

Secretarial compliance report of JYOTI LIMITED for the year ended 31st March, 2019

We Ravi Kapoor & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by JYOTI LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Reg. 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	BSE Ltd. has issued a notice no. LIST/COMP/Reg. 27(2) & Reg. 17 to 21/Sep-18/504076/960/2018-19 dated 31 st October, 2018 and impose a penalty of Rs. 5,42,800/- for Non Compliance with the requirements pertaining to the Composition of the Board including failure to appoint woman director.	Company has not submitted the details of composition of Board of Directors while filling the data in the XBRL Sheet of Corporate Governance Report for the quarter ended on 30.06.2018. However, Company has resubmitted the Corporate Governance Report for the quarter ended on 30.06.2018 on 13 th November, 2018 duly complying with the Regulation 17 (1) of SEBI (LODR) Regulations, 2015. On the basis of resubmission by the Company BSE Ltd. has taken note of the said compliance and waived off the said penalty vide it's e-mail dated 13 th November, 2018

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



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- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Ahmedabad
Date: 22nd May, 2019

For, Ravi Kapoor & Associates


Ravi Kapoor
Company Secretary in practice
FCS No. 2587
C P No.: 2407

