

Ramsons Projects Limited

Annual Report 2008-09

Registered Office: 21-A, Janpath New Delhi - 110001

Ramsons Projects Limited

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Board of Directors

Sri Yogesh Sachdeva	Chairman
Sri Ram Lal Sachdeva	Managing Director
Sri Sunil Sachdeva	Director
Sri Vinod Madan	Whole Time Director
Sri Sundeeep Kalsi	Independent Director
Sri Sanjay Batra	Independent Director
Sri Harvinder Singh	Independent Director
Sri R P Sharma	Independent Director
Sri Krishan Kumar	Independent Director
Sri S P Sati	Independent Director

Company Secretary

Shri Bipin Bihare

Auditors

Sandeep Kumar & Associates

Chartered Accountants

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RAMSONS PROJECTS LIMITED

Regd. Off. : 21-A, Janpath, New Delhi - 110001

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **FIFTEENTH ANNUAL GENERAL MEETING** of the Members of M/S. RAMSONS PROJECTS LTD. will be held on Friday, the 18th day of September, 2009 at 1.00 P.M. at Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009 and the Profit and Loss Account for the year ended on that date the Report of Directors & Auditors' thereon.
2. Mr. Shiv Prakash a Director, who retires by rotation and has shown his unwillingness to be re-appointment as director.
3. Mr. Krishan Kumar a Director, who retires by rotation and has shown his unwillingness to be re-appointment as director.
4. To appoint M/s. Sandeep Kumar. & Associates, Chartered Accountants, as Statutory Auditors of the company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise Board of Directors to fix their remuneration.

SPECIAL BUSINESS:-

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

"Resolved That, pursuant to the provisions of section 262 of the Companies Act, 1956 and Article 86 of the Company's Articles of Association Mr. Naresh Ajwani be and is hereby appointed a director in the casual vacancy caused by the resignation of Mr. Harvinder Singh."

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

"Resolved That, pursuant to the provisions of section 262 of the Companies Act, 1956 and Article 86 of the Company's Articles of Association Mr. Neeraj Sehgal be and is hereby appointed a director in the casual vacancy caused by the resignation of Mr. R P Sharma."

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

"RESOLVED THAT pursuant to provisions of sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Ram Lal Sachdeva as Managing Director of the Company for a period of five years with effect from 1st September, 2009 upon the terms and conditions including remuneration as set out in the draft agreement submitted to the meeting and initialled by the Chairman, for the purpose of identification, which draft agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or the Agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to between the Directors and Mr. Ramlal Sachdeva.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

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

“Resolved That the consent of the Company be and is hereby accorded to the Board of Directors of the company borrowing from time to time any sum or sums of money not exceeding Rs. 20.00 Crore (Rupees Twenty Crore) in excess of the aggregate of the paid-up capital of the Company and its free reserves (*i.e.* reserves not set apart for any specific purpose) as provided in section 293(1)(d) of the Companies Act, 1956, and in addition to any temporary loans obtained from the Company's bankers in the ordinary course of business.”

By order of the Board of Directors

Registered Office:

21-A, Janpath
New Delhi - 110 001

(Bipin Bihare)
Company Secretary

Date: 24th August, 2009



NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy, in order to be valid and effective, must be deposited at the Registered office of the company, not later than 48 hours before the meeting.
3. The Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956, setting out material facts in respect of the Special Business under Item No. 5 to 8 are annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Wednesday, 16-09-2009 to Friday, 18-09-2009 (both days, inclusive).
5. The Members holding shares in physical form are requested to intimate to the Registrar and Transfer Agent, Link Intime India Private Limited, A-40, Second Floor, Naraina Industrial Area, Phase-II (Near Batra Banquet Hall) Delhi-110 028, change of address, if any, at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.
6. Members holding shares in more than one folio in identical order of names are requested to write to R&TA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
7. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.
8. Members / Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SEC.173 (2) OF THE COMPANIES ACT, 1956

Item No. 5

Mr. Naresh Ajwani, age about 47 years, has been proposed to be appointed as Director of the company in the casual vacancy caused by the resignation of Mr. Harvinder Singh dated 18th September, 2009. Mr. Naresh Ajwani is a Post Graduate in Public Administration from University of Rajasthan, and has done the Business Leadership Programme from the Indian Institute of Management, Kolkata, India. Mr. Ajwani has more than 24 years of operational experience in diverse functions including Sales, Marketing, Human Resources and Corporate Affairs. During his career, he has had experience in Sales and Marketing with Sify Limited, Blue Star Ltd., Network Ltd., UDI Yellow Pages, Sterling Computers, Sterling Cellular Ltd. and Mitsubishi Mobile Phones (HAT Group). He is known for his pioneering of new ideas and approaches towards development of mass models vide hybridizing technologies and business segments. Mr Ajwani is a passionate believer in the Internet Eco-system and has been closely involved with various government committees for Internet Governance.

He has been serving the industry in various roles and capacities like representing APNIC as a member of NRO (Number Resource Organization); Secretary of ISPAI (Internet Service Providers Association of India); President of the Cyber Café Association of India (CCAOI) and a Director of the NIXI (National Internet Exchange of India) Board; as member of the CII National Committee on IT, ITES & e-Commerce; and, on the FICCI Committee on Commerce & Digital Economy.

Mr. Ajwani currently does not hold any equity shares in Ramsons Projects Limited and he is not as a director in any company.

The resolution is proposed for your approval. Mr. Ajwani may be deemed to be considered or interested in the passing of the resolution appointing himself.

None of other Directors are deemed to be concerned or interested in the passing of the resolution.

Item No. 6

Mr. Neeraj Sehgal, age 39 years, has been proposed to be appointed as Director of the company in the casual vacancy caused by the resignation of Mr. R P Sharma dated 18th September, 2009. He is qualified MBA. An experience of fifteen years across Retail Banking, Insurance and Wealth Management and Advisory business has seen Mr. Sehgal serve in senior capacities across diverse markets and functions. He has worked with leading Multinational Corporations such as Citibank, Tata-AIG and Fullerton Financial in India and the UAE, where he has managed strategic and leadership assignments. He has been involved in various start-up ventures and has considerable experience in setting up new businesses and expanding businesses in new territories. This will be of critical importance in his role as President, Business Strategy, SV Creditline Pvt. Ltd.

Mr. Sehgal currently does not hold any equity shares in Ramsons Projects Limited and he is not as a director in any company.

The resolution is proposed for your approval. Mr. Sehgal may be deemed to be considered or interested in the passing of the resolution appointing himself.

None of other Directors are deemed to be concerned or interested in the passing of the resolution.

Item No. 7

Mr. Ram Lal Sachdeva is Graduate. He was appointed as director on 10.01.1995 and by his skill and devotion towards the company his name has been proposed for appointment as the Managing Director of the company. He has sound knowledge and experience in the area of marketing and administrations. He is also a founder member of the company and having rich experience and sound knowledge of economics and administration of the business.

The Board of Directors upon the approval of the remuneration committee of the Board at their meeting held on 24-8-2009 has appointed *Mr. Ram Lal Sachdeva* as Managing Director of the Company for a period of 5 years w.e.f. 1st September, 2009 upon the terms and conditions including remuneration as set out in the draft agreement submitted to the meeting and initialled by the Chairman, for the purpose of identification, which draft agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or the Agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to between the Directors and Mr. Ramlal Sachdeva.

Mr. Ram Lal Sachdeva currently holds 9800 equity shares in Ramsons Projects Limited. Mr. Ram Lal Sachdeva is director in S.A.S. Infotech Private Limited and S A S Servizio Private Limited.

The resolution is proposed for your approval. Mr. Ram Lal Sachdeva may be deemed to be considered or interested in the passing of the resolution appointing himself.

None of other Directors except Mr. Sunil Sachdeva and Mr. Yogesh Sachdeva are deemed to be concerned or interested in the passing of the resolution.

Item No. 8

Section 293(1)(d) of the Companies Act, 1956 requires that the Company should obtain the consent of the Shareholders in the General Meeting to enable them to borrow moneys where the amount to be borrowed together with the amount already borrowed by the Company will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

In view of the increase in the volume of business and taking into account the requirement of additional funds, your Directors feel that they should obtain consent from the Shareholders to borrow more funds. Accordingly, they have thought it desirable to obtain the consent of the Shareholders pursuant to section 293(1)(d) of the Companies Act, 1956 to the increase in the limit of borrowing powers of the Board of Directors from Rs.3.28 Crore (i.e. paid up capital plus free reserve) to Rs. 20 Crores. Therefore, your Board of Directors hereby recommends the above said motion to be passed as Ordinary Resolution by the members of the company at the ensuing Annual General Meeting

The resolution is proposed for your approval. None of the Directors is interested or concerned in this resolution.

By order of the Board of Directors

Registered Office:

21-A, Janpath

New Delhi - 110 001

Place : New Delhi

Date : 24th August, 2009

**(Bipin Bihare)
Company Secretary**



DIRECTORS' REPORT

Your Board of Directors take pleasure in presenting the 15th Annual Report together with audited Annual Accounts of the Company for the year ended on March 31, 2009.

FINANCIAL RESULTS:

The performance of the company for the financial year ended on March 31, 2009 is summarised below:

	Year ended 31.03.2009	(Rs. in Lac) Year ended 31.03.2008
Turnover/ Income from operations	111.32	66.90
Other Income	1.67	9.62
Profit/(Loss)before tax/intrest/depreciation	21.07	8.17
Interest	0.00	0.03
Depreciation	1.46	1.65
Profit/(Loss) before tax	19.61	6.50
Provision/Payment for FBT	0.37	0.22
Provision/Payment for Income Tax	2.02	0.00
Deferred Tax	1.47	1.93
Income Tax For Last year	0.25	0.00
Profit/(Loss) After Tax	15.50	4.34
Surplus brought forward from Previous Year	12.78	8.44
Surplus carried to Balance Sheet	28.29	12.78

OVERALL PERFORMANCE:

During the year under review, the company has achieved the Net Profit of Rs.15.50 Lacs as compared to Net Profit of Rs. 4.34 Lacs of the previous year. The turnover during the year has been Rs.113 Lacs as against Rs. 76.52 Lacs In the previous year.

DIVIDEND:

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

PUBLIC DEPOSITS:

The Company has not accepted any fixed deposits from public till date within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

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

CORPORATE GOVERNANCE:

Your company has complied with the mandatory provisions of clause 49, relating to Corporate Governance, of the Listing Agreement with the Stock Exchanges. A comprehensive report on Corporate Governance forming part of the Directors' Report and the certificate from M/s. K. K.