

Quarterly Compliance Report on Corporate Governance

Name of the Company : **JYOTI LIMITED**
VADODARA – 390 003
 Quarter ending on : **30/06/2014**

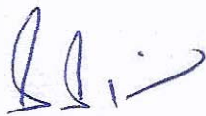
| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|---|-----------------------------|----------------------------|---|
| 1 | 2 | 3 | 4 |
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 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) Powers 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) | N.A. | |
| IV. Disclosures | 49(IV) | | |
| (A) Basis of related party transactions | 49(IVA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(IVB) | Yes | |
| (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) | | Will be complied in the ensuing Annual Report |
| (F) Management | 49(IVF) | | Will be complied in the ensuing Annual Report |
| (G) Shareholders | 49(IVG) | | Will be complied in the ensuing Annual Report |



| | | | |
|------------------------------------|---------|-----|---|
| V. CEO/CFO Certification | 49(V) | Yes | |
| VI. Report on Corporate Governance | 49(VI) | | Will be complied in the ensuing Annual Report |
| VII. Compliance | 49(VII) | | Will be complied in the ensuing Annual Report |

The Annual Report for the financial year 2012-13 have already been sent to the shareholders of the Company in which all the compliances mentioned in IV(E)(F)(G), VI and VII are complied with.

For JYOTI LIMITED



S. Singhal
Associate Vice President (Legal) &
Company Secretary

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