

Ramsons Projects Limited

**20th Annual Report
2013-14**

RAMSONS PROJECTS LIMITED

BOARD OF DIRECTORS

Mr. Sunil Sachdeva	Chairman cum Managing Director
Mr. Yogesh Sachdeva	Director
Mr. Sundeep Kalsi	Director
Mr. Sanjay Batra	Director

Company Secretary	- Mr. Bipin Bihare
Registered Office	- A-222, New Friends Colony New Delhi – 110065
Corporate Office	- 5 th Floor, Tower-B, SAS Tower, Medanta the Medicity Sector 38, Gurgaon – 122001
Auditors	- Sandeep Kumar & Associates Chartered Accountants
Registrar and Transfer Agent	- Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor Naraina Industrial Area, Phase-I, New Delhi - 110028

Ramsons Projects Limited

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Annual General Meeting

Date : Friday, 5th September, 2014

Time : 4.30 p.m.

Venue : Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli
Gurgaon Road, New Delhi -110030

NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the **20th Annual General Meeting** of the Members of **M/S. RAMSONS PROJECTS LTD.** will be held on Friday, the 5th day of September, 2014 at 4.30 P.M. at Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030 to transact the following business:

ORDINARY BUSINESS(S):

1. To receive, consider and adopt the Audited Balance Sheet as on March 31,2014 and the Profit and Loss Account for the financial year ended March 31, 2014, together with the Reports of Directors & the, Auditors' thereon.
2. To appoint a Director in place of Mr. Sundeep Kalsi, Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

By order of the Board of Directors

Sd/

(Bipin Bihare)
General Manager (Corporate Affairs)
& Company Secretary

Place: Gurgaon
Date: 14-08-2014

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. A proxy form is attached herewith.
3. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
4. The Register of Members and Share Transfer Books will remain closed from Monday, the 1st September 2014 to Friday, the 5th September 2014 (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, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase -I, New Delhi - 110028, change of address, if any, at the

earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.

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.
9. Pursuant to the requirements of clause 49 of the Listing Agreement entered into with stock exchanges, the information about the Directors purposed to be appointed/ reappointed is given in the Annexure to the notice.

By order of the Board of Directors

Sd/

(Bipin Bihare)

General Manager (Corporate Affairs)
& Company Secretary

Place: Gurgaon

Date: 14-08- 2014

**Details of the Directors seeking appointment/ re-appointment at the forthcoming AGM
(In pursuant to clause 49 of the Listing Agreement)**

Name of Director	Mr. Sundeep Kalsi
Date of Birth	30-12-1965
Date of Appointment	01-10-2007
Qualification	M.A. Master in Statistics
Experties in specific functional area	Business Management and Development
DIN	01493597
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. S A S Servizio Pvt Ltd 2. Sumel Promoters Pvt Ltd 3. Doctor On Call Pvt. Ltd 4. Doctor On Call (North) Pvt. Ltd 5. Doctor On Call (South) Pvt. Ltd 6. Doctor On Call (East)Pvt. Ltd 7. Doctor On Call (West)Pvt. Ltd 8. Spirit Heights Pvt Ltd 9. Sumel Projects Pvt Ltd 10. S. A. S. Infotech Pvt Ltd 11. S A S Heights Pvt Ltd 12. Spirit Infracon Pvt Ltd 13. S V Infratel Pvt Ltd 14. S V Teletech Pvt Ltd. 15. S V Corporation Pvt Ltd 16. S V Creditline Pvt Ltd 17. Bridges Media Pvt. Ltd 18. SAS Infrabuild Pvt. Ltd. 19. SAS Infradevelopers Pvt. Ltd. 20. SAS Infraheights Pvt. Ltd. 21. Sumel Developers Pvt. Ltd. 22. Sumel Towers Pvt. Ltd. 23. Sumel Buildtech Pvt. Ltd. 24. Spirit Developers Pvt. Ltd.
Membership of Committees of the Board of other company	NIL
Shareholding of Non-Executive Director in Ramsons Projects Ltd.	3000 shares

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 20th Annual Report together with audited statements of accounts of the Company for the year ended March 31, 2014.

FINANCIAL RESULTS

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

(Rs. in Lacs)

	For the Year ended 31-03-2014	For the Year ended 31-03-2013
Income from operations & Other income	17.62	28.93
Profit/(Loss) before depreciation	1.11	5.90
Depreciation	0.13	0.26
Profit/(Loss) before tax	.98	5.64
Provision/Payment for Income Tax	—	.05
Income Tax for last year	0.02	8.04
Profit/(Loss) After Tax	.96	(2.46)
Surplus brought forward from Previous Year	279.32	281.78
Surplus carried to Balance Sheet	280.28	279.32

OVERALL PERFORMANCE

During the year under review the company has made a profit of Rs.98,357/- before considering provision of tax for previous year.

DIVIDEND

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

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 the practicing company secretary confirming the compliance of conditions on corporate governance is included in the Annual Report.

FUTURE PROSPECTS

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.

Realizing the present situation and future prospects of fund based activities for our size of companies and in the interest of all the stakeholders, the Board will take all appropriate measure to enhance the overall growth of the company.

AUDITORS

M/s. Sundeep Kumar & Associates, Chartered Accountants, Auditors of the company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Pursuant to Section 224(1B) of the Companies Act, 1956 they have confirmed that their appointment, if made, would be within the prescribed limits. Yours Directors recommend reappointment of M/s. Sundeep Kumar & Associates, Chartered Accountants, as Auditors of the company at the ensuing Annual General Meeting.

The notes to the accounts referred to in the Auditor's Report and the observations made in the Report under Companies (Auditor's Report) Order, 2003 are self-explanatory and therefore do not call for any further comments.

DIRECTORS

Mr. Sunil Batta, and Mr. Ram Lal Sachdeva Director of the Company have resigned from the Board of Director of the Company and their resignation has been accepted by the Board.

Mr. Sundeep Kalsi, Director of the Company will retire in ensuing Annual General Meeting and he is consented to be re-appointed as Director of the Company.

Brief resume, pursuant to clause 49 of the Listing Agreement of the Directors proposed to be appointed/ reappointed at the Annual General Meeting, nature of their expertise in specific functional areas and name of companies in which they hold directorship included in the notes to the Notice convening the Annual General Meeting.

DIRECTORS RESPONSIBILITY STATEMENT

The information required to be furnished in terms of section 217 (2AA) of the Companies Act, 1956 are set out hereunder:

Your Directors confirmed:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that 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;
- iii) that 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;
- iv) that the directors had prepared the annual accounts on a going concern basis.

The Company's Internal Auditor have conducted periodic audits to provide reasonable assurance that the Company's established policies and procedures have been followed.

PARTICULARS OF EMPLOYEES

Your company does not have any employee, whose particulars are required to be given under the provision of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended up to date.

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 217 (1)(e) of the Companies Act, 1956 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

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.

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 Ltd.

Sd/

(Sunil Sachdeva)
Chairman Cum Managing Director

Place: Gurgaon
Date: 14-08-2014

RAMSONS PROJECTS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

NBFC – INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENT

1. Industry Overview

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.

2. Outlook on opportunities, threats, risks & concerns

The company is consolidating its position and making its best efforts to realize the maximum from the customers by taking recourse of legal remedies where warranted.

3. 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 extensive internal audits, 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 recommendations of the internal auditors. It is ensured that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorised, recorded and reported correctly, to keep constant check on the cost structures and to prevent revenue leakages.

4. Financial Performance

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

	For the Year ended 31-03-2014	(Rs. in Lacs) For the Year ended 31-03-2013
Income from operations & Other income	17.62	28.93
Profit/(Loss) before depreciation	1.11	5.90
Depreciation	0.13	0.26
Profit/(Loss) before tax	.98	5.64
Provision/Payment for Income Tax	—	.05
Income Tax for last year	0.02	8.04
Profit/(Loss) After Tax	.96	(2.46)