

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: **30th September, 2016**

I. Composition of Board of Directors

| Name | PAN | DIN | Category | Date of Appointment/Ces sation | 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 | Non Executive Independent | 27-09-2014 | 24 Months & 4 Days | 6 | 6 | 2 |
| Mr.B.Appa Rao | AAOPB7596C | 00004309 | Non Executive Independent | 27-09-2014 | 24 Months & 4 Days | 1 | 2 | 1 |
| Mr.S.Murali Krishna* | ACUPM3004A | 00050507 | Non Executive Independent | 27-09-2014 01-07-2016* | 21 Months | 1 | 2 | 1 |
| Mrs.Mahita Caddell | ARWPC6119M | 01436127 | Non Executive Non Independent Director | 29-05-2004 | -NA- | 1 | 1 | NIL |
| Mr.L.P.Sashikumar | AAQPL5413N | 00016679 | Executive & Managing Director | 11-10-2000 | -NA- | 2 | 2 | NIL |

* Mr.S.Muralikrishna resigned as the Director of the Company vide Resignation Letter dated 01-07-2016

II. Composition of Committees

| Name of Committee | Name of Committee members | Category |
|-------------------------------------|---------------------------|----------------------------------------------|
| Audit Committee | Mr.B.Appa Rao | Chairman-Non Executive-Independent Director |
| | Mr.S.Murali Krishna* | Non Executive Independent Director |
| | Mr.M.Gopalakrishna | Non Executive Independent Director |
| | Ms.Mahitha Caddell^ | Non Executive Non Independent Director |
| Nomination & Remuneration Committee | Mr.M.Gopalakrishna | Chairman-Non Executive- Independent Director |
| | Mr.S.Murali Krishna* | Non Executive Independent Director |
| | Mr.B.Appa Rao | Non Executive Independent Director |
| Stakeholders Relationship Committee | Ms.Mahitha Caddell^ | Non Executive Non Independent Director |
| | Mr.M.Gopalakrishna^ | Chairman-Non Executive- Independent Director |
| | Mr.S.Murali Krishna* | Chairman-Non Executive- Independent Director |
| Risk Management Committee | Mr.B.Appa Rao | Non Executive Independent Director |
| | Mr.L.P.Sashikumar | Executive & Managing Director |
| | Not Applicable | |

* Ceased to be the Member/Chairman with effect from 11-08-2016

^ Became a Member with effect from 11-08-2016

| III. Meeting of Board of Directors | | |
|------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 04-05-2016 | 11-08-2016 | 21 Days |
| 26-05-2016 | 30-08-2016 | 76 days |
| | | 18 Days |

| IV. Meeting of Committees | | | |
|--------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------|
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting (if any) of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| Audit Committee | | | |
| 11-08-2016 | Yes | 26-05-2016 | 76 |
| Nomination & Remuneration Committee | | | |
| 11-08-2016 | Yes | 26-05-2016 | 76 |
| Stakeholders Relationship Committee | | | |
| 11-08-2016 | Yes | 26-05-2016 | 76 |

V. Related Party Transactions - NIL

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
|--------------------------------------------------------------------------------------------------------|--------------------------------------|
| 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

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Sd/-

Name:P.Hanuman Prasad

Designation:Company Secretary