



Ramsons Projects Limited

CIN: L74899DL1994PLC063708

Corp. Office: Unit 501, 05th Floor, SAS Tower, Tower-B,
Sector- 38, Gurugram – 122001, Haryana

Phone: +91 124 4679000

Email: correlations@ramsonsprojects.com

Website: www.ramsonsprojects.com

May 27, 2025

Ref. RPL/2025/70

To,
Department of Corporate Services
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.

Dear Sir/Ma'am,

Sub: Notice of 31st Annual General Meeting (AGM) of Ramsons Projects Limited (the "Company").

In compliance with the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the Notice of 31st Annual General Meeting of the Company.

The 31st Annual General Meeting of the Company is scheduled to be held on Thursday, June 19, 2025, at 12:00 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") in accordance with the General Circular No. 09/2023 dated September 25, 2023, issued by Ministry of Corporate Affairs.

The notice of the AGM of the Company, along with the BSE portal, shall be made available on the Company's website, at <https://ramsonsprojects.com/>.

The schedule of the AGM is set out as follows:

Event	Date	Time
1 st Cut Off date for determining eligibility to receive AGM Notice	23-05-2025	NA
2 nd Cut Off date to vote on AGM Resolutions	12-06-2025	NA
Book Closure Period	13-06-2025 to 19-06-2025	NA
Commencement of E-Voting Period	16-06-2025	09.00 a.m. IST
End of E-Voting Period	18-06-2025	05.00 p.m. IST
AGM Date	19-06-2025	12.00 p.m. IST

Kindly take note of the same.

Thanking you,
For Ramsons Projects Limited

Ashwarya Maheshwari
Company Secretary cum
Compliance Officer
Mem. No. A71660

Annexure: Copy of Notice of 31st AGM of the Company



RAMSONS PROJECTS LIMITED

CIN: L74899DL1994PLC063708

Reg. Off.: 201, Empire Apartments, First Floor, Sultanpur, Gadaipur, Southwest Delhi-110030, New Delhi, India

Corp. Off.: Unit 501, 5th Floor, SAS Tower, Tower B, Sector-38, Gurugram – 122001, Haryana, India

Phone No.0124-4679000, Email: corporelations@ramsonsprojects.com, **Website:** www.ramsonsprojects.com

NOTICE OF 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the **31ST Annual General Meeting** of the Members of **RAMSONS PROJECTS LIMITED** will be held on **Thursday, June 19, 2025, 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 March 31, 2025, and the Reports of Auditors’ & the Board of Directors’ thereon.**

“**RESOLVED THAT** the audited annual financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Auditors and Board of Directors thereon as laid before the meeting, be and is hereby considered and adopted”.

- 2. To appoint Mr. Rakesh Arora, (DIN: 00125976), 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. Rakesh Arora, (DIN: 00125976), 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 approve the regularization of Mr. Yogesh Kumar Sachdeva (DIN 00171917) as Director of the company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Shri Yogesh Kumar Sachdeva (DIN 00171917) who was appointed as an additional director with effect from 15th November, 2024 and further designated as Managing Director and who holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom Company has received notice from member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

4. To consider and approve the appointment of Mr. Yogesh Kumar Sachdeva (DIN: 00171917) as Managing Director of the company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from any statutory or regulatory authority, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Yogesh Kumar Sachdeva (DIN00171917) as the Managing Director of the Company for a period of five years with effect from 15th November, 2024 to 14th November, 2029, subject to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice of this Annual General Meeting.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

5. To consider and appoint Mr. Verinder Kumar Bathla (DIN: 09244526) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in consonance with the Articles of Association of the Company and based on the recommendation of nomination and remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mr. Verinder Kumar Bathla (DIN:09244526), 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 of the Company, as an Independent Non-executive Director of the Company for a consecutive period of five (05) years, commencing from the conclusion of this Annual General Meeting, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

6. To consider and approve adoption of the New Set of Memorandum of Association (MoA) of the Company as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies, Stock Exchanges where the securities of the Company are listed and such other regulatory/statutory authorities as may be applicable, consent of the members be and is hereby

accorded to adopt new Memorandum of Association (MOA) as per Table A of Schedule I in alignment with the Companies Act, 2013, in place of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Clause III B containing the “Objects Incidental or Ancillary to the attainment of Main Objects” (sub-clause no. 1 to 31) and Clause III C “Other Objects” (sub-clause no. 1 to 52) be and is hereby stands deleted and replaced by New Clause III (B) “Matters which are necessary for furtherance of the Main Objects” containing the sub-clause no. 1 to 83.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

7. To consider and approve the alteration of the Memorandum of Association (MoA) of the company by amendment to existing object clauses and by addition of new object clauses.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by deleting the existing Clause III(A)(1) and replacing it with new Sub-Clauses 1 to 6 under Clause III(A).

RESOLVED FURTHER THAT the existing Sub-Clauses 2 to 11 of Clause III(A) be and are hereby renumbered as Sub-Clauses 7 to 16 respectively, to accommodate the new Sub-Clauses. Altered Clause III A shall be as follows:

CLAUSE III

(A). THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -

1. To carry on the business of real estate development, including construction, promotion, acquisition, sale, lease, sub-lease, licensing, exchange, and disposal of residential, commercial, industrial, institutional, recreational, hospitality, agricultural and infrastructure-related properties such as apartments, houses, flats, bungalows, villas, commercial complexes, office spaces, shopping malls, multiplexes, godowns, warehouses, hotels, resorts, entertainment zones, special economic zones (SEZs), industrial parks, IT parks, hospitals, schools, townships, satellite cities, farmhouses, and similar developments in India and abroad.

2. To act as builders, developers, civil contractors, erectors, constructors, engineers, surveyors, interior decorators, infrastructure developers, and general maintenance contractors, and to carry on the business of construction of buildings, roads, highways, bridges, dams, flyovers, townships, airports, stadiums, ports, docks, sewerage systems, drainage, water pipelines, gas pipelines, power infrastructure, irrigation projects, reclamation works, and other infrastructure or construction-related projects of every kind and description.

3. To purchase, acquire, take on lease, exchange or otherwise deal in land, plots, buildings, hereditaments and any rights or interest therein, and to develop and improve the same by carrying out construction, erection, repair, renovation, maintenance, and related works, whether directly or through contractors or subcontractors, for investment, sale, or rental purposes.

4. To manufacture, trade, import, export, and deal in all types of building materials including but not limited to prefabricated structures, pre-cast items, cement, steel, iron, aluminum, wood, tiles,

sanitary ware, electrical fittings, and all other construction materials, tools, machinery, and equipment required for construction, development, and infrastructure projects.

5. To promote, form, assist, manage or collaborate with housing societies, associations, trusts, cooperatives, joint ventures, and special purpose vehicles (SPVs) for the purpose of development and management of real estate and infrastructure projects.

6. To carry out all kinds of civil, mechanical, structural, electrical, and interior works related to real estate and infrastructure development and to enter into turnkey contracts, joint development agreements (JDA), build-operate-transfer (BOT), build-own-operate (BOO), or any other public-private partnership (PPP) or similar models.

7. To carry on the business of buy, sell, import, trade, agents and deal in all kinds of goods commodities, merchandise and to provide all types of import and export services to the Indian and foreign customers and to act as an export house, trading house, liaison agent and consultant in respect of these businesses.

8. To carry on the business of manufacture, export, import, trade, purchase, sell, distribute or lease or otherwise deal in all granite products, granite materials, marbles slate, stone, and lime stone quarries and mining properties of all kinds and to conduct the business of working and getting these from sand quarriable, substance and minerals of all kinds.

9. To acquire establish and maintain one or more hospital/hospitals, nursing homes and medical centre for the reception and treatment of persons suffering from illness or for the reception and treatment of persons during convalescence, or of persons requiring medical attention or rehabilitation.

10. To carry on the business of producing, marketing and distributing nutritional supplement for consumption by the public and patient with various diseases.

11. To provide professional consultation on matters relation to health, allergy, nutrition, immunity and infection and do.

12. To organize symposia public forums and seminars for continuing educations of doctors paramedical personal and the public.

13. To provide medical relief to the public in all the branches of medical sciences by all available means and do including elite services.

14. To carry out medical research by engaging in the research and development of all fields of medical sciences and in therapies of medical treatment so as to afford medical relief in a better way.

15. To provide research facilities for carrying on research basic and applied in all systems and discipline of medical and surgical knowledge keeping in views the socio medical and socio economic needs of the afflicted community.

16. To publish brochures and books to further the objects clause referred in sub clause 1 to 10 above.

RESOLVED FURTHER THAT Sub-Clause 22 of Clause III(B) of the Memorandum of Association be and is hereby substituted with the following new clause:

22. To enter into partnerships or any other arrangements for sharing of revenues, profits, union of interests, joint ventures, reciprocal concessions, or other collaborative arrangements with any individual, firm, company, body corporate, bank, or any other entity, whether in India or abroad, and to form or promote subsidiaries or associated entities, or provide venture capital funding in

connection with any business which the Company is authorized to carry on or any business capable of being conducted so as to directly or indirectly benefit the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

8. To consider and approve adoption of new set of Articles of Association (AoA) of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association (“AOA”) as per Table F of Schedule I of Companies Act, 2013, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**By order of the Board of Directors
For Ramsons Projects Limited**

**Sd/-
Ashwarya Maheshwari
Company Secretary
Mem. No. A71660
Add: Near Patwari Temple,
Patwari Mohalla, Junawas
Bhilwara Rajasthan 311001**

Date: May 22, 2025

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”)” read with Circular 20/2020 dated May 5, 2020, No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), allowed the companies to conduct their Annual General Meetings to be held on or before September 30, 2025 through VC / OAVM, without the physical presence of the Members at a common venue by following the guidelines specified in the said MCA Circulars. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars as issued and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, the AGM of the Company is being held through VC / OAVM on Thursday, June 19, 2025, at 12:00 pm (IST). The deemed venue for the 31stAGM will be the Registered Office of the Company.
2. The members can contact at instameet@in.mpms.mufg.co.in or contact on 022-49186175, the Registrar & Transfer Agent, Service Provider who need assistance with using the InstaMeet or InstaVote services before or during the meeting.
3. The facility for attending 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. Corporate Members/ Institutional Investors (i.e. other than individuals, HUF’s, NRI’s etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at nilesh@kksinghassociates.com with a copy marked to evoting@nsdl.co.in and corprelations@ramsonspj.com, not later than 48 hours before the scheduled time of the commencement of the Meeting.
6. The facility for VC/OAVM is having capacity to allow 1000 members on a first come first serve basis.
7. 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 2025 and hence the Proxy Form and Attendance Slip are not annexed hereto.
8. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

9. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is enclosed herewith
10. The Register of Members and Share Transfer Books will remain closed from Friday, June 13, 2025, to Thursday, June 19, 2025 (both days inclusive).
11. MUFG 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 are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, Nomination, Contact details, Bank account details and Specimen signature for their corresponding folio numbers failing which such folio will be frozen by the RTA of the Company w.e.f. **October 01, 2023**. The required forms can be downloaded from the RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html> or from Company's website at <http://www.ramsonsprojects.com/reports/0727-3.-investor-service-request.pdf>. Members are requested to submit the forms to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio number.
12. 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 /updatation.
13. 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.
14. Members desirous of 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.
15. All documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agent, MUFG Intime India Private Limited, at the address mentioned below:

MUFG Intime India Private Limited
(Formerly known as MUFG intime India Private Limited)

**Address: Noble Heights, 1st Floor,
Plot No. NH 2, LSC, C-1 Block, Near Savitri Market,
Janakpuri, New Delhi-110058**

16. 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.
17. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, notice of the 31st AGM along with the Annual Report 2024-25, inter alia, indicating the process and manner of attending the meeting through VC/OAVM 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.
18. Members may note that the Notice of the 31st AGM and the Annual Report for the Financial Year 2024-25 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 E-mail ID: corprelations@ramsonsprojects.com.
19. 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, MUFG Intime India Private Limited, on their E mail id- delhi@in.mpms.mufig.com.
20. The notice of the 31st AGM is also available on the website of MUFG Intime India Private Limited. Right of members/ shareholders to inspect books of accounts. During the Annual General Meeting, Members / shareholders may access the electronic copy of the Register of Directors and Key Managerial Personnel, and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at corprelations@ramsonsprojects.com, latest by June 12, 2025 (till 05:00 P.M.).

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 31st 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 MUFG Intime India Private Limited (LIPL).
- 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 cast 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 a 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 June 16, 2025 (09:00 AM) and ends on June 18, 2025 (05:00 PM). During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 12, 2025, 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 purposes only. The remote e-voting module shall be disabled by MUFG 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., June 12, 2025, can obtain the login ID and password by sending a request at enotices@in.mpms.muvg.com or correlations@ramsonspj.com. However, if you are already registered with the RTA 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 could 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., June 12, 2025, 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	<p>METHOD 1 - If registered with NSDL IDeAS facility</p> <p>Users who have registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> a) Visit URL: https://eservices.nsd.com and click on "Beneficial Owner" icon under "Login". b) Enter user id and password. Post successful authentication, click on "Access to e-voting". c) Click on "MUFG Intime" or "Evoting link displayed alongside Company's Name" and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>User who have not registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> a) To register, visit URL: https://eservices.nsd.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp b) Proceed with updating the required fields. c) Post registration, user will be provided with Login ID and password.

	<p>d) After successful login, click on “Access to e-voting”.</p> <p>e) Click on “MUFG Intime” or “Evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2 - By directly visiting the e-voting website of NSDL:</p> <p>a) Visit URL: https://www.evoting.nsd.com/</p> <p>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.</p> <ul style="list-style-type: none"> • Click on “MUFG Intime” or “Evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>METHOD 1 – If registered with CDSL Easi/Easiest facility</p> <ul style="list-style-type: none"> • Users who have registered for CDSL Easi/Easiest facility. • Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. • Click on New System Myeasi • Login with user id and password • After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. • Click on “MUFG intime” or “Evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Users who have not registered for CDSL Easi/Easiest facility.</p> <ul style="list-style-type: none"> • To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration • Proceed with updating the required fields. • Post registration, user will be provided Login ID and password. • After successful login, user able to see e-voting menu. • Click on “MUFG INTIME” or “Evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ul style="list-style-type: none"> • Visit URL: https://www.cdslindia.com/ • Go to e-voting tab. • Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. • System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account <p>After successful authentication, click on “MUFG Intime” or “Evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.</p>

<p>Individual Shareholders (holding securities in Demat mode) & login through their depository participants</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ul style="list-style-type: none"> • Login to DP website • After Successful login, members shall navigate through “e-voting” tab under Stocks option. • Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. • After successful authentication, click on “LINKINTIME” or “Evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode</p>	<ol style="list-style-type: none"> 1. Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of MUFG Intime as under: 2. Visit URL: https://instavote.linkintime.co.in 3. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. 4. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) 5. D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> *Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above *Shareholders holding shares in NSDL form, shall provide ‘D’ above. ▶ 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). 6. Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.
<p>For Institutional Shareholders</p>	<p>STEP 1 – Registration</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund” c) Fill up your entity details and submit the form. d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.

- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
- a. ‘Investor ID’ -
- i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
- ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
- b. ‘Investor’s Name - Enter full name of the entity.
- c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
- d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote Evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.

	<p>e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.</p> <p>f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</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 022 - 4886 7000 and 022 - 2499 7000.
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 call at toll free no. 1800 22 55 33.

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 instameet@in.mpms.mufg.co.in or contact on: - Tel: 022 -4918 6000.

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.in.mpms.mufg.com/>" & click on "Login".
 - ▶ Select the "Company" and "Event Date" and register with your following details:
 - 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 with the company.
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 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 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 General Meeting will be eligible to attend/ participate in the 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@in.mpms.mufg.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., June 12, 2025.
- XIII.** M/s. K. K. Singh and Associates, Company Secretaries having Address at 384P, Sector-40, Gurugram – 122003, Haryana), through its Associate or Partner 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 two working days 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 MUFG Intime India Private Limited at: <https://instavote.linkintime.co.in>. The result will simultaneously be communicated to the stock exchanges.

**By order of the Board of Directors
For Ramsons Projects Limited**

**Sd/-
Ashwarya Maheshwari
Company Secretary
Mem. No. - A71660
Add: Near Patwari Temple,
Patwari Mohalla, Junawas
Bhilwara Rajasthan 311001**

Date: May 22, 2025

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXED TO THE NOTICE DATED May 22, 2025**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 3 to 8 of the accompanying Notice dated May 22, 2025.

Item No. 3: To consider and approve the regularization of Mr. Yogesh Kumar Sachdeva (DIN 00171917) as Director of the company.

Shri Yogesh Kumar Sachdeva (DIN 00171917) was appointed as additional director and Managing Director with effect from 15th November 2024. As per Section 161 of the Companies Act, 2013, he shall hold office up to the date of the present Annual General Meeting. Shri Yogesh Kumar Sachdeva is post graduate and a business tycoon holding extra ordinary experience of Real Estate planning, Development and execution, He is well capable of leading the company in the new business. The company has received notice of his nomination as Director. He is not disqualified to be appointed as such. The Board recommends his regularization as Director on Board of the Company. The brief resume of Mr. Yogesh Sachdeva is also given in notes.

The Board recommends the resolution set out at Item No. 3 for the approval of members as an Ordinary Resolution.

None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in Item No. 3 of this Notice

Item No. 4: To consider and approve the appointment of Mr. Yogesh Kumar Sachdeva (DIN:00171917) as managing director of the company.

The Board of Directors of the Company, at its meeting held on 14th November 2024, approved the appointment of Mr. Yogesh Kumar Sachdeva (DIN: 00171917) as the Managing Director of the Company for a period of five years commencing from 15th November 2024 to 14th November 2029, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The principal terms and conditions of appointment, as approved by the Board, are as follows:

1. That the Company hereby appoints, and Mr. Yogesh Kumar Sachdeva hereby accepts the said appointment as the Managing Director of the Company, for a period of 5 years, effective from November 15, 2024, till November 14, 2029 (Term). The appointment of Managing Director shall be liable to retire by rotation. That this appointment is made pursuant to the provisions of the Companies Act 2013, and in accordance with the Articles of Association of the Company.
2. That Mr. Yogesh Kumar Sachdeva shall perform the duties and responsibilities associated with the position of Managing Director in accordance with the Companies Act 2013, the rules framed thereunder, and the Company's Articles of Association.
3. That during the Term, the Managing Director shall not be removed from his office, on any ground or for any reason, whatsoever, save and except of him being found guilty of willful fraud in his management of the Company and / or in the discharge of his duties as Managing Director and / or unless he resigns.
4. That the Managing Director shall throughout the said Term, devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respects conform to the comply with the directions and regulations made by the

Board, and shall faithfully serve the company and use his utmost endeavors to promote the interests of the company.

5. That the Managing Director shall carry out such duties as may be assigned by the board of directors, subject to its supervision and control and he shall also perform such other functions and services as shall from time to time be entrusted to him by the board of directors.

6. REMUNERATION AND PERQUISITES

It has been agreed between the Company and the Managing Director that the Managing Director shall not take any remuneration unless otherwise approved by the Board in writing.

7. ROLE OF MANAGING DIRECTOR

- a) The Managing Director shall act in accordance with the applicable laws and regulations including the Companies Act, 2013, and such other statutes as may be applicable on the Company.
- b) The Managing Director shall look after the general conduct of the business of the Company in all the important areas of operations including matters related to business development.
- c) The Managing Director shall represent the Company in its dealings with external parties.
- d) The Managing Director shall provide strategic leadership and direction to the Company.
- e) The Managing Director shall exercise such powers, authorities and directions as may from time to time be delegated or entrusted to him by the Board of Directors.
- f) The Manager Director shall exercise his rights and powers subject to the provisions of the Companies Act, 2013 and/or any other Act and/ or as per the Memorandum and Articles of Association of the Company and/or pursuant to rules, regulations guidelines, or conducts of the Company defined either in any meeting of the Company or in general course of business.

8. OTHER CONDITIONS

- a) Mr. Yogesh Kumar Sachdeva, in the capacity of Managing Director, shall be considered as Key Managerial Personnel of the Company pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b) The terms and conditions for the appointment of Mr. Yogesh Kumar Sachdeva as the Managing Director of the Company may be altered, varied, modified or amended by the Board of Directors of the Company and/or the Nomination and Remuneration Committee as it may, at its discretion, deem fit.

9. Code of Conduct

During the appointment, he would be required to comply with regulations as contained in the Companies Act, 2013, including the codes of conduct of the Company. His appointment will be subject to code of conduct and policies of the Company.

10. Disclosure, other directorships, and business interests.

During his Term of office of the Director, he shall promptly notify the Company of any change in his directorships and provide such other disclosures and information as may be required under the applicable laws.

11. Board Committees

The Board of Directors (the Board) may, if it deems fit, appoint Managing Director in one or more existing Board Committees or in any new Committee that is to be set up in the future, in accordance with applicable laws and regulations.

12. TERMINATION

This Agreement may be terminated at any time by the mutual written agreement between the Parties.

If the Managing Director shall at any time be prevented by ill health or accident from performing his duties hereunder, he shall inform the Company and if he shall be unable by reason of ill health or accident for a period of sixty days in any period of twelve consecutive calendar months to perform his duties hereunder, the Company may terminate his employment.

The Board recommends the resolution set out at Item No. 4 for the approval of members as an Ordinary Resolution.

None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Item No. 4 of this Notice.

Item No. 5: To consider and appoint Mr. Verinder Kumar Bathla (DIN: 09244526) as an Independent Director of the Company.

The Board of Directors of the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Verinder Kumar Bathla for appointment as an Independent Director of the Company. Mr. Bathla has given his consent to act as a Director and has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, based on the recommendation of the Nomination and Remuneration Committee and considering his vast experience and expertise, is of the opinion that Mr. Bathla fulfils the conditions for appointment as an Independent Director and that his association would benefit the Company. Accordingly, the Board has recommended to appoint him as an Independent Director for a term of five (5) consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.

A brief profile of Mr. Verinder Kumar Bathla, as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standards, is as under.

Mr. Verinder Kumar Bathla, aged 64, holds a Master's degree in Chemistry and brings with him over 35 years of extensive experience in the field of research and development of petroleum lubricants. Throughout his career, he has been instrumental in driving innovation, formulation development, and product performance enhancement in the lubricant industry. His deep domain expertise and scientific approach have significantly contributed to advancements in lubricant technology and application efficiency across industrial and automotive segments. The brief resume of Mr. Bathla is also given in notes.

The terms and conditions for appointment of Mr. Verinder Kumar Bathla as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the resolution set out at Item No. 5 for the approval of members as a Special Resolution.

None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in Item No. 5 of this Notice.

Item No. 6: To consider and approve adoption of New Set of Memorandum of Association (MoA) of the Company as per Companies Act, 2013.

The existing Memorandum (“MOA”) of the Company was framed under the Companies Act, 1956 and require amendments to align with the provisions of the Companies Act, 2013. Accordingly, it is proposed to adopt a new set of MOA in line with Table A of Schedule I compliant with the provisions of the Companies Act, 2013.

Further, as part of this adoption, Clause III(B) relating to “Objects Incidental or Ancillary to the Attainment of Main Objects” and Clause III(C) relating to “Other Objects” of the existing MOA are proposed to be combined and replaced with a new Clause III(B) titled “Matters which are necessary for furtherance of the Main Objects,” comprising 83 sub-clauses. This change is intended to bring the MOA in conformity with the standardized format under the Companies Act, 2013, which does not require the bifurcation of objects into separate categories and permits a more streamlined and flexible object clause.

The new MOA will reflect the current statutory requirements and provide greater flexibility in management and governance of the Company.

A copy of the existing and proposed MOA of the Company is available for inspection at the registered office of the Company during business hours on all working days up to the date of the Annual General Meeting and will also be available at the meeting.

The Board recommends the resolution at Item No. 6 for approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No. 7: To consider and approve the alteration of the Memorandum of Association (MoA) of the company by amendment to existing object clauses and by addition of new object clauses.

The existing main objects clause of the Memorandum of Association of the Company is proposed to be altered by substituting Clause III(A)(1) with new Sub-Clauses 1 to 6 and renumbering existing Sub-Clauses 2 to 11 as Sub-Clauses 7 to 16, to reflect the Company’s intention to expand and diversify its business operations into new areas including but not limited to real estate development, infrastructure projects, construction-related services, healthcare, and trading activities. This amendment is necessitated because on 20th March 2025, the Company had filed an application with Reserve Bank of India (RBI) for surrender of NBFC license.

Further the Sub Clause 22 of Clause III(B) is being amended as follows:

22. To enter into a partnership or any other arrangement for sharing revenues/ profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise, or collaborate with any person or Company/ Banking Company, or to spawn a new company or provide venture capital and get engaged in any business or transaction, either in India or abroad, which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit the Company.

This alteration is aimed at broadening the scope of business activities of the Company to enable future expansion and diversification and to bring the object clause in line with the proposed strategic vision of the Company.

Pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, approval of the members by way of a Special Resolution is required for altering the Memorandum of Association.

A copy of the altered MOA containing the revised object clause is available for inspection at the registered office of the Company during normal business hours on working days up to the date of the meeting and will also be available at the meeting.

The Board recommends the resolution at Item No. 7 for approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Item No. 8: To consider and approve adoption of new set of Articles of Association (AoA) of the Company.

The existing Articles of Association ("AOA") of the Company were adopted under the provisions of the Companies Act, 1956 and contain references and clauses that are no longer consistent with the provisions of the Companies Act, 2013 and the rules made thereunder.

With the Companies Act, 2013 coming into force, several provisions of the old Articles of Association have become outdated and redundant. To ensure consistency and compliance with the Companies Act, 2013 and to align the Company's governance structure with the current regulatory framework, it is proposed to adopt a new set of Articles of Association based on Table F of Schedule I of the Companies Act, 2013, subject to modifications, which sets out the model Articles for a company limited by shares.

The new Articles of Association would incorporate the provisions of the Companies Act, 2013 and provide better clarity and alignment with current corporate governance requirements, including those prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable.

Pursuant to the provisions of Sections 5, 14, and 15 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, any amendment or adoption of new Articles of Association requires the approval of the shareholders by way of a Special Resolution.

A copy of the proposed new Articles of Association of the Company is available for inspection by the members at the registered office of the Company during business hours on all working days (except Saturdays, Sundays, and public holidays) up to the date of the Annual General Meeting and will also be available at the meeting.

The Board recommends the resolution at Item No. 8 for approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**By order of the Board of Directors
For Ramsons Projects Limited**

Sd/-

**Ashwarya Maheshwari
Company Secretary**

Mem. No. - A71660

**Add: Near Patwari Temple,
Patwari Mohalla, Junawas
Bhilwara Rajasthan 311001**

Date: May 22, 2025

Details of the Director seeking appointment/re-appointment at the forthcoming AGM of the Company (In pursuance to Regulation 36 of SEBI (LODR) Regulations 2015)

- **Detailed Resume of Mr. Rakesh Arora seeking re-appointment** who retires by rotation in terms of Section 152 (6) and being eligible offers himself for re-appointment:

Name of Director	Mr. Rakesh Arora
Date of Birth	23-09-1965
Date of Appointment	29-09-2022
Date of Appointment at current Designation	13-09-2023
Qualification	Member of Institute of Chartered Accountants of India (ICAI)
Expertise in specific functional area	Mr. Rakesh Arora possesses the specialization in Tax and Business Advisory, Corporate and Capital Structuring, Joint Ventures Planning and Formation Business Planning & Decision Making, Development of Systems & Processes, Tax and Corporate Compliances, Audit and Assurance Services.
DIN	00125976
List of Directorships held in other listed companies	None
Membership of Committees of the Board of other companies	None
Relationship between Directors	None
Shareholding in Ramsons Projects Limited	3928
The number of Meetings of the Board attended during the year	05

- **Detailed Resume of Mr. Yogesh Kumar Sachdeva** seeking appointment in terms of Section 161 and 197 of the Companies Act, 2013:

Name of Director	Mr. Yogesh Kumar Sachdeva
Date of Birth	15-10-1961
Date of Appointment	15-11-2024
Date of Appointment at current Designation	15-11-2024
Qualification	Bachelor's Degree in Science
Expertise in specific functional area	Mr. Sachdeva possesses very strong business shrewdness skills. He has a very diversified experience in the field of exports, real estate development, and solar power business.
DIN	00171917
List of Directorships held in other listed companies	None
Membership of Committees of the Board of other companies	None
Relationship between Directors	None
Shareholding in Ramsons Projects Limited	None
The number of Meetings of the Board attended during the year	02

- **Detailed Resume of Mr. Verinder Kumar Bathla** seeking appointment in terms of Section 161 of the Companies act, 2013:

Name of Director	Mr. Verinder Kumar Bathla
Date of Birth	26-05-1960
Date of Appointment	Not Applicable
Date of Appointment at current Designation	Not Applicable
Qualification	Master's Degree in Science (Chemistry)
Expertise in specific functional area	Mr. Bathla was a Key contributor in developing 2-stroke and 4-stroke marine engine oils for IOCL, making it the first Asia-Pacific company with full indigenous marine oil tech.
DIN	09244526
List of Directorships held in other listed companies	None
Membership of Committees of the Board of other companies	None
Relationship between Directors	None
Shareholding in Ramsons Projects Limited	None
The number of Meetings of the Board attended during the year	Not Applicable

**By order of the Board of Directors
For Ramsons Projects Limited**

**Sd/-
Ashwarya Maheshwari
Company Secretary
Mem. No. - A71660
Add: Near Patwari Temple,
Patwari Mohalla, Junawas
Bhilwara Rajasthan 311001**

Date: May 22, 2025