



October 13 , 2015

The Deputy Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Mumbai

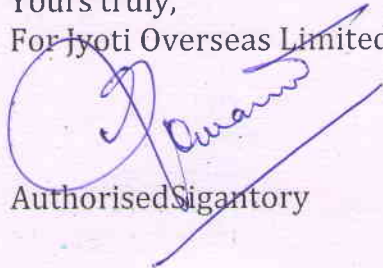
Dear Sir,

**Subject : Submission of Corporate Governance Report for the Quarter ended 30<sup>th</sup> September , 2015**

Please find enclosed Corporate Governance Report for the quarter ended 30<sup>th</sup> September , 2015.

Thanking you

Yours truly,  
For Jyoti Overseas Limited



Authorised Signatory



## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: JYOTI  
OVERSEAS LTD

Quarter ending on: 30.09.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49 (IIA)	Yes	Total Strength of the Board is -4 No of Independent Director is – 2 No of Non Independent Directors - 2
(B) Independent Directors	49 (IIB)	Yes	No of Independent Director is – 2
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	1) Apart from receiving sitting fees, Independent Director neither receive seating fees nor have any material pecuniary relationships or transactions with the Company. 2) No commission has been paid during the quarter ended 30.09.2015 3) No stock Option has been granted to any of the Directors during the quarter ended 30.09.2015
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is in Place.
<b>III. Audit Committee 49 (III)</b>			
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	All the members of the Audit Committee are financially literate .
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Committee met every quarter to approve the accounts.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Committee has adequate powers to investigate , to seek information, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant expertise
(D) Role of Audit Committee	49 (IIID)	Yes	In line with stipulation mentioned above

**Registered Office : 60, Sanwariya Nagar, Near Bank of India,  
Ghatbillod, Dist. Dhar (M.P.) - 454 773 India Visit at : [www.jolindia.com](http://www.jolindia.com)**





(E) Review of Information by Audit Committee	49 (III E)	Yes	Audit Committee review all the information as per the guidelines.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Not Applicable	The Company does not have any Subsidiary
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	N.A.	-
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	The relevant disclosure has been made in the annual report
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable accounting standards are being complied with on a continue basis and due disclosure is made in Annual Report
(C) Remuneration of Directors	49 (VIII C)	Yes	None of Directors is receiving any remuneration.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis report is a part of Directors Report which is annually published in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	All necessary information's are upload on the Company's web site as required.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	No Such proceed is generated during this quarter ended 30.09.2015.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	As required by Clause 49 of the listing agreement, the CFO certification is Annexed to the report on Corporate Governance for the Financial Year ended 31 <sup>st</sup> March, 2015
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Complied in the Annual Report for Financial Year 2014-2015
<b>XI. Compliance</b>	49 (XI)	Yes	Complain certificate has been received from Auditor's of the company and is part of the Annual Report for the year ended 31 <sup>st</sup> March ,2015

For JYOTI OVERSEAS LTD.

Managing Director