

**QUARTERLY COMPLIANCE REPORT
ON CORPORATE GOVERNANCE**

Name of the Company : **STONE INDIA LIMITED**

Quarter ended on : **31st December 2011**

| | Particulars (1) | Clause of listing Agreement (2) | Compliance Status (Yes/No/N.A) (3) | Remarks (4) |
|-------------|--|------------------------------------|--|----------------|
| I. | Board of Directors | 49 I | | |
| (A) | Composition of Board | 49 (IA) | Yes | |
| (B) | Non-executive Directors' Compensation & disclosure | 49 (IB) | Yes | |
| (C) | Other provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) | Code of Conduct | 49 (ID) | Yes | |
| II. | Audit Committee | 49 II | | |
| (A) | Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) | Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) | Power of Audit Committee | 49 (IIC) | Yes | |
| (D) | Role of Audit Committee | 49 (IID) | Yes | |
| (E) | Review of information by Audit Committee | 49 (IIE) | Yes | |
| III. | Subsidiary Companies | 49 III | Yes | |
| IV. | Disclosures | 49 IV | | |
| (A) | Basis of related party transactions | 49 (IVA) | Yes | |
| (B) | Disclosure of Accounting Treatment | 49 (IVB) | Yes. | As applicable |
| (C) | Board Disclosures | 49 (IVC) | Yes | |
| (D) | Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVD) | Yes | |
| (E) | Remuneration of Directors | 49 (IVE) | Yes | |
| (F) | Management | 49 (IVF) | Yes | |
| (G) | Shareholders | 49 (IVG) | Yes | |
| V. | CEO/CFO Certification | 49 V | Yes | |
| VI. | Report on Corporate Governance | 49 VI | Yes | |
| VII. | Compliance | 49 VII | Yes | |