

JYOTI STRUCTURES LIMITED

Registered & Corporate Office:

Valecha Chambers, 6th Floor, New Link Road
Oshiwara, Andheri (West), Mumbai - 400 053
Corporate Identity No.: L45200MH1974PLC017494
Tel.: (91-22) 4091 5000 Fax : (91-22) 40915014 / 15
E-mail: contact@jst.in Web site : www.jst.in

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
BKC, Bandra (East), Mumbai - 400 051

Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Ref : Scrip ID JYOTISTRUC

Ref : Scrip Code 513250

13th October, 2015

LHK : RR

Dear Sir

Sub: Corporate Governance Report

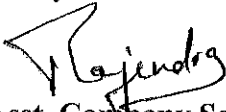
Pursuant to Clause 49 of Listing Agreement, please find enclosed herewith Corporate Governance Report for the Quarter ended 30th September, 2015.

You are requested to take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For Jyoti Structures Limited


Asst. Company Secretary



Encl.: as above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

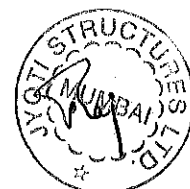
NAME OF THE COMPANY

: JYOTI STRUCTURES LIMITED

QUARTER ENDING ON

: 30TH SEPTEMBER, 2015

Sr	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES / NO)	REMARKS
	1	2	3	4
1	II. Board of Directors	49 II	Yes	-
	(A) Composition of Board	49 (IIA)	Yes	-
i	Mr. S. D. Kshirsagar - Chairman *(NED & ID)			
ii	Ms. Jyotsna Jamkhandi - Director *(NED)			
iii	Mr. Kalpesh Kikani - Director * (NED)			
iv	Mr. R. C. Rawal - Director * (NED & ID)			
v	Mr. Sanjay Mirchandani - Director * (NED)			
vi	Mr. V. M. Kaul - Director * (NED & ID)			
vii	Mr. Prakash K. Thakur - Director * (NED)			
viii	Mr. K. R. Thakur - Whole-time Director			
	The Company has a Non-Executive Chairman and the number of Independent Directors is more than One - third of the total number of Directors. More than 50% of the Board of Directors comprise of Non-Executive Directors.			
	(B) Independent Directors	49 (IIB)	Yes	-
i	Mr. S. D. Kshirsagar - Chairman *(NED & ID)			
ii	Mr. R. C. Rawal - Director * (NED & ID)			
iii	Mr. V. M. Kaul - Director * (NED & ID)			
	The Company has a Non-Executive Chairman and the number of Independent Directors is more than One-third of the total number of Directors.			
	(C) Non-Executive Director's Compensation & Disclosure	49 (IIC)	Yes	-
	(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-
	During the quarter ended 30th September, 2015, two Board Meetings were held on 13th August, 2015 and 26th September, 2015			
	(E) Code of Conduct	49 (IIE)	Yes	-
	(F) Whistle Blower Policy	49 (IIF)	Yes	-
2	III. Audit Committee	49 III	Yes	-
	(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
	The Audit Committee consists of Mr. T. C. Venkat Subramanian - Chairman (upto 15th August, 2015), Mr. S. D. Kshirsagar (Chairman) (w.e.f. 26th September, 2015), Mr. V. M. Kaul (Member) and Mr. R. C. Rawal (Member). All members are Independent Non Executive Directors & financially literate with majority of them having accounting and financial management expertise.			



Sr	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES / NO)	REMARKS
	(B) Meeting of Audit Committee	49 (IIB)	Yes	
	During the quarter ended 30th September, 2015, one Audit Committee Meeting was held on 13th August, 2015			
	(C) Powers of Audit Committee	49 (IIC)	Yes	
	The powers of the Audit Committee have been approved by the Board of Directors			
	(D) Role of Audit Committee	49 (IID)	Yes	
	The role of Audit Committee has been approved by the Board of Directors			
	(E) Review of information by Audit Committee	49 (IIE)	Yes	-
3	IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
	The Nomination and Remuneration Committee consists of Mr. T. C. Venkat Subramanian - Chairman (upto 15th August, 2015), Mr. S. D. Kshirsagar - Chairman (w.e.f 26th September, 2015), Mr. V. M. Kaul, Member and Mr. Kalpesh Kikani - Member. All members of the Committee are Non-Executive Directors and the number of Independent Directors is more than 50% of the total number of Directors. Chairman of the Committee is an Independent Director.			
4	V. Subsidiary Companies	49 (V)	N. A	None of the Subsidiary Companies are covered under "Material Non-Listed Indian Subsidiary"
5	VI. Risk Management	49 (VI)	Yes	
6	VII. Related Party Transactions	49 (VII)	Yes	
7	VIII. Disclosure	49 (VIII)	Yes	
	(A) Related Party Transactions	49 (VIII A)	Yes	
	(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
	(C) Remuneration of Directors	49 (VIII C)	Yes	
	(D) Management	49 (VIII D)	Yes	
	(E) Shareholders	49 (VIII E)	Yes	
	(F) Disclosure of resignation of Directors	49 (VIII F)	Yes	
	(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	
	(H) Disclosures in Annual Report	49 (VIII H)	Yes	
	(I) Proceeds from Public Issues, Rights Issues Preferential issues etc.	49 (VIII I)	N. A	Will be Complied with as and when the situation arise
8	IX. CEO/CFO Certification	49 (IX)	Yes	CEO/CFO Certificate forms part of Annual Report.
9	X. Report on Corporate Governance	49 (X)	Yes	
	Report on Corporate Governance forms part of the Annual Report.			
10	XI. Compliance	49 (XI)	Yes	

* NED - Non - Executive Director & ID - Independent Director
Mumbai; 8th October, 2015

