

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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



Quarter Ending: **31st March 2007**

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (Y/N)	REMARKS
1	2	3	4
<b>I. Board of Directors</b>	<b>49I</b>	<b>YES</b>	Constituted as per the provisions of Clause 49 read with Companies Act 1956
(A) Composition of Board	49(A)	<b>YES</b>	Composition as per the provisions of Clause 49 (1A) read with Companies Act 1956
(B) Non-Executive Directors Compensation & Disclosures	49(IB)	<b>NA</b>	No Fees/ Compensation paid to Non Executive Directors, including Independent Directors
(C) Other Provisions as to Board and Committees	49(IC)	<b>YES</b>	Board Meetings membership or Chairman in Committees and the information to be furnished before Board Meetings are being Complied
(D) Code of Conduct	49(ID)	<b>YES</b>	Code of Conduct has been laid down by the Board as per the Provisions of Clause 49(ID) and the same was put on the website of the Company
<b>II. Audit Committee</b>	<b>49(II)</b>	<b>YES</b>	
(A) Qualified and Independent Audit Committee	49(IIA)	<b>YES</b>	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)	<b>YES</b>	Meeting 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)	<b>YES</b>	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)	<b>YES</b>	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)	<b>YES</b>	The matters reviewed by Audit Committee include the information given under Clause 49(IIE) read with the provisions of the Companies Act, 1956
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	<b>NA</b>	The Company is not having any Indian Subsidiary Company

<b>IV. Disclosures</b>	<b>49(IV)</b>	<b>YES</b>	The Company has complied with the Disclosures to be made under Clause 49(IV)
(A) Basis of Related party transactions	49(IVA)	<b>YES</b>	The related party transactions are placed before the committee during the year
(B) Disclosures of Accounting Treatment	49(IVB)	<b>YES</b>	We are complying the disclosure requirements wherever they are required under clause 49(IVB)
(C) Board Disclosures-Risk Management	49(IVC)	<b>YES</b>	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)	<b>YES</b>	The Company would be complying the same, whenever it raises further Equity Share Capital
(E) Remuneration of Directors	49(IVD)	<b>YES</b>	The Company does not pay any remuneration to Non-Executive Directors, except sitting fees and the remuneration paid to Executive Directors are disclosed wherever is required
(F) Management	49(IVF)	<b>YES</b>	Managing Discussion Analysis Report to Shareholders and other relevant information under this head is included in the Annual Report
(G) Shareholders	49(IVG)	<b>YES</b>	The Company has been complying with the Provisions under Clause 49(IVG), however the website needs to be updated
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	<b>YES</b>	Will be provided in the Next Annual Report
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	<b>YES</b>	Report on Corporate Governance to Share holders is included in the Annual Report
<b>VII. Compliance</b>	<b>49(VII)</b>	<b>YES</b>	Certificate of compliances included in the Annual Report