

January 15, 2009

The General Manager
The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai-400 001.

Dear Sir,

Sub: **Clause-49 of the Listing Agreement – Corporate Governance Report.**

This is with reference to the above said captioned subject. In this regard, Please find enclosed the Quarterly Compliance Report on Corporate Governance for the Quarter ended December, 2008 in order to compliance with clause 49 of the Listing Agreement. This is for your information and record.

Kindly acknowledge the receipt.

Thanking you,

Yours sincerely,
for **RAMSONS PROJECTS LIMITED**

(Bipin Bihare)
Company Secretary

Name of the Company: RAMSONS PROJECTS LIMITED

Quarter ending on: 31.12.2008

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I	Yes	
(A)Composition of Board	49(IA)	Yes	
(B)Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C)Other provisions as to Board and Committees	49 (IC)	Yes	
(D)Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	
(A)Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B)Meeting of Audit Committee	49 (IIB)	Yes	
(C)Powers of Audit Committee	49 (IIC)	Yes	
(D)Role of Audit Committee	49 II(D)	Yes	
(E)Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)	Yes	
(A)Basis of related party transactions	49 (IV A)	Yes	
(B)Board Disclosures	49 (IV B)	Yes	
(C)Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	
(D)Remuneration of Directors	49 (IV D)	Yes	
(E)Management	49 (IV E)	Yes	
(F)Shareholders	49 (IV F)	Yes	
V.CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

For **RAMSONS PROJECTS LIMITED**

(Bipin Bihare)
Company Secretary