable to expire on 24th September, 2022 and being eligible, has offered herself for re-appointment as an Independent Director of the Company, to hold the office with effect from 25th September, 2022 to 24th September, 2027.

During the year under review, Ms. Megha Goel resigned from the office of Key Managerial Personnel dated 28.09.2021 and in place of Ms. Megha Goel, Ms. Pulkrit Nagpal was appointed as a Whole Time Company Secretary of the Company dated 21.10.2021.

Brief resume, pursuant to Regulation 36 of SEBI (LODR) Regulations 2015, for the Directors proposed to be appointed/ reappointed at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and their interest in other entities included in the other 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, 06 (Six) Board Meetings 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 details of the Whistle Blower Policy are covered in the Corporate Governance Report which form part of this Report.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

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

POLICY ON DIRECTOR'S APPOINTMENT, 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.

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.

Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also the Code of Conduct for directors and senior management personnel formulated by the company.

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.

ANNUAL RETURN

The Annual Return for the year ended on 31.03.2022 can be viewed through the below given website link <https://ramsonprojects.com/>.

Please note that since the Annual return to be prepared and required to be filed within 60 days from the date of Annual General Meeting of the Company, the copy of Annual return shall be uploaded on the website on the very same date filed with the Registrar of Companies and can be viewed through the above said link.

CONTRACTS/ ARRANGEMENT/ TRANSACTIONS WITH RELATED PARTIES

During the period under review, the Company has approved entering into a transaction with a related party with respect to the sale of land. The transaction is on arm length's basis and is reviewed by the audit committee of the Company.

A detailed disclosure of the transaction with the related party is annexed with this report in **Form AOC-2 as Annexure- IV.**

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 2021-2022.

PARTUCLARS OF FRAUD REPORTED BY THE AUDITOR

During the period under review, there is no such fraud reported by the Auditor under sub-Section 12 of Section 143 of the Act.

MATERIAL CHANGES

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

COMPLIANCE OF SECRETARIAL STANDARDS

During the period under review, the Company has complied with the applicable Secretarial Standards as issued by the ICSI.

PARTICULARS OF REMUNERATION OF DIRECTORS, KMP's AND EMPLOYEES

No salary has been paid to directors of the Company during the year. The salary paid to KMPs of the Company i.e., Company Secretary & Chief Financial Officer, amounts to Rs. 4,50,968/- in aggregate.

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

Date: 29//06/2022

Place: Gurugram

Sd/-

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

RAMSONS PROJECTS LIMITED
MANAGEMENT DISCUSSION AND ANALYSIS REPORT
NBFC – INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENT

Industry Structure and developments

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

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

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	For the Year ended
31-03-2022	31-03-2021

Income from operations & Other income	33.42	62.48
Expenses except Depreciation	19.77	26.66
Depreciation	0.04	0.04
Profit/(Loss) before tax	13.60	35.78
Provision/Payment for Income Tax	0.58	(0.83)
Profit/(Loss) After Tax	13.02	36.61
Surplus brought forward from Previous Year	295.78	266.49
Surplus carried to Balance Sheet	306.19	295.78

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 31-03-2022	As at 31-03-2021	Significant Change (If any) and Reason
a)	Current Ratio	13.30	13.31	Business Operations
b)	Operating Profit Margin (%)	39%	11%	Reduction in Business expenses
c)	Net Profit Margin (%)	39%	59%	Impact in Business Operations

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.

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

Sd/-

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: 29/06/2022

Annexure-II

RAMSONS PROJECTS LIMITED REPORT ON CORPORATE GOVERNANCE
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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 31st March, 2022.

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 31st March 2022, 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 31-03-2022	No. of Committee position as on 31-03-2022		No. of Board Meetings attended during the year	Attendance at the 27 th Annual General Meeting held on 27.09.2021
			Chairman	Member		
Mr. Sunil Sachdeva	Promoter & Executive	14	1	1	6	Yes
Mr. Yogesh Sachdeva	Promoter & Non – Executive	9	-	3	6	Yes

Mr. Sundeep Kalsi	Independent & Non-Executive	9	3	1	6	Yes
Ms. Jhum Jhum Sarkar	Independent & Non-Executive	-	-	2	6	No

includes directorship in private companies and excludes directorship held in Foreign Companies and LLP(s).

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

06 (six) Board Meetings were held during the year and the gap between two meetings did not exceed 120 days or as per the applicable circulars and guidelines of MCA. The dates on which the said meetings were held are as follows:

27 th May, 2021	10 th August, 2021	21 st October, 2021	08 th November, 2021	09 th February, 2022	23 rd March, 2022
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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) who 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.

Ms. Jhum Jhum Sarkar (DIN: 07919658) whose term expires on 24th September 2022 has proposed herself for re-appointment as Non- Executive Independent Director to hold office for a further period of 5 (five) consecutive years with effect from 25th September, 2022 to 24th September 2027.

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 33 years in Business Development.
Ms. Jhum Jhum Sarkar	Independent Non-Executive	Professional with over 18 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
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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, 2022, Five 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	5	5
Mr. Yogesh Sachdeva	5	5
Ms. Jhum Jhum Sarkar	5	5

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

27 th May, 2021	10 th August, 2021	08 th November, 2021	09 th February, 2022	21 st March, 2022
----------------------------	-------------------------------	---------------------------------	---------------------------------	------------------------------

(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, 2022, 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 09th February 2022.

(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:

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

(IV) Details of remuneration to Directors

During the Year 2021-22, no remuneration was paid to Executive Director, Non-Executive Directors and Independent Directors.

9. Stakeholders Relationship Committee

- (I) 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

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

During the financial year 2021-22, one (1) meeting of Stakeholder Relationship Committee was held on 09/02/2022 and was attended by all the Members of the Committee.

(III) Name and Designation of Compliance Officer

Ms. Pulkit Nagpal has been appointed as Company Secretary cum Compliance Officer of the Company w.e.f 21st October, 2021.

(IV) Details of Shareholder Complaints

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

10. Share Transfer Committee:

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

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

During the year under review 1 (One) meetings of the Share Transfer Committee were held on 09/02/2022 and was attended by all the members of the Committee.

Powers of Share Transfer Committee:

- (i) To approve issue of duplicate shares and resolve the dispute relating thereto.
- (ii) To approve Demat and Remat of shares.
- (iii) To resolve all issues relating to transfer of shares.
- (iv) 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, 2022. We also hereby confirm that during the year 01 demat request has been received by the Company and the security certificate surrendered for the Dematerialisation was confirmed by the RTA and accordingly the name of the depository was substituted in the register of members as the registered owner within the prescribed timelines.

11. 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
2018-19	Monday, 16th September, 2019	11:30 AM	Bellmondè Hotel located near Chattarpur Mandir Road, Shahoorpur, Extension, IIPM, Sat Bari, New Delhi 110074	No
2019-20	Friday, 18th September, 2020	11:30 A.M.	Through Two-way audio video conferencing	Yes
2020-21	Monday, 27th September, 2021	12: 00 P.M.	Through Two-way audio video conferencing	Yes

12. Postal Ballots

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

13. Other Disclosures

- During the Financial Year 2021-22, 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. 126850/- (Rupees One Lakh Twenty Six Thousand Eight Hundred Fifty Only), inclusive of taxes.
- 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 are 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.

14. 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.

15. Details of non-compliance and the Penalties imposed:

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

16. General Shareholder Information

I. AGM: Date and Time – Friday, 22nd July 2022, at 12:30 pm.

II. Financial Year

For the Financial Year 2022-23 results will be announced on (tentative dates):

First Quarter	10.08.2022
Second Quarter	04.11.2022
Third Quarter	07.02.2023
Fourth Quarter	30.05.2023

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 2022-23 have been paid.

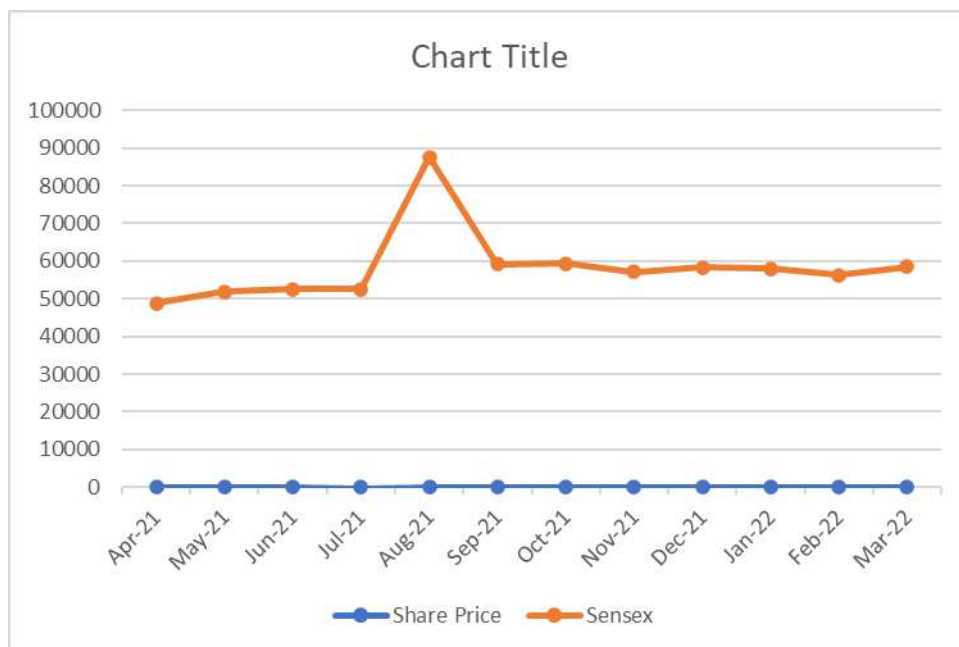
V. Stock Code:

Bombay Stock Exchange: 530925

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

Month	Open	High	Low	Close
Apr-21	11.28	11.55	10.44	11.28
May-21	10.44	10.44	9.22	10.44
Jun-21	9.5	9.78	9.03	9.5
Jul-21	9.3	17.45	9.30	9.3
Aug-21	15.7	15.70	10.65	15.7
Sep-21	14.85	19.49	8.40	14.85
Oct-21	16.2	18.40	14.80	16.2
Nov-21	17.4	20.80	16.65	17.4
Dec-21	18	19.50	17.10	18
Jan-22	19.2	20.00	14.65	19.2
Feb-22	15.4	16.15	12.00	15.4
Mar-22	12.4	17.15	12.40	12.4

VII. Performance in comparison with BSE Index



VIII. Registrar and Transfer Agent

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

IX. Share Transfer System

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 31/03/2022:

Ramsons Projects Limited						
DISTRIBUTION OF SHAREHOLDING (SHARES)						
SR.NO.	SHAREHOLDING OF SHARES			SHAREHOLDER	PERCENTAGE OF TOTAL	TOTALSHARES
1	1	to	500	879	82.4578	92278
2	501	to	1000	54	5.0657	46358
3	1001	to	2000	35	3.2833	56351
4	2001	to	3000	12	1.1257	29515
5	3001	to	4000	10	0.9381	37228
6	4001	to	5000	5	0.469	23400
7	5001	to	10000	26	2.439	222016
8	10001	to	*****	45	4.2214	2499354
Total				1066	100	3006500
						100

XI. Dematerialization of Shares and Liquidity

The Company's shares are available for dematerialization with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31st March 2022. 1569460 and 209608 equity shares

representing 52.20% and 6.97% 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

**5th Floor, Tower-A, SAS Towers,
Sector-38, Gurugram-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.

By order of the Board
For Ramsons Projects Limited

Sd/-

**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: 29/06/2022**

Head Office:

384P, Sector-40, Gurugram - 122003, Haryana, India.

Ph. +91-124-4267252

E-mail: compliance@kksinghassociates.com

kksinghassociates@gmail.com

Website: www.kksinghassociates.com

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

[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, 8th Floor, Hemkunt Chamber,
Nehru Place, New Delhi – 110019.

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

Based on our verification of the **Ramsons Projects Limited’s** books, papers, minute books, forms, returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, returns filed and other records maintained by **Ramsons Projects Limited** (“**The Company**”) for the financial year ended on 31st March, 2022 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; (**Clause 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 Promoter's Group was not in demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015 read with Act.*
- b) *The outcome of the Board Meetings to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meetings held on 27th May, 2021 and 10th August, 2021 were 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) *E-Form MR-1 w.r.t. re-appointment of Mr. Sunil Sachdeva as Managing Director of the Company w.e.f. 1st August 2021 is under process of filing.*
- d) *The intimation regarding closure of Trading Window for the quarter ended on 30th December, 2021 and 31st March, 2022 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 5th January, 2022 and 2nd April, 2022 respectively.*
- e) *Form DNBS 02 and DNBS 10 filed on 12th July, 2021 and 6th July, 2021 respectively against its prescribed timeline under the NBFC - – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.*

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 are change in the composition of the Board of Directors of the Company i.e. re-appointment of Director retires by rotation at the Annual General Meeting and also the re-appointment of Managing Director. The Company has complied with the provision of the Companies Act, 2013 for re-appointment of Director retires by rotation and re-appointment of Managing Director subject to observation given above.

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: 26/06/2022

for K. K. Singh & Associates
Company Secretaries

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

UDIN: A044237D000531702

*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, 8th Floor, Hemkunt Chamber,
Nehru Place, New Delhi – 110019.**

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

1. Maintenance and keeping of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws including Service Tax/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: 26/06/2022**

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

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

Head Office:

384P, Sector-40, Gurugram - 122003, Haryana, India.

Ph. +91-124-4267252

E-mail: compliance@kksinghassociates.com

kksinghassociates@gmail.com

Website: www.kksinghassociates.com

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, 2022 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 Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and representations made by the 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

CS Richa Singh
Partner
CP NO. - 16640

Place: Gurugram
Date: 26/06/2022

UDIN: A044237D000531735

Head Office:

384P, Sector-40, Gurugram - 122003, Haryana, India.

Ph. +91-124-4267252

E-mail: compliance@kksinghassociates.comkksinghassociates@gmail.comWebsite: www.kksinghassociates.com

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, 8th 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) 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 31st March, 2022 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	<u>00012115</u>	30/01/2007
Mr. Yogesh Sachdeva	<u>00171917</u>	22/12/1994
Mr. Sundeep Kalsi	<u>01493597</u>	01/10/2007
Ms. Jhum Jhum Sarkar	<u>07919658</u>	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.

For K.K. SINGH & ASSOCIATES
Company Secretaries

CS Richa Singh
Partner
CP NO. - 16640

Place: Gurugram
Date: 26/06/2022

UDIN: A044237D000531724

COMPLIANCE WITH CODE OF CONDUCT

As provided under Regulation 17 of SEBI (LODR) Regulations 2015, I, affirm that Board Members have confirmed compliance with the Codes of Conduct as applicable to them for the year ended 31st March, 2022.

For Ramsons Projects Limited

Sd/-

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

**Place: Gurugram
Date: 29/06/2022**

ANNEXURE- 4**FORM NO. AOC.2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship: **I G Solar Private Limited**

(b) Nature of contracts/arrangements/transactions: **Selling or otherwise disposing of the property of the Company.**

(c) Duration of the contracts/arrangements/transactions: **One time transaction**

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: The price at which the land is proposed to be sold to the related party is determined by the valuation report of the registered valuer and the same is on the arm's length basis.

(e) Date(s) of approval by the Board, if any: **23/03/2022**

(f) Amount paid as advances, if any: **No**

Form shall be signed by the persons who have signed the Board's report.

By order of the Board
For Ramsons Projects Limited

Sd/-

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: 29/06/2022



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 31st March 2022, 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.

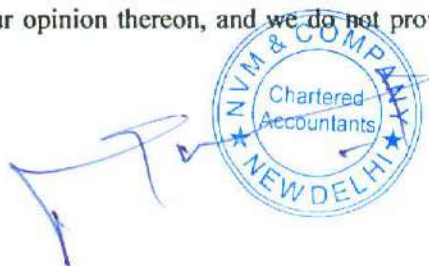
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, 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 2022. 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.



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 2022 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, 2020 ("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:

- 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.
- 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.
- 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.



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "MUM & COMPANY", "Chartered Accountants", and "NEW DELHI".

- (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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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, 2022 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



CA (Dr) Narender Satya Garg
Partner

Membership No.: 092032

Place: Gurugram

Date: 27.05.2022

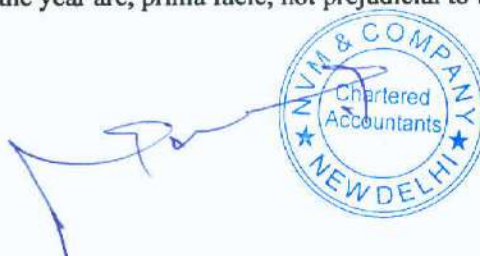
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Annexure 'A' to the Independent Auditors' Report

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

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have intangible assets.
 - (b) According to the information and explanations given to us, Property, Plant and Equipment 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 Property, Plant and Equipment. 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 (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) As there is no inventory during the year, the provisions of clause 3(ii)(a) of the Order are not applicable to the company.
 - (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
 - (a) The principal business of the company is to give loans, the provisions of clause 3(iii)(a) of the order is not applicable.
 - (b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.



- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
- (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013. Hence, reporting under clause 3(iii)(f) is not applicable.
- 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 31st March, 2022 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 2012-13 pending with Commissioner of Income Tax (Appeals).
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.



- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The company has not raised any money by way of public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) 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.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have not noticed any whistle blower complaints received by the company during the year.
- 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. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The internal audit of the company was conducted by the management of the company hence reports of internal audit are not available.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) 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.

- (b) The company is holding a valid certificate of registration issued by the RBI, hence reporting under clause 3(xvi)(b) of the order is not applicable.
 - (c) According to the information and explanations given to us the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the order is not applicable.
 - (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion, provisions of section 135 of the companies act, is not applicable on the company, hence the provisions of clause 3(xx)(a) and (b) of the Order are not applicable to the company.
- xxi. According to the information and explanations given to us the company is not a holding or subsidiary of any company, hence provisions of clause 3(xxi) of the order is not applicable to the company.

For NVM & Company.

Chartered Accountants

FRN: 012974N



CA (Dr) Narender Satya Garg

Partner

Membership No.: 092032

Place: Gurugram

Date: 27.05.2022

UDIN: 22092032AJTJWO8259

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, 2022 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, 2022 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



CA (Dr) Narender Satya Garg
Partner

Membership No.: 092032

Place: Gurugram

Date: 27.05.2022

UDIN: 2292032AJTJWO 8259

RAMSONS PROJECTS LIMITED

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

AUDITED BALANCE SHEET AS AT 31-Mar-22

PARTICULARS	NOTE	INR in Lakh	
		AS ON 31-Mar-22 (AUDITED)	AS ON 31-Mar-21 (AUDITED)
I ASSETS			
FINANCIAL ASSETS			
CASH & CASH EQUIVALENTS	3	6.92	4.50
OTHER FINANCIAL ASSETS	4	0.25	0.27
LOANS	5	266.69	253.35
INVESTMENTS	6	648.04	664.07
		<u>921.90</u>	<u>922.19</u>
NON FINANCIAL ASSETS			
PROPERTY, PLANT & EQUIPMENT	7	12.76	12.80
CURRENT TAX ASSET (NET)	8	3.70	2.43
OTHER NON FINANCIAL ASSETS	9	24.99	23.54
		<u>41.44</u>	<u>38.77</u>
TOTAL ASSETS		<u>963.34</u>	<u>960.96</u>
II LIABILITIES & EQUITY			
NON FINANCIAL LIABILITIES			
OTHER NON FINANCIAL LIABILITIES	10	2.70	2.31
EQUITY			
SHARE CAPITAL	11	300.65	300.65
OTHER EQUITY	12	659.99	658.00
		<u>960.64</u>	<u>958.65</u>
TOTAL LIABILITIES AND EQUITY		<u>963.34</u>	<u>960.96</u>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

NVM & CO. CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO.: 012974N

(CA (DR) NARENDER SATYA GARGI)
PARTNER
MEMBERSHIP NO. 092032



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

(SUNIL SACHDEVA)
MANAGING DIRECTOR
DIN: 000/2115

(SUNDEEP KALSI)
DIRECTOR
DIN: 01493597

(HARISH CHHABRA)
CFO
PAN: AFIPC0533M

(PANKIT NAOPAL)
COMPANY SECRETARY
M. NO. A66422

DATE: 27-MAY-22
PLACE: GURUGRAM

UDIN: 22092032AJTJW08259



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

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31-Mar-22

PARTICULARS	NOTE	[NR in Lakh (except per share data)]	
		PERIOD ENDED 31-Mar-22	PERIOD ENDED 31-Mar-21
REVENUE FROM OPERATIONS			
INTEREST INCOME	13	32.25	29.96
DIVIDEND INCOME		0.07	0.03
1 TOTAL REVENUE FROM OPERATIONS		32.32	29.99
2 OTHER INCOME		1.10	32.49
3 TOTAL INCOME (1+2)		33.42	62.48
EXPENSES:			
EMPLOYEE BENEFITS EXPENSE	15	8.24	7.46
DEPRECIATION AND AMORTIZATION EXPENSE	7	0.04	0.04
OTHER EXPENSES	16	11.53	19.20
4 TOTAL EXPENSES		19.81	26.70
5 PROFIT BEFORE TAX (3+4)		13.60	35.78
6 TAX EXPENSE			
CURRENT TAX		1.96	1.40
MAT CREDIT ENTITLEMENT		(1.38)	(2.24)
TAX EARLIER YEARS		-	(0.00)
		0.58	(0.83)
7 PROFIT AFTER TAX (5-6)		13.02	36.61
OTHER COMPREHENSIVE INCOME			
A) (I) ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS			
(II) INCOME TAX RELATING TO ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS		(11.03)	7.54
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			
8 OTHER COMPREHENSIVE INCOME / (LOSS) (NET OF TAX)		(11.03)	7.54
9 TOTAL COMPREHENSIVE INCOME (AFTER TAX) (7+8)		1.99	44.15
EARNINGS PER EQUITY SHARE (FACE VALUE OF RS.10/- EACH)			
A) BASIC (RS.)		0.43	1.22
B) DILUTED (RS.)		0.43	1.22

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

NVM & CO.CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO. 012974N

(CA (DR) NARENDER SATYA GARG)
 PARTNER
 MEMBERSHIP NO. 092032

DATE: 27-MAY-22
 PLACE: GURUGRAM

UDIN: 22092032AJTJW08259

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

(SUNIL SACHDEVA)
 MANAGING DIRECTOR
 DIN: 00072115

(SUNDEEP KALSI)
 DIRECTOR
 DIN: 01493597

(HARISH CHHABRA)
 CFO
 PAN: AFIPC0533M

(RUKIT NAGPAL)
 COMPANY SECRETARY
 M. NO. A56422

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

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31-Mar-22

PARTICULARS	PERIOD ENDED 31-Mar-22 (AUDITED)	INR in Lakh PERIOD ENDED 31-Mar-21 (AUDITED)
A. CASH FLOW FROM OPERATING ACTIVITIES		
PROFIT FOR THE YEAR	13.60	35.78
ADJUSTMENTS FOR:		
DEPRECIATION	0.04	0.04
INTEREST ON FDR	(0.02)	(0.02)
DIVIDEND INCOME	(0.07)	(0.03)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	13.55	35.77
ADJUSTMENTS FOR:		
CHANGES IN ASSETS AND LIABILITIES		
OTHER NON FINANCIAL LIABILITIES	0.39	(0.60)
OTHER NON FINANCIAL ASSETS	(2.71)	(1.53)
OTHER FINANCIAL ASSETS	0.03	-
CASH GENERATED FROM OPERATIONS	11.26	33.66
LESS: DIRECT TAXES PAID	0.58	-0.83
NET CASH FROM OPERATING ACTIVITIES: (A)	10.67	34.49
B. CASH FROM INVESTING ACTIVITIES		
DIVIDEND INCOME	0.07	0.03
WITHDRAWAL OF CAPITAL CONTRIBUTION	5.00	1.00
SALE OF INVESTMENTS	0.00	1.78
NET CASH USED IN INVESTING ACTIVITIES: (B)	5.07	2.81
C. CASH FLOW FROM FINANCING ACTIVITIES		
LOANS	(13.34)	(38.56)
NET CASH FLOW FROM FINANCING ACTIVITIES: (C)	(13.34)	(38.56)
NET INCREASE IN CASH AND CASH EQUIVALENT: (A+B+C)	2.41	(1.29)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	4.50	5.78
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	6.92	4.50

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

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

NVM & CO. CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO.: 012974N

(CA (DR) NARENDER SATYA GARG)
 PARTNER
 MEMBERSHIP NO. 092032

DATE: 27 MAY-22
 PLACE: GURUGRAM

UDIN: 22092032AJTJW08259

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: AFIP0533M

(PULKIT NAGPAL)
 COMPANY SECRETARY
 M. NO. A56422

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 PERIOD ENDED 31-Mar-22

PARTICULARS		NOTE	QUARTER ENDED			INR in Lakh (except per share data)	
			31-Mar-22 (AUDITED)	31-Dec-21 (UNAUDITED)	31-Mar-21 (AUDITED)	YEAR ENDED 31-Mar-22 (AUDITED)	YEAR ENDED 31-Mar-21 (AUDITED)
INCOME:							
1	REVENUE FROM OPERATIONS	13	7.95	8.14	7.98	32.32	29.99
2	OTHER INCOME	14	1.08	0.01	0.02	1.10	32.49
3	TOTAL INCOME (1+2)		9.03	8.14	7.99	33.42	62.48
EXPENSE:							
	A) EMPLOYEE BENEFITS EXPENSE	15	2.04	1.71	1.90	8.24	7.46
	B) DEPRECIATION AND AMORTIZATION EXPENSE	7	0.01	0.01	0.02	0.04	0.04
	C) LOAN LOSS PROVISIONS AND WRITE OFF		0.01	0.01	0.03	0.05	0.08
	D) OTHER EXPENSES	12	2.58	3.70	6.49	11.48	19.12
4	TOTAL EXPENSES		4.64	5.43	8.44	19.81	26.70
5	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (3-4)		4.39	2.71	-0.45	13.60	35.78
6	EXCEPTIONAL ITEMS		-	-	-	-	-
7	PROFIT BEFORE TAX (5+6)		4.39	2.71	-0.45	13.60	35.78
8	TAX EXPENSE		0.56	0.00	(5.07)	0.58	(0.83)
9	CURRENT TAX/MAT/TAX EARLIER YEARS		3.83	2.71	4.62	13.02	36.61
10	PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS (7-8)		-	-	-	-	-
11	PROFIT FROM DISCONTINUED OPERATIONS		-	-	-	-	-
12	TAX EXPENSE OF DISCONTINUED OPERATIONS		-	-	-	-	-
13	PROFIT FROM DISCONTINUED OPERATIONS (AFTER TAX) (10-11)		-	-	-	-	-
14	PROFIT FOR THE PERIOD (9+12)		3.83	2.71	4.62	13.02	36.61
15	OTHER COMPREHENSIVE INCOME		(14.28)	(0.41)	3.44	(11.03)	7.54
	A) (i) ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS		-	-	-	-	-
	(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		-	-	-	-	-
16	OTHER COMPREHENSIVE INCOME / (LOSS) (NET OF TAX)		(14.28)	(0.41)	3.44	(11.03)	7.54
17	TOTAL COMPREHENSIVE INCOME (AFTER TAX) (14+15)		(10.45)	2.30	8.06	1.99	44.15
18	EARNINGS PER EQUITY SHARE (FACE VALUE OF RS.10/- EACH)		0.13	0.13	0.15	0.43	1.22
	A) BASIC (RS.)		0.13	0.13	0.15	0.43	1.22
	B) DILUTED (RS.)		0.13	0.13	0.15	0.43	1.22

The financial results of the company for the quarter ended on 31-03-2022 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.

NVM & CO. CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO: 912974N

(CA [DR] NARENDER SATYA GARG)

PARTNER

MEMBERSHIP NO. 092032

DATE: 27-MAY-22
PLACE: GURUGRAM

UDIN: 22032032A3TJW08259

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

(SUNIL SACHDEVA)
MANAGING DIRECTOR
DIN: 00012115

(HARISH CHHADRA)
CFO
PAN: AFIPC0533M

(SUNDEEP KALSI)
DIRECTOR
DIN: 01493597

(POURAT NAGPAL)
COMPANY SECRETARY
M. NO. A56422

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 QUARTER AND PERIOD ENDED AS ON 31-Mar-22

PARTICULARS	QUARTER ENDED			YEAR ENDED	YEAR ENDED
	31-Mar-22 (AUDITED)	31-Dec-21 (UNAUDITED)	31-Mar-21 (AUDITED)	31-Mar-22 (AUDITED)	31-Mar-21 (AUDITED)
1. SEGMENT REVENUE					
A) FINANCING ACTIVITIES					
B) INVESTMENT ACTIVITIES	7.95	8.13	7.95	32.25	29.96
C) UNALLOCATED	-	0.01	0.03	0.07	0.03
TOTAL	1.08	0.01	0.02	1.10	32.49
LESS : INTER SEGMENT REVENUE	9.03	8.14	7.99	33.42	62.48
NET SALES/INCOME FROM OPERATIONS	9.03	8.14	7.99	33.42	62.48
2. SEGMENT RESULTS (PROFIT(+)/LOSS (-) BEFORE TAX AND INTEREST FROM EACH SEGMENT)					
[PROFIT(+)/LOSS(-) BEFORE INTEREST AND TAX FROM EACH SEGMENT]					
A) FINANCING ACTIVITIES					
B) INVESTMENT INCOME	7.95	8.13	7.95	32.25	29.96
C) UNALLOCATED	-	0.01	0.03	0.07	0.03
TOTAL	1.08	0.01	0.02	1.10	32.49
LESS :	9.03	8.14	7.99	33.42	62.48
I. INTEREST					
II. OTHER UNALLOCABLE EXPENDITURE NET OFF	4.64	5.15	8.83	19.81	26.70
III. UN-ALLOCABLE INCOME	-	-	-	-	-
TOTAL PROFIT BEFORE TAX	4.39	2.99	(0.83)	13.60	35.78
3. CAPITAL EMPLOYED					
A) FINANCING ACTIVITIES					
B) INVESTMENT ACTIVITIES	266.69	257.08	253.35	266.69	648.04
C) UNALLOCATED	648.04	661.75	664.07	648.04	659.31
TOTAL	45.91	41.78	41.23	45.91	40.40
	960.64	960.61	958.65	960.64	1,347.76

NVM & CO. CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO.: 012974N

(CA (DR) NARENDER SATYA GARG)

PARTNER

MEMBERSHIP NO. 092032

DATE: 27-MAY-22
PLACE: GURUGRAM

UDIN: 22032032AJTJW08259

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

(SUNIL SACHDEVA)
MANAGING DIRECTOR
DIN: 00012115

(HARISH CHHABRA)
CFO
PAN: AFIPC0533M

(SUNDEEP KALSI)
DIRECTOR
DIN: 01493597

(RULKIT NAGPAL)
COMPANY SECRETARY
M.NO. A56422

RAMSONS PROJECTS LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31-Mar-22

A) Equity Share Capital

	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Current Reporting Period	300.65	-	300.65	-	300.65
Previous Reporting Period	300.65	-	300.65	-	300.65

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	
Balance at the beginning of the current reporting period	82.08	295.78	280.14	658.00
Profit for the year	-	13.02	-	13.02
Transfer of retained earnings to statutory reserve	2.60	(2.60)	-	-
Total Comprehensive Income (Revaluation of investment)	-	-	3.25	3.25
Balance at the end of the current reporting period	84.69	306.19	283.39	674.27
Balance at the beginning of the previous reporting period	74.76	266.49	272.60	613.85
Profit for the year	-	36.61	-	36.61
Transfer of retained earnings to statutory reserve	7.32	(7.32)	-	-
Total Comprehensive Income (Revaluation of investment)	-	-	7.54	7.54
Balance at the end of the previous reporting period	82.08	295.78	280.14	658.00

(CA (DRI) NARENDER SATYA GARG)

(SUNIL SACHDEV) (SUNDEEP KALSI) (HARISH CHHABRA)

(PULKIT NAGPAL)



RAMSONS PROJECTS LIMITED
NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-Mar-22

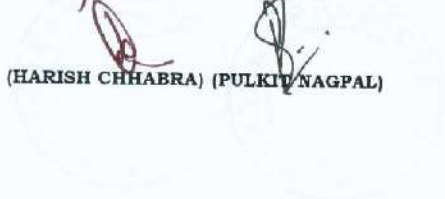
PARTICULARS	INR in Lakh	
	AS ON 31-Mar-22	AS ON 31-Mar-21
3 CASH & CASH EQUIVALENTS		
INTEREST ACCRUED ON BANK DEPOSITS	0.12	0.10
CASH IN HAND (AS CERTIFIED BY THE MANAGEMENT)	1.52	0.32
BALANCES WITH BANKS IN CURRENT ACCOUNTS	5.28	4.07
	6.92	4.50
4 OTHER FINANCIAL ASSETS		
BANK DEPOSITS WITH MORE THAN 12 MONTHS MATURITY	0.25	0.25
DIVIDEND ACCRUED ON INVESTMENT IN SHARES	-	0.02
	0.25	0.27

(CA (DR) NARENDER SATYU GARG)



(SUNIL SACHDEVA) (SUNDEEP KALSI)

(HARISH CHHABRA) (PULKIT NAGPAL)



RAMSONS PROJECTS LIMITED
NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-Mar-22

5 LOANS

PARTICULARS	AS ON 31-Mar-22		AS ON 31-Mar-21	
	AT	TOTAL	AT	TOTAL
	AMORTISED COST		AMORTISED COST	
LOAN PORTFOLIO (UNSECURED CONSIDERED GOOD)	267.76	267.76	254.37	254.37
LESS: IMPAIRMENT LOSS ALLOWANCE	(1.07)	(1.07)	(1.02)	(1.02)
	266.69	266.69	253.35	253.35
LOANS IN INDIA				
OTHERS	267.76	267.76	254.37	254.37
LESS: IMPAIRMENT LOSS ALLOWANCE	(1.07)	(1.07)	(1.02)	(1.02)
	266.69	266.69	253.35	253.35
SUMMARY OF LOANS BY STAGE DISTRIBUTION				
GROSS CARRYING AMOUNT		STAGE 1		STAGE 1
LESS: IMPAIRMENT LOSS ALLOWANCE		267.76		254.37
		(1.07)		(1.02)
		266.69		253.35

6 NON-CURRENT INVESTMENTS

PARTICULARS	AS ON 31-Mar-22		AS ON 31-Mar-21	
	AMOUNT	NO. OF SHARES/UNITS	AMOUNT	NO. OF SHARES/UNITS
AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME				
HDFC BANK LTD (SHARES OF CENTURION BANK OF PUNJAB MERGED WITH HDFC BANK LTD)	5.44	370	5.53	370
HINDALCO INDUSTRY	0.57	100	0.33	100
UFLEX LTD.	1.52	250	0.94	250
(FORMERLY KNOWN AS FLEX IND. LTD.)				
UNITED BREWERIES LTD	12.16	817	10.14	817
(MBIL MERGED WITH UNITED BREWERIES LTD)				
JAI PRAKASH ASSOCIATES LTD.	0.06	750	0.05	750
(FORMERLY KNOWN AS J.P. INDUSTRIES)				
TOTAL (A)	19.76		16.99	
AT COST				
CAPITAL CONTRIBUTION IN LLP				
SV CORPORATION LLP	379.00		384.00	
AT FAIR MARKET VALUE				
INVESTMENT IN SHARE				
SAS SERVIZIO PRIVATE LIMITED	249.29		263.08	
(8,62,560 BONUS SHARES WITH THE FAIR MARKET VALUE OF RS. 28.90/SHARES)				
TOTAL (B)	628.29		647.08	
TOTAL (A+B)	648.04		664.07	
OUT OF ABOVE INVESTMENTS IN INDIA	648.04		664.07	

(CA (DR) NARENDER SATYI GARG)



(SUNIL SACHDEVA)

(SUNDEEP KALSI)

(HARISH CHHABRA)

(PULKIT NAGPAL)



RAMSONS PROJECTS LIMITED
NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-Mar-22

7 PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	LAND	BUILDINGS	FURNITURE AND FIXTURES	VEHICLES	OFFICE EQUIPMENT	INR in Lakh TOTAL
GROSS BLOCK						
BALANCE AS AT 1ST APRIL, 2020	11.20	2.35	0.50	0.27	0.86	15.19
ADDITIONS DURING THE YEAR	-	-	-	-	-	-
DEDUCTIONS DURING THE YEAR	-	-	-	-	-	-
BALANCE AS AT 31ST MARCH, 2021	11.20	2.35	0.50	0.27	0.86	15.19
BALANCE AS AT 1ST APRIL, 2021	11.20	2.35	0.50	0.27	0.86	15.19
ADDITIONS DURING THE YEAR	-	-	0.50	-	-	-
DEDUCTIONS DURING THE YEAR	-	-	-	-	0.86	1.36
BALANCE AS AT 31ST MARCH, 2022	11.20	2.35	-	0.27	-	13.82
ACCUMULATED DEPRECIATION AND IMPAIREMENT						
BALANCE AS AT 1ST APRIL, 2020	-	0.72	0.50	0.27	0.86	2.35
ADDITIONS DURING THE YEAR	-	0.04	-	-	-	0.04
DEDUCTIONS DURING THE YEAR	-	-	-	-	-	-
BALANCE AS AT 31ST MARCH, 2021	-	0.75	0.50	0.27	0.86	2.39
BALANCE AS AT 1ST APRIL, 2021	-	0.75	0.50	0.27	0.86	2.39
ADDITIONS DURING THE YEAR	-	0.04	-	-	-	0.04
DEDUCTIONS DURING THE YEAR	-	-	0.50	-	0.86	1.36
BALANCE AS AT 31ST MARCH, 2022	-	0.79	-	0.27	-	1.06
NET CARRYING AMOUNT AS AT 01ST APRIL, 2020	11.20	1.63	-	-	-	12.83
NET CARRYING AMOUNT AS AT 31ST MARCH, 2021	11.20	1.60	-	-	-	12.80
NET CARRYING AMOUNT AS AT 31st MARCH, 2022	11.20	1.56	-	-	-	12.76

(CA (DR) NARENDER SATYA GARG)



(SUNIL SACHDEVA) (SUNDEEP KALSI)

(HARISH CHHABRA) (PULKIT NAGPAL)



RAMSONS PROJECTS LIMITED
NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-Mar-22

PARTICULARS	INR in Lakh	
	AS ON 31-Mar-22	AS ON 31-Mar-21
8 CURRENT TAX ASSET (NET)		
TAX DEDUCTED AT SOURCE (NET)	3.70	2.43
	3.70	2.43
9 OTHER NON FINANCIAL ASSETS		
MINIMUM ALTERNATIVE TAX ENTITLEMENT	24.92	23.54
PREPAID EXPENSES	0.07	-
	24.99	23.54


 (CA (DR) NARENDER SATYA GARG)




 (SUNIL SACHDEVA)


 (SUNDEEP KALSI)


 (HARISH CHHABRA)


 (PULKIT NAGPAL)



RAMSONS PROJECTS LIMITED
NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-Mar-22

Particulars	AS ON 31-Mar-22	INR in Lakh AS ON 31-Mar-21
10 OTHER NON FINANCIAL LIABILITIES		
EXPENSES PAYABLE	2.70	2.31
	2.70	2.31

11 SHARE CAPITAL

PARTICULARS	AS ON 31-Mar-22	AS ON 31-Mar-21
(i) AUTHORISED SHARE CAPITAL 40,00,000 (PY 40,00,000) EQUITY SHARES OF RS.10/- EACH	400.00	400.00
(ii) ISSUED, SUBSCRIBED, & PAID UP 30,06,500 (PY 30,06,500) EQUITY SHARES OF RS.10/- EACH FULLY PAID UP	300.65	300.65
Total	300.65	300.65
(iii) RECONCILIATION OF SHARES AT THE END AND AT THE BEGINNING OF THE YEAR OPENING BALANCE ADD: ISSUED DURING THE YEAR	300.65 -	300.65 -
	300.65	300.65

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

NAME OF THE SHAREHOLDER	% OF SHARES HELD	NO. OF SHARES HELD	% OF SHARES HELD	NO. OF SHARES HELD
SUNIL SACHDEVA	22.97%	6,90,500	22.97%	6,90,500
PANKAJ MANI SACHDEVA	6.53%	1,96,400	6.53%	1,96,400
S.A.S. INFOTECH PVT. LTD.	16.98%	5,10,454	16.98%	5,10,454
		13,97,354		13,97,354

**(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.**

Shares held by promoters at the end of the year

S.No	Promoter name	No. of Shares	%of total shares	% Change during the year
1	SUNIL SACHDEVA	6,90,500	22.97%	-

12 OTHER EQUITY

Particulars	AS ON 31-Mar-22	AS ON 31-Mar-21
A PROFIT & LOSS A/C		
BALANCE AS AT THE BEGINNING OF THE YEAR	295.78	266.49
ADD: PROFIT/(LOSS) FOR THE YEAR	13.02	36.61
LESS: TRANSFER TO STATUTORY RESERVE U/S 45IC	(2.60)	(7.32)
BALANCE AS AT THE END OF THE YEAR	306.19	295.78
B STATUTORY RESERVE U/S 45IC OF RBI ACT		
BALANCE AS AT THE BEGINNING OF THE YEAR	82.08	74.76
ADD: RESERVE CREATED OUT OF PROFITS DURING THE YEAR	2.60	7.32
BALANCE AS AT THE END OF THE YEAR	84.69	82.08
C OTHER RESERVES - OTHER COMPREHENSIVE INCOME ON INVESTMENTS		
BALANCE AS AT THE BEGINNING OF THE YEAR	280.14	272.60
ADDITION/(REDUCTION) DURING THE YEAR	(11.03)	7.54
BALANCE AS AT THE END OF THE YEAR	269.11	280.14
TOTAL (A+B+C)	659.99	658.00

(CA (DR) NARENDER SATYA GARG)



(SUNIL SACHDEVA) (SUNDEEP KALSI) (HARISH CHHABRA) (PULKIT NAGPAL)



RAMSONS PROJECTS LIMITED
NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31-Mar-22

PARTICULARS	INR in Lakh	
	AS ON 31-Mar-22	AS ON 31-Mar-21
13 REVENUE FROM OPERATIONS		
INTEREST FROM FINANCING ACTIVITIES	32.25	29.96
DIVIDEND INCOME	0.07	0.03
	32.32	29.99
14 OTHER INCOME		
INTEREST ON INCOME TAX REFUND	-	0.05
COMPENSATION INCOME FOR LAND ACQUIRED	1.08	32.42
INTEREST ON FDRS	0.02	0.02
	1.10	32.49
15 EMPLOYEE BENEFITS EXPENSES		
SALARY	8.01	7.20
STAFF WELFARE EXPENSES	0.23	0.26
	8.24	7.46
16 OTHER EXPENSES		
AUDITORS REMUNERATION	0.95	1.12
ADVERTISING EXPENSE	0.24	0.44
RATES & TAXES	1.58	1.56
DOMAIN & SERVER CHARGES	0.36	0.20
LEGAL AND PROFESSIONAL CHARGES	6.96	12.40
OFFICE MAINTENANCE	0.23	0.57
ENPANELMENT FEES	0.10	-
FILING FEES	0.30	0.23
INVESTMENT WRITTEN OFF	-	1.78
TELEPHONE EXPENSE	0.06	0.06
TRAVELLING AND CONVEYANCE EXPENSES	0.17	0.17
STAMP DUTY CHARGES	0.02	-
BANK CHARGES	0.08	0.06
MISCELLANEOUS EXPENDITURE	0.43	0.45
PROVISION OF DOUBTFUL DEBTS - STANDARD ASSETS	0.05	0.15
	11.53	19.20

(CA (DR) NARENDER SATYA GARG)



(SUNIL SACHDEVA) (SUNDEEP KALSI)

(HARISH CHHABRA) (PULKIT NAGPAL)



RAMSONS PROJECTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDING MARCH 31, 2022

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 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 recognised 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 recognised. 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 recognised 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

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

Interest income from a financial asset is recognised 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

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.



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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.



Two handwritten signatures in red ink are located on the right side of the page. The first signature is a stylized 'H' or 'K' shape. The second signature is more complex, appearing to be 'Pankaj' or similar, with a small flourish below it.

RAMSONS PROJECTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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	95,000
Service Tax/GST	17,100	17,100
	1,12,100	1,12,100

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

Particulars	Current Year (INR)	Previous Year (INR)
a) Net profit/(loss) after tax available for equity shareholders (Rs.)	13,02,041	36,60,884
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.)	0.43	1.22

- (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:



INR 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
Performing Assets						
Standard	Stage 1	267.76	1.07	266.69	1.07	-
Non-Performing Assets (NPA)						
Sub-standard	NA	-	-	-	-	-
Doubtful	NA	-	-	-	-	-
Total	Stage 1	267.76	1.07	266.69	1.07	-

- (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 31.03.2022.

b) **Associates:**

There is no associate as on 31.03.2022.

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 LLP
 SAS 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.
 Ramsons Organics Ltd.



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Sumel Heights Private Ltd.

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

Related party balances outstanding as on 31-03-2022						(INR in Lakhs)	
Categories	a	b	c	d	e	Total Current period	Total Previous Year
Investment in Capital contribution to LLP							
SV Corporation LLP	-	-	-	-	379.00	379.00	384.00
SAS Servizio Pvt. Ltd.					249.29	249.29	263.08

For NVM & Co.

Chartered Accountants

FRN: 012974N

(CA (Dr) Narender Satya Garg)

Partner

Membership No. 092032

Date: 27.05.2022

Place: Gurugram

UDIN:

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

(Sunil Sachdeva)

Managing Director

DIN: 00012115

(Harish Chhabra)

CFO

PAN: AFIPC0533M

(Sundeep Kalsi)

Director

DIN: 01493597

(Purkit Nagpal)

Company Secretary

M. No. A56422

RAMSONS PROJECTS LIMITED
CIN-L74899DL1994PLC063708

Regd. Office - 815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019
 Corp. Office - 5th Floor, Tower-B, SAS Tower, Sector-38, Gurgaon-122001 (Hr)
 Phone No +91-0124-4679000, Email: rplcorprelations@sasgroup.in,
 Website: www.ramsonsprojects.com

NOTICE OF 28th ANNUAL GENERAL MEETING

Notice is hereby given that the **28th Annual General Meeting** of the Members of **M/s. RAMSONS PROJECTS LIMITED** will be held on **Friday, 22nd July 2022 at 12:30 P.M.**, through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) 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, 2022 and the Reports of Auditors’ & the Board of Directors’ thereon.**

“**RESOLVED THAT** the audited annual financial statements of the Company for the financial year ended March 31, 2022 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.”

- 3. To consider and if thought fit, to pass either with or without modification(s), the following resolution, as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 139 and 142 of the Companies Act, 2013, read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions, read with applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and certificate under Section 141 read with Section 139 of the Companies Act, 2013, having been received from M/s. NVM & COMPANY, FRN:012974N, being eligible offers themselves for appointment, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of following sixth Annual General Meeting for a term of five financial years i.e. FY 2022-23 to FY 2026-27, at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

- 4. To consider the re- appointment of Ms. Jhum Jhum Sarkar (DIN: 07919658) as a Non-Executive Independent Director on the Board of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of the SEBI (LODR) Regulations 2015, and pursuant

to Article of Association of the Company, Ms. Jhum Jhum Sarkar (DIN: 07919658), Independent Director of the Company whose period of office is liable to expire on 24th September, 2022 and who has submitted a declaration that she meets the criteria of Independence under section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, and whose re-appointment for a second term as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold the office with effect from 25th September, 2022 to 24th September, 2027 and the term shall not be subject to retirement by rotation.

5. To consider and if thought fit, to pass the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and subject to compliance with SEBI Regulations, wherever applicable consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to borrow such sums, in lump sum or in tranches from time to time for the purpose of Business of the Company from Banks, Financial institutions, NBFC/MFI(s), Body Corporate(s), either in Indian Rupees and/or in such other foreign currencies as may be permitted under law from time to time, provided that the total amount so borrowed by the Board shall not at any time exceed INR 30 Crores (Indian Rupees Thirty Crores) and that the Board be and is hereby empowered and authorized to empowered to fix the terms & conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

By order of the Board of Directors

Sd/-

Pulkit Nagpal
Company Secretary
M. No. - A56422

Place: Gurugram
Date: 29th June, 2022

NOTES: -

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has through its General Circular No. 02/2022 Dated 05th May, 2022 in continuation to its previous General circular dated January 14, 2021, read together with circulars dated May 5, 2020, 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 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 2022 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 16/07/2022 to 22/07/2022 (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, 1st 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 /update.
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: corprelations@ramsonspj.com 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 28th AGM along with the Annual Report 2021-22, 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 28th AGM and the Annual Report for the Financial Year 2021-22 will also be available on the Company's website: www.ramsonspj.com for their download. For any communication or assistance, the Members may also send requests to the Company's investor E-mail ID: corprelations@ramsonspj.com.
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
22. The notice of the 28th 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 28th 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 19th July, 2022 (09:00 am) and ends on 21st July, 2022 (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 15th July, 2022, 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., 15th July 2022, can obtain the login ID and password by sending a request at enotices@linkintime.co.in or

corprelations@ramsonspj.com. 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., 15th July, 2022, 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:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> ► Set the password of your choice (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). ► Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, 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.
<p>For Institutional Shareholders</p>	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at 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.</p>

In Case, Individual Shareholders holding securities in Physical mode, and e-voting service Provider is LINKINTIME, have forgotten the password, they are required to follow the following:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members are having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

In Case, Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password, they are required to follow the following:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the ‘Frequently Asked Questions (‘FAQs’)’ and **Instavote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

General Guidelines for shareholders

1. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
2. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.

VIII. 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).

IX. 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 (corprelations@ramsonsprojects.com) 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 panel list, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panel list 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.

X. 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 or contact on: - Tel: 022-49186175.

- XI. 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.
- XII.** The voting rights of Members shall be in proportion to their shares of the paid-up equity Share Capital of the Company as on the cut-off date i.e., 15th July, 2022.
- XIII.** 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.
- XIV.** 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 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	22-12-1994
Qualification	Bachelor's in science
Expertise in specific functional area	Business Development Management
DIN	00012115

List of Directorships held in other listed companies	Not Applicable
Membership of Committees of the Board of other company	Not Applicable
Relationship between Directors	Brother of Mr. Yogesh Sachdeva
Shareholding in Ramsons Projects Limited	6,90,500

➤ **Detailed Resume of Ms. Jhum Jhum Sarkar seeking re-appointment as an Independent Director:**

Name of Director	Ms. Jhum Jhum Sarkar
Date of Birth	01-10-1972
Date of Appointment	25-09-2017
Qualification	Post Graduate & Law Graduate from Delhi University
Expertise in specific functional area	Professional with over 18 years of experience and exposure in corporate ; commercial law, contractual, Consumer, Civil Criminal matters, Consumer cases, Labor matters, trade mark, patent, statutory and regulatory Compliance.
DIN	0791917
List of Directorships held in other listed companies	-
Membership of Committees of the Board of other company	-
Relationship between Directors	-
Shareholding in Ramsons Projects Limited	NIL

By order of the Board of Directors

Sd/-

Pulkit Nagpal
Company Secretary
M. No. - A56422

Place: Gurugram
Date: 29th June, 2022

**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 statements sets out all material facts relating to the business mentioned under Item No. 4 & 5 of the accompanying Notice:

Item No 4:

Ms. Jhum Jhum Sarkar (DIN: 07919658) is a Non-Executive (Independent) Director of the Company. She joined the Board of Directors of the Company on September 25, 2017 as an Independent Director. Ms. Jhum Jhum Sarkar is an Independent Director of the Company and has held the positions as such for almost 5 (five) years now.

It is proposed to re-appoint Ms. Jhum Jhum Sarkar as an Independent Director 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. Her background and experience and contributions made by her during her tenure, the continued association of Ms. Jhum Jhum Sarkar would be beneficial to the Company, and it is desirable to re-appoint Ms. Jhum Jhum Sarkar as an Independent Director of the Company, w.e.f. 25th September, 2022 for a second term of five consecutive years commencing from 25th September, 2022 to 24th September, 2027.

The Nomination and Remuneration Committee and the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Jhum Jhum Sarkar as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The required details of Ms. Jhum Jhum Sarkar pursuant to SS-2 are given in annexure to this notice.

Ms. Jhum Jhum Sarkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has also received declaration from Ms. Jhum Jhum Sarkar that she meets 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.

Ms. Jhum Jhum Sarkar is interested in the resolution set out respectively at Item Nos. 4 of the Notice with regard to her respective appointment. The relatives of Ms. Jhum Jhum Sarkar may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 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, except to the extent of their shareholding interest, if any, in the Company.

Item No. 5

The Company being a NBFC, having the object to carry on the business of Lending, Installment Financing, providing working capital and Term Loan Facilities to Small and Medium Business enterprises. The company is required to borrow from banks and financial institutions, Body Corporates from time to time to meet the fund requirement of the Company to carry on its business.

To borrow any sum or sums of money from time to time exceeding the aggregate of the paid-up capital, free reserves & securities premium of the Company requires approval of the shareholders in terms of Section 180 of the Companies Act, 2013.

Considering the above your directors recommend resolutions to the Shareholders to be passed as “Special Resolution”.

None of the Directors and any key managerial person and their relatives is interested in the Resolution, financially or otherwise, except to the extent of their shareholding interest, if any, in the Company.

By order of the Board of Directors

Sd/-

**Pulkit Nagpal
Company Secretary
M. No. - A56422**

**Place: Gurugram
Date: 29th June, 2022**



CIN : L74899DL1994PLC063708

Admn. Office : SAS Tower, Medanta, the Medicity, Sector - 38, Gurugram - 122001

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

Email : corprelations@ramsonsprojects.com

Website : www.ramsonsprojects.com


Ref No: 2022/RPL/123

Date: 27/05/2022

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 31st March 2022.

For Ramsons Projects Limited


Sunil Sachdeva
Managing Director
DIN-00012115


Harish Chhabra
Chief Financial Officer