



Goldstone Infratech Limited

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8th April, 2017

To
BSE Limited
National Stock Exchange Limited

Dear Sir/Madam,

Sub: Compliance Report on Corporate Governance – Regulation 27

Ref: Scrip Code Number on BSE : 532439
Name of the Entity : Goldstone Infratech Ltd
Scrip ID on NSE : GOLDINFRA

Pursuant to Regulation 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed report on Corporate Governance

1. For the quarter ended March, 2017 - Annexure I
2. For the year ended March, 2017 - Annexure II

Kindly acknowledge the receipt of the same.

Yours faithfully,
For Goldstone Infratech Limited


P. Hanuman Prasad
Company Secretary

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Company: **Goldstone Infratech Limited**
 Quarter Ending: **31st March, 2017**
 I. Composition of Board of Directors

Annexure - I

Name	PAN	DIN	Category	Date of Appointment	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr. M. Gopalakrishna	ACIPM0868L	00088454	Chairman Non Executive Independent Director	27-09-2014	30 Months & 3 Days	6	5	1
Mr. B. Appa Rao	AAOPB7596C	00004309	Non Executive Independent Director	27-09-2014	30 Months & 3 Days	1	2	1
Mrs. Mahita Caddell	ARWPC6119M	01436127	Non Executive Non Independent	29-05-2004	-NA-	1	NIL	NIL
Mr. L. P. Sashikumar	AAQPL5413N	00016679	Executive & Managing Director	11-10-2000	-NA-	2	2	NIL

II. Composition of Committees

Name of Committee	Name of Committee members	Category
Audit Committee	Mr. B. Appa Rao Mrs. Mahita Caddell Mr. M. Gopalakrishna	Chairman-Non Executive-Independent Director Non Executive Non Independent Director Non Executive Independent Director
Nomination & Remuneration Committee	Mr. M. Gopalakrishna Mr. B. Appa Rao Mrs. Mahita Caddell	Chairman-Non Executive-Independent Director Non Executive Independent Director Non Executive Non Independent Director
Stakeholders Relationship Committee	Mr. M. Gopalakrishna Mr. B. Appa Rao Mr. L. P. Sashikumar	Chairman-Non Executive-Independent Director Non Executive Independent Director Executive & Managing Director
Risk Management Committee	Not Applicable	



III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter			
10.11.2016	11.01.2017	62 Days	
31.10.2016	11.02.2017	30 Days	
	30.03.2017	47 Days	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting (if any) of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee			
11.02.2017	Yes	10.11.2016	91 Days
Nomination & Remuneration Committee			
NIL			
Stakeholders Relationship Committee			
11.02.2017	Not Applicable	NIL	Not Applicable
	Yes	10.11.2016	91 Days

V. Related Party Transactions - NIL	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	
Whether shareholder approval obtained for material RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
a. Audit Committee	
b. Nomination & remuneration committee	
c. Stakeholders relationship committee	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors.	

Name: P. Hanuman Prasad
Designation: Company Secretary

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)-31st March, 2017.

Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to Non-Executive Directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programs imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

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II .Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



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Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	23 (1) Yes 23(5),(6),(7) & (8) – Not Applicable
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	24(2),(3) – Yes 24 (4),(5) & (6) – Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes



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Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name : P.Hanuman Prasad


Company Secretary & Compliance Officer

