

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE



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

Quarter Ending: **30th September 2007**

	PARTICULARS	Clause	COMPLIANCE STATUS (Y/N)	REMARKS
	1	2	3	4
I	Board of Directors	49I	YES	
(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	Except Setting fee.No 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 as applicable 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)
II	Audit Committee	49(II)	YES	
(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 Turnover of the Subsidiary Companies are not Material in nature
IV	Disclosures	49(IV)		
(A)	Basis of Related party transactions	49(IVA)	YES	The related party transactions being placed before the committee
(B)	Disclosures 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 is complying with the disclosures about Risk Management as per Clause 49 (IVC) as may be required from time to time
(D)	Proceeds from Initial Public/Rights/Preferential (Issues)	49(IVD)	YES	The Company would be complying the same as and when applicable
(E)	Remuneration of Directors	49(IVD)	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 is complying with all the provisions under Clause 49(IVG),
V	CEO/CFO Certification	49(V)	YES	being submitted to the Board
VI	Report on Corporate Governance	49(VI)	YES	Report on Corporate Governance to Shareholders included in the Annual Report
VII	Compliance	49(VII)	YES	Certificate included in the Annual Report