



Ramsons Projects Ltd.

CIN:L74899DL1994PLC063708

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

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

Email: corprelations@ramsonsprojects.com

Website: www.ramsonsprojects.com

Ref. RPL/2021/192

03.09.2021

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 2020-21
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 2020-21 along with the Notice of 27th 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	20-09-2021	NA
Book Closure Period	21-09-2021 to 27-09-2021	NA
Commencement of E-Voting Period	24-09-2021	09.00 a.m. IST
End of E-Voting Period	26-09-2021	05.00 p.m. IST
AGM Date	27-09-2021	12.00 p.m. IST

This is for your information and records.

Thanking you,
For Ramsons Projects Limited


Megha Goel
Company Secretary cum
Compliance Officer

Annexure: 1

1. Copy of Annual Report 2020-21 and Notice of 27th AGM of the Company

RAMSONS PROJECTS LIMITED

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 27th Annual Report together with Audited Annual Financial statements of the Company for the financial year ended March 31, 2021.

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 31-03-2021	For the Year ended 31-03-2020
Income from operations & Other income	62.48	29.10
Expenses except Depreciation	26.66	20.41
Depreciation	0.04	0.04
Profit/(Loss) before tax	35.78	8.65
Provision/Payment for Income Tax	(0.83)	0.02
Profit/(Loss) After Tax	36.61	8.63
Surplus brought forward from Previous Year	266.49	259.59
Surplus carried to Balance Sheet	295.78	266.49

OVERALL PERFORMANCE

During the year under review, your Company has earned Profit of Rs. 36.61 Lakhs after tax. Your management is working towards growth and development of the Company and we are striving to achieve the milestones and planned target in the next couple of years.

FINANCE AND CAPITAL STRUCTURE

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

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

During the year under review, your Company has transferred Rs. 7.32 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 Directors have not recommended any dividend for the year under review due to paucity of divisible profits.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

CORPORATE GOVERNANCE

Your company has complied with the mandatory provisions of SEBI (LODR) Regulations, 2015, relating to Corporate Governance with the Stock Exchanges. A comprehensive report on Corporate Governance forming part of the Directors' Report and the Certificate from the Practicing Company Secretary confirming the compliance of conditions on corporate governance is included in the Annual Report and marked as *Annexure "II"*.

BUSINESS & OPERATIONS

Non-Banking Financial Companies

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

AUDITORS & AUDIT REPORT

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

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

Accordingly business item of ratification of appointment of Statutory Auditors is not included in the Notice calling 27th Annual General Meeting of the Company.

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

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. K. K. Singh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2020-2021. 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) *E-Forms MGT-14 and MR-1 w.r.t. appointment of Mr. Sunil Sachdeva as Managing Director of the Company transacted at the Annual General Meeting held on 18th September, 2020 are yet to be filed.*

The same shall be taken up and be filed immediately.

- b) *The 100% shareholding of Promoter's Group was not in demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015.*

Company has intimated the Promoters from Promoter Group whose shares are in physical form to change their holding in Demat form.

- c) *The outcome of the Board Meetings to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meetings 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 Meetings of the Company only covers the approval of audited/ unaudited quarterly / half yearly / yearly financial results which primarily govern under Regulation 33 of SEBI (LODR) Regulations, 2015. The same has been duly intimated to Stock Exchange(s) within due time. To avoid duplicacies, since no new business has been transacted or approved in the meeting(s) held in the FY 2020-2021, no reporting under Regulation 30 of SEBI (LODR) Regulations, 2015 has been made.

- d) *Initial disclosure pursuant to circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 for the year ending on 31st March, 2020 has not been given however for the year ending on 31st March, 2021, the same has been made.*

Due to the ongoing pandemic and mental and health restrain being suffered, inadvertently, this disclosure has been missed. The Company has made such compliance in year 2019 and 2021.

- e) *The intimation regarding closure of Trading Window for the quarter ended on 30th June, 2020 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 13th July, 2020 against its prescribed timeline.*

Due to the ongoing pandemic, the offices were shut or were operative with limited capacity. Also, there were travel restrictions. Because of all such reasons, the filing / intimation have been slightly delayed.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Sunil Sachdeva, who was liable to be retire by rotation at Annual General Meeting, held on 18/09/2020 and being eligible, he has been reappointed as Director of the Company in the AGM held for the Financial Year 2019-20.

Further, Mr. Sunil Sachdeva whose term as Managing Director was expiring on 31.07.2021 has been reappointed as Managing Director w.e.f. 01.08.2021 for a further period of five years..

Mr. Sundeep Kalsi (DIN: 01493597) whose term expired on 27th September, 2020 had been re-appointed, in the AGM held for the Financial Year 2019-20, as Non Executive Independent Director to hold office for a further period of 5 (Five) consecutive years with effect from 28th September, 2020 to 27th September, 2025.

Further, Mr. Yogesh Sachdeva, holding DIN: 00171917, being the retiring Director at the upcoming Annual General Meeting of the Company to be held on 27.09.2021, and being eligible, offered himself for re-appointment as Director at the ensuing Annual General Meeting of the Company

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

NUMBER OF MEETINGS OF THE BOARD

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

BOARD EVALUATION

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

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

AUDIT COMMITTEE

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

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The details of the Whistle Blower Policy, is 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.

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 requirement of annexing MGT-9 with the Board's Report has been done away with the Companies (Amendment) Act, 2017 effective from 20.08.2020. The requirement of placing a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report is required to be given under Section 92(3) of the Companies Act, 2013. Accordingly, the Annual Return for the year ended on 31.03.2021 can be viewed through the below given website link <https://ramsonsprojects.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

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

RISK MANAGEMENT POLICY

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

DIRECTORS RESPONSIBILITY STATEMENT

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

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

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operationally effective during the Financial Year 2020-2021.

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 and Chief Financial Officer, has been given during the year 2020-21 amounting to Rs. 7,20,000 (Rupees Seven Lakh Twenty Thousand Only)

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: 03/09/2021
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, NBFCs 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. NBFCs 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 31-03-2021	For the Year ended 31-03-2020
Income from operations & Other income	62.48	29.10
Expenses except Depreciation	26.66	20.41

Depreciation	0.04	0.04
Profit/(Loss) before tax	35.78	8.65
Provision/Payment for Income Tax	(0.83)	0.02
Profit/(Loss) After Tax	36.61	8.63
Surplus brought forward from Previous Year	266.49	259.59
Surplus carried to Balance Sheet	295.78	266.49

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 31-03-2021	As at 31-03-2020	Significant Change (If any) and Reason
a)	Current Ratio	13.31	10.46	Business Operations
b)	Operating Profit Margin (%)	11%	28%	Business Need
c)	Net Profit Margin (%)	59%	30%	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

RAMSONS PROJECTS LIMITED
REPORT ON CORPORATE GOVERNANCE

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, 2021.

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 2021, 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 31-03-2021	No. of Committee position as on 31-03-2021		No. of Board Meetings attended during the year	Attendance at the 26 th Annual General Meeting held on 18.09.2020
			Chairman	Member		
Mr. Sunil Sachdeva	Promoter & Executive	14	1	1	4	Yes
Mr. Yogesh Sachdeva	Promoter & Non – Executive	6	-	3	4	Yes
Mr. Sundeep Kalsi	Independent & Non	9	3	1	4	Yes

	Executive					
Ms. Jhum Jhum Sarkar	Independent & Non Executive	-	-	2	4	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. Sundeeep Kalsi	Independent Non-Executive	3,000
Ms. Jhum Jhum Sarkar	Independent Non-Executive	Nil

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

30th May, 2020 21st August 2020 09th November, 12th February, 2021
2020

3. Code of Conduct

The Board has laid down Code of Conduct for the members of the Board of the Company. All Board Members have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of this Report.

4. Relationship between Directors

The disclosures of relationship between Directors are as under:

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

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

Mr. Yogesh Sachdeva, (DIN - 00171917) 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.

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 32 years in Business Development.
Ms. Jhum Jhum Sarkar	Independent Non-Executive	Professional with over 17 years of experience and exposure in corporate; commercial law, contractual, Consumer, Civil Criminal matters, Consumer cases, Labour matters, trademark, patent, statutory and regulatory Compliance.

7. Audit Committee

(I) Constitution of Audit Committee:

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

The Committee consists the following:-

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

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

(II) Meetings of the Audit Committee

During the year ended March 31, 2021, four Audit Committee meetings were held. The attendance of each Audit Committee member is as follows:

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

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

30th May, 2020 21st August, 2020 09th November, 2020 12th February, 2021

(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, 2021, 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 12th February 2021

(III) Remuneration Policy

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

The brief Objective of the policy are:

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

(IV) Details of remuneration to Directors

During the Year 2020-21 no remuneration was paid to Executive Director, Non-Executive Directors and Independent Directors.

10. 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 2020-21, one (1) meeting of Stakeholder Relationship Committee was held on 12/02/2021 and was attended by all the Members of the Committee.

(III) Name and Designation of Compliance Officer

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

(IV) Details of Shareholder Complaints

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

11. Risk management committee – Not Applicable

12. 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 12/02/2021 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, 2021.

13. 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
2017-18	Saturday, 29 th September, 2018	11.30 A.M.	Claremont KNY Hotels, Aaya Nagar, Arjangarh, New Delhi-110047	No
2018-19	Monday, 16 th September, 2019	11:30 AM	Bellmondè Hotel located near Chattarpur Mandir Road, Shahoorpur, Extension, IIPM, Sat Bari, New Delhi 110074	No
2019-20	Friday, 18 th September, 2020	11:30 A.M.	Through Two way audio video conferencing	Yes

14. Postal Ballots

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

15. Other Disclosures

- During the Financial Year 2020-21, 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.

16. 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.

17. Details of non compliance and the Penalties imposed:

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

18. General Shareholder Information

I. AGM: Date and Time – Monday, 27th September, 2021, at 12:00 pm.

II. Financial Year

For the Financial Year 2021-22 results will be announced on (tentative dates):

First Quarter	10.08.2021
Second Quarter	04.11.2021
Third Quarter	07.02.2022
Fourth Quarter	30.05.2022

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 2020-21 have been paid.

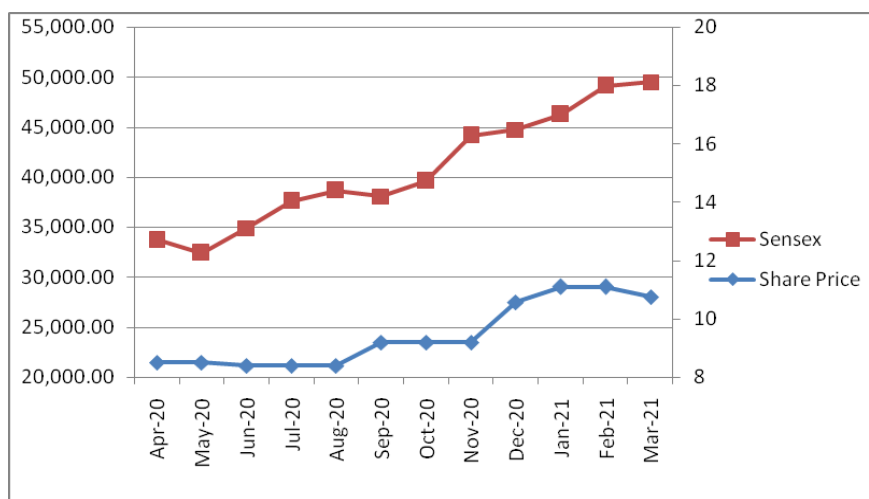
V. Stock Code:

Bombay Stock Exchange: 530925

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

Month	Open	High	Low	Close
May 20	8.51	8.51	8.51	8.51
Jun 20	8.51	8.51	8.09	8.40
Jul 20	8.40	8.40	8.00	8.40
Aug 20	8.40	8.40	8.40	8.40
Sep 20	8.40	9.20	8.40	9.20
Nov 20	9.20	9.20	9.20	9.20
Dec 20	9.66	10.57	9.20	10.57
Jan 21	11.09	11.09	11.09	11.09
Feb 21	11.09	11.10	11.09	11.10
Mar 21	11.10	11.10	10.50	10.75

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 31/03/2021:

Ramsons Projects Limited					
DISTRIBUTION OF SHAREHOLDING (SHARES)					
SR.NO.	SHAREHOLDING OF SHARES	SHAREHOLDER	PERCENTAGE OF TOTAL	TOTALSHARES	PERCENTAGE OF TOTAL.
1	1 to 500	765	80.4416	90122	2.9976
2	501 to 1000	54	5.6782	46144	1.5348
3	1001 to 2000	31	3.2597	51090	1.6993
4	2001 to 3000	14	1.4721	34064	1.1330
5	3001 to 4000	11	1.1567	40310	1.3408
6	4001 to 5000	5	0.5258	23400	0.7783
7	5001 to 10000	26	2.734	222016	7.3845
8	10001 to *****	45	4.7319	2499354	83.1317
Total		951	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 2021. 1569460 and 188394 equity shares

representing 52.20% and 6.26% 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-B, SAS Towers,
Sector-38, Gurgaon-122001, Haryana**

XIV. Certificate on Corporate Governance

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

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: 03/09/2021**

Head Office:

384P, Sector-40, Gurugram - 122003, Haryana, India.
Ph.: +91-124-4370002, Fax : +91-124-4370002
Website: www.kksinghassociates.com
www.kksainc.com.

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

**[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, 2021 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, 2021 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956 (SCRA) and rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (**Cause 76 of SEBI (Depositories and Participants) Regulations, 2018**).
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(N.A. during the period under the review).**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(N.A. during the period under the review).**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(N.A. during the period under the review).**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(N.A. during the period under the review).**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(N.A. during the period under the review).**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(N.A. during the period under the review).**
- vi. Being a Non-Banking Finance Company, we have seen the compliance of laws under other specifically applicable Acts, Laws and Regulations to the company, namely as follows:
- a) Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- a. *E-Forms MGT-14 and MR-1 w.r.t. appointment of Mr. Sunil Sachdeva as Managing Director of the Company transacted at the Annual General Meeting held on 18th September, 2020 are yet to be filed.*
- b. *The 100% shareholding of Promoter's Group was not in demat form as required under Regulation 31(2) of SEBI (LODR) Regulations, 2015.*

- c. *The outcome of the Board Meetings to the stock exchange w.r.t. approval of unaudited quarterly financial results approved at the Board meetings 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.*
- d. *Initial disclosure pursuant to circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 for the year ending on 31st March, 2020 has not been given however for the year ending on 31st March, 2021, the same has been made.*
- e. *The intimation regarding closure of Trading Window for the quarter ended on 30th June, 2020 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 13th July, 2020 against it's prescribed timeline.*

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 and the Managing Director at the Annual General Meeting. The Company has complied with the provision of the Companies Act, 2013 for re-appointment of Director retires by rotation 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: 03/09/2021

for K. K. Singh & Associates
Company Secretaries

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

UDIN: A044237C000880171

*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: 03/09/2021**

**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.: +91-124-4370002, Fax : +91-124-4370002
Website: www.kksinghassociates.com
www.kksainc.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, 2021 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: 03/09/2021

UDIN: A044237C000880281

Head Office:

384P, Sector-40, Gurugram - 122003, Haryana, India.
Ph.: +91-124-4370002, Fax : +91-124-4370002
Website: www.kksinghassociates.com
www.kksainc.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, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

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

For K.K. SINGH & ASSOCIATES
Company Secretaries

CS Richa Singh
Partner
CP NO. - 16640

Place: Gurugram
Date: 03/09/2021

UDIN: A044237C000880259

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, 2021.

For Ramsons Projects Limited

Sd/-

**Sunil Sachdeva
Managing Director
DIN-00012115**

Place: Gurugram

Date: 03/09/2021

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: corprelations@ramsonsprojects.com,
Website: www.ramsonsprojects.com

NOTICE OF 27th ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of M/s. **RAMSONS PROJECTS LIMITED** will be held on **Monday, September 27, 2021 at 12:00 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, 2021 and the Reports of Auditors’ & the Board of Directors’ thereon.

“**RESOLVED THAT** the audited annual financial statement of the Company for the financial year ended March 31, 2021 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. Yogesh Sachdeva, (DIN: 00171917) 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. Yogesh Sachdeva (DIN: 00171917), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 read with Section 185 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the best interest of the Company, for an amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) outstanding at anytime, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT all director(s) and Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By order of the Board of Directors

Sd/-

Megha Goel
Company Secretary
M.No.-A56111

Place: Gurugram

Date: 03.09.2021

NOTES: -

1. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 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 2021 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 Tuesday, September 21, 2021 to Monday, September 27, 2021 (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@ramsonsprojects.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 27th AGM along with the Annual Report 2020-21, 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 27th AGM and the Annual Report 2020-21 will also be available on the Company's website: www.ramsonsprojects.com for their download. For any communication or assistance, the Members may also send requests to the Company's investor E-mail ID: corprelations@ramsonsprojects.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 27th 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 27thAGM 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 (LI IPL).
- 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 24thSeptember 2021 (09:00 am) and ends on 26thSeptember 2021 (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., 20thSeptember, 2021, 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., 20thSeptember, 2021, can obtain the login ID and password by sending a request at enotices@linkintime.co.in or corprelations@ramsonsprojects.com. However, if you are already registered with LI IPL 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., 20thSeptember 2021, 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 • 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.
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

<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<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 <ul style="list-style-type: none"> ▶ 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. • 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.

A. 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 panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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., September 20th, 2021.
- XIII.** 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 Sachdevaseeking re-appointment** who retires by rotation in terms of Section 152 (6) and being eligible offers himself for re-appointment:

Name of Director	Mr. Yogesh Sachdeva
Date of Birth	15-10-1961
Date of Appointment	22-12-1994
Qualification	B. SC from Maharishi Dayanand University
Expertise in specific functional area	Business Development Management
DIN	00171917
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. Sunil Sachdeva
Shareholding in Ramsons Projects Limited	NIL

By order of the Board of Directors

Sd/-

Megha Goel
Company Secretary
M. No. - A56111

Place: Gurugram
Date: 03-09-2021

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice:

Item No 3:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, up to in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting only.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 10 Crores outstanding at any point of time, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by way of Special Resolution, by the members of the Company.

None of the Directors or KMPs or the relatives of the Directors and KMP are in any way interested in the abovesaid resolution except to extent of their shareholding.

By order of the Board of Directors

Sd/-

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

**Place: Gurugram
Date: 03-09-2021**