

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company: **Goldstone Infratech Limited**  
 Quarter Ending: **30TH June 2015**



<b>PARTICULARS</b>	<b>LAUSE OF LISTING AGREEMENT</b>	<b>COMPLIANCE STATUS Yes/No/N.A</b>	<b>REMARKS</b>
1	2	3	4
<b>II. Board of Directors</b>	<b>49II</b>	<b>Yes</b>	
(A) Composition of Board	49(IIA)	<b>Yes</b>	
(B) Independent Directors	49(II B)	<b>Yes</b>	Terms and conditions of appointment of every Independent Director posted on the website of the Company
(C) Non-Executive Directors Compensation & Disclosure	49(II C)	<b>Yes</b>	
(D) Other Provisions as to Board and Committees	49(II D)	<b>Yes</b>	
(E) Code of Conduct	49(II E)	<b>Yes</b>	Code of Conduct posted on website of the Company
(F) Whistle Blower Policy	49(II F)	<b>Yes</b>	Posted on Website of the Company
<b>III. Audit Committee</b>	<b>49(III)</b>	<b>Yes</b>	
(A) Qualified and Independent Audit Committee	49(III A)	<b>Yes</b>	
(B) Meeting of Audit Committee	49(III B)	<b>Yes</b>	
(C) Powers of Audit Committee	49(III C)	<b>Yes</b>	
(D) Role of Audit Committee	49(III D)	<b>Yes</b>	
(E) Review of Information by Audit Committee	49(III E)	<b>Yes</b>	
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	<b>Yes</b>	
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	<b>Yes</b>	Policy on Material Susidiary posted on Website of the Company
<b>VI. Risk Management</b>	<b>49(VI)</b>	<b>Yes</b>	
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	<b>Yes</b>	During the quarter under review the company has not been entered into any related party transactions.
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related party transactions	49(VIII A)	<b>Yes</b>	Policy on Related Party Transactions posted on website of the Company
(B) Disclosures of Accounting Treatment	49(VIII B)	<b>N.A</b>	
(C) Remuneration of Directors	49(VIII C)	<b>Yes</b>	Will be Complied in the next Annual Report
(D) Management	49(VIII D)	<b>Yes</b>	Will be Complied in the next Annual Report
(E) Shareholders	49(VIII E)	<b>Yes</b>	
(F) Proceeds from Initial Public/Rights/Preferential (Issu	49(VIII F)	<b>N.A</b>	
<b>IX. CEO/ CFO Certification</b>	<b>49(IX)</b>	<b>Yes</b>	Will be Complied in the next Annual Report
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	<b>Yes</b>	Will be Complied in the next Annual Report
<b>XI. Compliance</b>	<b>49(XI)</b>	<b>Yes</b>	Will be Complied in the next Annual Report

**For Goldstone Infratech Limited**

Sd/-

**Hanuman Prasad  
 Company Secretary**