

# JYOTI STRUCTURES LIMITED

## Registered & Corporate Office:

Valecha Chambers, 6<sup>th</sup> 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](mailto:contact@jst.in) Web site : [www.jst.in](http://www.jst.in)

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

3<sup>rd</sup> July, 2014  
LHK : RR

Dear Sir

**Scrip ID: JYOTISTRUC**

**Sub: Corporate Governance Report**

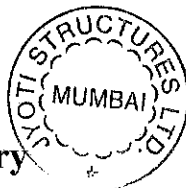
Pursuant to Clause 49 of the Listing Agreement, enclosed please find herewith Report on Corporate Governance for the quarter ended 30<sup>th</sup> June, 2014.

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

Thanking You,

Yours faithfully,  
For **Jyoti Structures Limited**

  
**L. H. Khilnani**  
Company Secretary



Encl.: as above

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

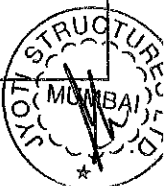
NAME OF THE COMPANY

: JYOTI STRUCTURES LIMITED

QUARTER ENDING ON

: 30TH JUNE, 2014

Sr	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES / NO)	REMARKS
	1	2	3	4
1	<b>I. Board of Directors</b>	49 I	Yes	-
	(A) Composition of Board	49 (IA)	Yes	-
i	Mr. S. D. Kshirsagar - Chairman *(NED & ID)			
ii	Mr. A. J. Khan - Director *(NED & ID)			
iii	Mr. G. L. Valecha - Director *(NED)			
iv	Mr. R. C. Rawal - Director *(NED & ID)			
v	Mr. Sanjay Mirchandani - Director *(NED)			
vi	Mr. T. C. Venkat Subramanian - Director *(NED & ID)			
vii	Mr. V. M. Kaul - Director *(NED & ID)			
viii	Mr. Kalpesh Kikani - Director *(NED)			
ix	Mr. Santosh V. Nayak - Managing Director			
x	Mr. Prakash K. Thakur - Vice Chairman			
xi	Mr. K. R. Thakur - Whole-time Director			
	The Company has a Non-Executive Chairman and the number of Independent Director 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) Non-Executive Director's Compensation & Disclosure	49 (IB)	Yes	-
	(C) Other Provisions as to Board and Committee	49 (1C)	Yes	-
	During the quarter ended 30th June, 2014, Three Board Meetings were held on 18th April, 2014, 30th May, 2014 and 30th June, 2014			
	(D) Code of Conduct	49 (ID)	Yes	
2	<b>II. Audit Committee</b>	49 II	Yes	-
	(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
	The Audit Committee consist of Mr. T. C. Venkat Subramanian - Chairman, Mr. S. D. Kshirsagar (Member), 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			
	(B) Meeting of Audit Committee	49 (IIB)	Yes	
	During the quarter ended 30th June, 2014, Two Audit Committee Meetings were held on 18th April, 2014 and 29th May, 2014			
	(C) Powers of Audit Committee	49 (IIC)	Yes	
	The Audit Committee has been granted powers as required by Clause 49, by the Board of Directors vide Board Resolution passed on 23rd June, 2000.			



Sr	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES / NO)	REMARKS
	(D) Role of Audit Committee	49 (IID)	Yes	
	The Role of the Audit Committee had been decided vide Board Resolution passed on 23rd June, 2000.			
	(E) Review of information by Audit Committee	49 (IIE)	Yes	-
3	<b>III. Subsidiary Companies</b>	49 III(i)	N. A	None of the Subsidiary Companies are covered under "Material Non-Listed Indian Subsidiary"
		49 III (ii) & (iii)	Yes	
4	<b>IV. Disclosure</b>	49 IV	Yes	
	(A) Basis of related party transactions	49 (IV A)	Yes	
	(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
	(C) Board Disclosures	49 (IV C)	Yes	
	(D) Proceeds from Public Issues, Rights Issues Preferential issues etc.	49 (IV D)	N. A	Will be Complied with as and when the situation arise
	(E) Remuneration of Directors	49 (IV E)	Yes	
	(F) Management	49 (IV F)	Yes	
	Management Discussion & Analysis (MDA) report forms part of Annual Report.			
	(G) Stakeholders Relationship Committee	49 (IV G)	Yes	
	The Committee consist of Mr. T. C. Venkat Subramanian - Chairman, Mr. S. D. Kshirsagar (Member), Mr. S. V. Nayak (Member) and Mr. K. R. Thakur (Member). The Chairman of the Committee is a Non-Executive Independent Director.			Stakeholders Relationship Committee also acts as 'Investors Grievance Committee'
5	<b>V. CEO/CFO Certification</b>	49 (V)	Yes	CEO/CFO Certificate forms part of Annual Report.
6	<b>VI. Report on Corporate Governance</b>	49 VI	Yes	
	Report on Corporate Governance forms part of the Annual Report.			
7	<b>VII. Compliances</b>	49 (VII)	Yes	-

\* NED - Non - Executive Director & ID - Independent Director

Mumbai; 3rd July, 2014

