

Ramsons Projects Limited

**21st Annual Report
2014-15**

RAMSONS PROJECTS LIMITED

BOARD OF DIRECTORS

Mr. Sunil Sachdeva	Chairman cum Managing Director
Mr. Yogesh Sachdeva	Director
Mr. Sundeep Kalsi	Director
Mrs. Anita Roy	Director

Compliance Officer	- Mr. Gaurav Mishra
Registered Office	- 815, 8th Floor, Hemkunt Chambers 89 Nehru Place, New Delhi-110019
Corporate Office	- 5 th Floor, Tower-B, SAS Tower, Medanta the Medicity Sector 38, Gurgaon – 122001
Auditors	- Sandeep Kumar & Associates Chartered Accountants 99, Sector-15, Part-1, Gurgaon-122001
Secretarial Auditor	- M/s. K.K. Singh and Associates Company Secretaries 384P, Sector-40, Gurgaon-122003
Registrar and Transfer Agent	- Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor Naraina Industrial Area, Phase-I, New Delhi - 110028

Ramsons Projects Limited

Sr. No.	CONTENTS	Page
I.	Directors' Report	1-19
II.	Management Discussion and Analysis	20-21
III.	Report on Corporate Governance	22-33
IV.	Auditors' Report	35-40
V.	Balance Sheet	41
VI.	Profit and Loss Account	42
VII.	Cash Flow Statement	43-44
VIII.	Notes forming part of Balance Sheet & Profit and Loss Account & Other Disclosures	45-55
IX.	Segment wise Report	56

Annual General Meeting

Date : Monday, 28th September, 2015

Time : 4.30 p.m.

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

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 21st Annual Report together with audited statements of accounts of the Company for the year ended March 31, 2015.

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 31-03-2015	For the Year ended 31-03-2014
Income from operations & Other income	5.51	17.62
Profit/(Loss) before depreciation		1.11
Depreciation	.06	0.13
Profit/(Loss) before tax	(5.28)	.98
Provision/Payment for Income Tax	-	-
Income Tax for last year	0.01	0.02
Profit/(Loss) After Tax	(5.27)	.96
Surplus brought forward from Previous Year	280.28	279.32
Surplus carried to Balance Sheet	274.95	280.28

OVERALL PERFORMANCE

During the year under review the company has incurred a loss of Rs.5,28,218/- 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 & AUDIT REPORT

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 139 and Section 141 of the Companies Act, 2013 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.

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. KK Singh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2014-15. The Secretarial Audit Report is given as Annexure 'II' forming part of this Report.

Explanation and Comments of Board on Observation in Secretarial Audit Report

1. Company website needs to be updated.

The website of the company is under maintenance and will be updated within a short span of time.

2. Company has not appointed CFO as KMP under Section 203 of the Companies Act, 2013.

During the year Company has incurred a loss and due to financial strain Company was not able to appoint CFO as KMP during the year. However company is looking for suitable candidate for the post CFO.

3. Company has not provided E Voting facility during last year in light of the MCA circular dated 17th June 2014.

During last year Ministry of Corporate Affairs have issued a circular dated 17/06/2014 making E Voting non-mandatory till 31/12/2014 and Company was in the opinion that under the ambit of the Circular E Voting is non-mandatory during the Year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

During the year Mr. Bipin Bihare Company Secretary cum Compliance Officer has resigned from the Company w.e.f. 13-02-2015

Mrs. Anita Roy was appointed as an Additional Director on 29-6-2015 in order to fulfill the requirement of Women Director on the Board. The resolution seeking approval of the Members for appointing Mrs. Anita Roy as Independent Director for a term of 5 Years have been incorporated in the notice of the forthcoming Annual General Meeting 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.

Number of Meetings of the Board

During the Year 7 Board Meeting were held and details of same is 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 Clause 49 of the Listing Agreements ("Clause 49").

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.

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 Clause 49 of the Listing Agreement. 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 is covered in the Corporate Governance Report which form a part of this Report.

Internal Financial Control System and their adequacy

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

Policy on Director's Appointment and Remuneration and other details.

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

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements and which forms an Integral Part of the Annual Report.

Extract of annual return

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure I** in the prescribed Form MGT-9, which forms part of this report.

Transactions with related parties

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

DIRECTORS RESPONSIBILITY STATEMENT

The information required to be furnished in terms of section 134 (5) of the Companies Act, 2013 the Board of Directors to best of their knowledge and ability, confirm that

Your Directors confirmed:

- 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 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 2014-15.

PARTICULARS OF REMUNERATION OF DIRECTORS, KMP's AND EMPLOYEES

A statement containing the details of the Remuneration of Directors, KMP's and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 cannot be calculated because no salary has been given to any director during the year. However salary paid to KMP i.e. Company Secretary has been disclosed in Extracts of Annual Report Annexure 1 which forms the part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information with respect to Conservation Of Energy, Technology Absorption & Foreign Exchange Earning And Outgo, pursuant to section 134 (3)(m) of the Companies Act, 2013 is as follows:-

- a. Conservation of Energy: The operations of the Company are not power intensive. Nevertheless, the Company continues its efforts to conserve energy whenever practicable by economizing the use of power.
- b. Technical Absorption: Nil
- c. Foreign Exchange earnings and out go : Nil

PUBLIC DEPOSITS

The Company has not accepted any fixed deposits from public till date within the meaning of Section 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 thereunder 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.

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.

(Sunil Sachdeva)
Chairman cum Managing Director
DIN-00012115

Place: Gurgaon
Date: 14-08-2015

Annexure-1
FORM NO. MGT 9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

EXTRACT OF ANNUAL RETURN
For the Financial Year Ended 31/03/2015

I REGISTRATION & OTHER DETAILS:

i	CIN	U74899DL1994PLC063708
ii	Registration Date	22-12-1994
iii	Name of the Company	Ramsons Projects Limited
iv	Category of the Company	Public Limited Company
v	Address of the Registered office & contact details	
	Address :	815, 8th Floor, Hemkunt Chambers, Nehru Place
	Town / City :	New Delhi
	State :	Delhi
	Pin Code:	110019
	Country Name :	India
	Telephone (with STD Code) :	011-66767610
	Fax Number :	011-66767610
	Email Address :	corprelations@ramsonspjcts.com
	Website, if any:	www.ramsonspjcts.com
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA:	Link Intime India Pvt. Ltd.
	Address :	44, Community Centre, 2nd Floor, Naraina Industrial Area
	Town / City :	New Delhi
	State :	Delhi
	Pin Code:	110028
	Telephone :	011-41410592
	Fax Number :	011-41410591
	Email Address :	delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Other Monetary Intermediation	6419	100

Pls cross check once

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled	0
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S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Na	Na	Na	Na	Na
2					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	910217	52500	962717	32.02%	910648	52500	963148	32.03%	0.01%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	659000	0	659000	21.92%	659000	0	659000	21.92%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	1569217	52500	1621717	53.94%	1569648	52500	1622148	53.95%	0.01%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	0	0	0	-	0	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	105756	300	106056	3.53%	106256	300	106556	3.55%	0.02%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	79181	585546	664727	22.11%	79270	585246	664516	22.10%	0.01%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	613100	0	613100	20.39%	613100	0	613100	20.39%	0%
c) Others (specify)	900	0	900	0.03%	180	0	0	0.0060%	0.024%
Sub-total (B)(2):-	798937	585846	1384783	46.06%	798806	585546	1384172	45.05%	0.01%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	798937	585846	1384783	46.06%	798806	585546	1384172	45.05%	0.01%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1755054	1251446	3006500	100%	1755354	1251146	3006500	100%	0%