

RAMSONS PROJECTS LIMITED

CIN-L74899DL1994PLC063708

Redg. Office-815, 8th Floor, Hemkunt Chambers, 89 Nehru Place, New Delhi-110019
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NOTICE OF 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the **21st Annual General Meeting** of the Members of **M/S. RAMSONS PROJECTS LTD.** will be held on Monday, 28th day of September, 2015 at 4.30 P.M. at Claremont Hotel & Convention Centre, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi -110030 to transact the following business:

ORDINARY BUSINESS(S):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, and the Reports of Directors & the, Auditors' thereon.
2. To appoint a Director in place of Mr. Yogesh Sachdeva, (DIN- 00171917) who retires by rotation in terms of Section 152(6) and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and of thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.

“RESOLVED THAT M/s. Sandeep Kumar and Associates, Chartered Accountants (Registration No. 101720W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business

4. To appoint Shri Sundeep Kalsi (DIN: 01493597) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Sundeep Kalsi (DIN: 01493597), who qualifies for being appointed as an Independent Director and who is already Director of the Company whose office is liable to retire by rotation has now consented to act as Independent Director for a term of 5 year and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (Years) from the date of this Annual General Meeting.

5. To appoint Mrs. Anita Roy (DIN: 02895095) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement Shri Anita Roy who was appointed as Additional Director pursuant to the provisions of Sec 160 of the Companies Act, 2013, rules made thereunder and pursuant to Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (Years) from the date of this Annual General Meeting.

6. To include Mr. Sunil Sachdeva Chairman cum Managing Director as a Director liable to retire by Rotation and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Sunil Sachdeva Chairman cum Managing Director of the Company is to be included in Rotational Director of the Company.

By order of the Board of Directors

**Sd/
(Sunil Sachdeva)
DIN-00012115
Chairman cum Managing Director**

**Place: Gurgaon
Date: 01-09-2015**

NOTES: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The instrument appointing a Proxy, in order to be valid and effective, must be deposited at the Registered Office of the company, not later than 48 hours before the meeting. A proxy form is attached herewith. A person can act as Proxy on behalf of Members not exceeding (50) and holding in aggregate not more than 10% of the Share Capital of the Company. In case a proxy is to be appointed by a member holding more than 10% of the total Share Capital of the Company then such proxy shall not act as a proxy for any other member.

3. The Register of Members and Share Transfer Books will remain closed from Friday, the 24th September 2015 to Monday, 28th September 2015 (both days, inclusive).
4. The Members holding shares in physical form are requested to intimate to the Registrar and Transfer Agent, Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase –I, New Delhi - 110028, change of address, if any, at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.
5. 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.
6. Members holding shares in more than one folio in identical order of names are requested to write to R&TA enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
7. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.
8. Members / Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.
9. All documents, transfers, 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,
44, Community Centre,
2nd Floor, Naraina Industrial Area,
Phase –I, New Delhi – 110028
10. Pursuant to Clause 47(f) of the Listing Agreement the Company has created an E-mail ID: correlations@ramsonsprojects.com for quick redressal of Members/investors grievances.
11. Pursuant to the requirements of clause 49 of the Listing Agreement entered into with stock exchanges, the information about the Directors purposed to be appointed/ reappointed is given in the Annexure to the notice.
12. Electronic copy of the Annual Report 2014-15 and the Notice of 21st AGM of the Company inter alia, indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy form is being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail addresses, physical copy of the Annual Report 2014-15 and the Notice of 21st AGM of the Company inter alia indicating the process and manner of Remote e-Voting along with Attendance Slip and Proxy form is being sent in the permitted mode.

13. Members may note that the Notice of the 21st AGM and the Annual Report 2014-15 will also be available on the Company's website: www.ramsonspj.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor E-mail ID: corprelations@ramsonspj.com.
14. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least ten days before the AGM, so that the information required may be made available at the AGM.
15. 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, i.e., M/s. Link Intime (India) Private Limited, on their E-mail ID: delhi@linkintime.co.in
16. The notice of the 21st AGM is also available on the website of NSDL www.evoting.nsdl.com.

17. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide the Members with a facility to exercise their right to vote for the 21st AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Poll Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
- III. 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.
- IV. The remote e-voting period commences on 25th September 2015 (9:00 am) and ends on 27th September 2015 (5:00 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., 21st September 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
- 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., 21st September 2015 can obtain the login ID and password by sending a

request at evoting@nsdl.co.in or correlations@ramsonspj.com. However, if you are already registered with NSDL 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 www.evoting.nsdl.com.

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., 21st September 2015 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.

VII. The instructions for remote e-voting are as under:

A. Members whose shareholding is in the Dematerialization form and whose e-mail address are registered with the Company/ Depository Participants will receive an E-mail from NSDL informing user ID and Password:

1. Open E-mail and open PDF file viz., “Ramsons remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
3. Click on Shareholder – Login
4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-voting opens. Click on remote e-voting: Active Voting Cycles.
7. Select “EVEN” of Ramsons Projects Limited
8. Now you are ready for e-voting as Cast Vote page opens
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional Members (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with

attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to geetanjali@kksinghassociates.com with a copy marked to evoting@nsdl.co.in.

B. For Members whose shareholding is in the Dematerialization form and whose e-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:

1. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM :

EVEN (Remote E Voting Event Number) USER ID
PASSWORD/PIN.

2. Please follow all steps from instructions 2 to 12 of A above to cast vote.

- VIII.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- IX.** Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot Password” option available on the site to reset the password.
- X.** If you are already registered with NSDL 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 www.evoting.nsdl.com.
- XI.** You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- 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., 18th September 2015.
- XIII.** Ms. Geetanjali Agarwal, Company Secretary in Practice (COP 13440 Address: 384P, Sector-40, Gurgaon-122001) has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if

any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: www.ramsonspj.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchanges.

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

I. Detailed Resume of Mr. Yogesh Sachdeva Rotational Director

| | |
|---|---|
| Name of Director | Mr. Yogesh Sachdeva |
| Date of Birth | 15-10-1961 |
| Date of Appointment | 22-12-1994 |
| Qualification | Graduate |
| Expertise in specific functional area | Business Management and Development both at National and International Level |
| DIN | 00171917 |
| List of Directorships held in other companies | <ol style="list-style-type: none"> 1. Ramsons Organics Limited 2. Mag Infrastructure Limited 3. I G Solar Private Limited 4. A & I Buildcon Private Limited 5. Chfour Energy Private Limited 6. Dream Merchant Realtors Private Limited |
| Membership of Committees of the Board of other company | NIL |
| Shareholding of Non-Executive Director in Ramsons Projects Ltd. | NIL |

Detailed Resume of Mrs. Anita Roy as an Independent Director

| | |
|---------------------------------------|--|
| Name of Director | Mrs. Anita Roy |
| Date of Birth | 16-07-1966 |
| Date of Appointment | 29-06-2015 |
| Qualification | Post Graduate |
| Expertise in specific functional area | Business Development and Project Risk Management |

| | |
|---|-----------------------------|
| DIN | 02895095 |
| List of Directorships held in other companies | 1. SV Credit Line Pvt. Ltd. |
| Membership of Committees of the Board of other company | NIL |
| Shareholding of Independent Director in Ramsons Projects Ltd. | NIL |

By order of the Board of Directors

**Sd/-
Sunil Sachdeva
DIN-00012115
Chairman cum Managing Director**

**Place: Gurgaon
Date: 01-09-2015**

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 Nos. 4 to 6 of the accompanying Notice:

Item No. 4

Shri Sundeep Kalsi is Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Sundeep Kalsi as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 25th Annual General Meeting of the Company in the calendar year 2020.

Sundeep Kalsi is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Sundeep Kalsi for the office of Directors of the Company.

The Company has also received declarations from Sundeep Kalsi that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Sundeep Kalsi fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Sundeep Kalsi is independent of the management.

Brief resume of Sundeep Kalsi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for appointment of Sundeep Kalsi as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Sundeep Kalsi is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to their respective appointments. The relatives of Sundeep Kalsi may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company /their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

Item No. 5

Mrs. Anita Roy was appointed as Additional Director of the Company w.e.f. 29-6-2015 and whose term expires as on date of the AGM.

It is proposed to appoint Mrs. Anita Roy as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 25th Annual General Meeting of the Company in the calendar year 2020.

Mrs. Anita Roy is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mrs. Anita Roy for the office of Directors of the Company.

The Company has also received declarations from Mrs. Anita Roy that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mrs. Anita Roy fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mrs. Anita Roy is independent of the management.

Brief resume of Mrs. Anita Roy, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for appointment of Mrs. Anita Roy as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mrs. Anita Roy is interested in the resolutions set out respectively at Item Nos. 5 of the Notice with regard to their respective appointments. The relatives of Mrs. Anita Roy may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company /their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

Item No. 6

Mr. Sunil Sachdeva Chairman cum Managing Director of the Company is to be included in Directors liable to retire by rotation.

This is to be done in order to comply with the provisions of Section 152 of the Companies Act 2013 and rules made thereunder.

Mr. Sunil Sachdeva is interested in the resolutions set out respectively at Item Nos. 6 of the Notice with regard to their respective appointments. The relatives of Mr. Sunil Sachdeva may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company /their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

By order of the Board of Directors

**Sd/
(Sunil Sachdeva)
DIN-00012115
Chairman cum Managing Director**

**Place: Gurgaon
Date: 01-09-2015**

Map for the Venue of the AGM- Claremont Hotel & Convention Centre, Aya Nagar, Mehrauli Gurgaon Road, New Delhi -110030

