

DISCLOSURE REGARDING NON-APPLICABILITY OF CERTAIN REGULATIONS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR RAMSONS PROJECTS LIMITED

1. Regulation 15(2) – Non-applicability of regulations 17, 17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and 46(2) clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015.

As the paid-up Equity Share Capital of Ramsons Projects Limited ('the Company') is below Rupees Ten Crore (Rs. 10,00,00,000/-) and the Net Worth of the Company is below Rupees Twenty-Five Crore (Rs. 25,00,00,000/-) as per the latest audited Balance Sheet, the compliance of the following Corporate Governance provisions is **not applicable** on the Company:

- Regulation 17: Board of Directors
- Regulation 17A: Maximum number of Directorships
- Regulation 18: Audit Committee
- Regulation 19: Nomination and Remuneration Committee
- Regulation 20: Stakeholders Relationship Committee
- Regulation 21: Risk Management Committee
- Regulation 22: Vigil Mechanism
- Regulation 23: Policy on dealing with related party transactions.
- Regulation 24: Corporate governance requirements with respect to subsidiary of listed entity
- Regulation 24A: Secretarial Audit and Secretarial Compliance Report
- Regulation 25: Obligations with respect to Independent Directors
- Regulation 26: Obligations with respect to employees including senior management, key managerial personnel, directors and promoters.
- Regulation 27: Other Corporate Governance requirements
- Regulation 46(2) –
 - (b) Terms and conditions of appointment of independent directors.
 - (c) Composition of various committees of board of directors.
 - (d) Code of conduct of board of directors and senior management personnel.
 - (e) Details of establishment of vigil mechanism/ Whistle Blower policy.
 - (f) Criteria for making payments to non-executive Directors, if the same has not been disclosed in the annual report.
 - (g) Policy on dealing with related party transactions.
 - (h) Policy for determining 'material' subsidiaries.
 - (i) Details of familiarization programmes imparted to independent directors include the following details.
 - (t) Secretarial compliance report as per sub-regulation (2) of regulation 24A of these regulations.

2. Dividend Distribution Policy

As the Company is not covered under the top 1000 listed entities based on market capitalization (calculated as on March 31 of every financial year), the Company is not required to frame Dividend distribution policy.

The Company do hereby undertake that whenever the aforesaid provisions become applicable on the Company at a later date, we will comply with the requirements of the aforementioned regulations of SEBI (LODR) within six months from the date on which such provisions became applicable to the Company.