

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE



Name of the Company: **Goldstone Teleservices Limited**

Quarter Ending: **31st March 2007**

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (Y/N)	REMARKS
1	2	3	4
I. Board of Directors	49I	YES	Constituted as per the provisions of Clause 49 read with Companies Act 1956
(A) Composition of Board	49(IA)	YES	Composition as per the provisions of Clause 49 (1A) read with Companies Act 1956
(B) Non-Executive Directors Compensation & Disclosures	49(IB)	NA	Compensation paid to Non Executive Directors including Independent Directors.
(C) Other Provisions as to Board and Committees	49(IC)	YES	Board meetings, memberships or chairman in committees and the information to be furnished before board meetings are being complied
(D) Code of Conduct	49(ID)	YES	Code of Conduct has been laid down by the Board as per the provisions of Clause 49(ID) and the same would be updated in this Quarter
II. Audit Committee	49(II)	YES	The committee formed as per the provisions of clause 49(II) read with the provisions of Companies Act, 1956
(A) Qualified and Independent Audit Committee	49(IIA)	YES	Members of Audit Committee are as per provisions of Clause 49(IIA) read with the provisions of the Companies Act, 1956
(B) Meeting of Audit Committee	49(IIB)	YES	Meetings of Audit Committee are conducted as per provisions of clause 49(IIB) read with the provisions of the Companies Act, 1956
(C) Powers of Audit Committee	49(IIC)	YES	The powers of Audit Committee includes the powers stated under Clause 49(IIC) read with the provisions of the Companies Act, 1956
(D) Role of Audit Committee	49(IID)	YES	The role of Audit committee includes the points given under the clause 49(IID) read with the provisions of the Companies Act, 1956
(E) Review of Information by Audit Committee	49(IIE)	YES	The matters reviewed by audit committee include the information given under Clause 49(IIE) read with the provisions of the Companies Act, 1956

III. Subsidiary Companies	49(III)	NA	The Company is not having any Material Indian Subsidiary Companies
IV. Disclosures	49(IV)	YES	The Company has complied with the disclosures to be made under Clause 49(IV)
(A) Basis of Related party transactions	49(IVA)	YES	The related party transactions being placed before the committee
(B) Disclosure of Accounting Treatment	49(IVB)	YES	We are complying the disclosure requirements wherever they are required under Clause 49(IVB)
(C) Board Disclosures- Risk Management	49(IVC)	YES	The Company has complied with the disclosures about Risk Management as per Clause 49 (IVC)
(D) Proceeds from Initial Public/Rights/Preferential (Issues)	49(IVD)	YES	The Company would be complying the same, whenever it raises further Equity Share Capital
(E) Remuneration of Directors	49(IVE)	YES	The Company does not pay any remuneration to Non Executive Directors except sitting fee and the remuneration paid to Executive Directors are disclosed wherever is required
(F) Management	49(IVF)	YES	Management Discussion Analysis Report to Shareholders and other relevant information under this head is included in the Annual Report
(G) Shareholders	49(IVG)	YES	The Company has been complying with all the provisions under Clause 49(IVG), regarding Company's Website it will be complied shortly in this Quarter
V. CEO/CFO Certification	49(V)	YES	Will be provided in the Next Annual Report
VI. Report on Corporate Governance	49(VI)	YES	Report on Corporate Governance to Shareholders is included in the Annual Report
VII. Compliance	49(VII)	YES	Certificate is included in the Annual Report