

**AGENDA FOR THE 33rd (THIRTY THIRD) BOARD MEETING OF JOSTS ENGINEERING COMPANY LIMITED TO BE HELD AT C-7, ROAD NO. 12, WAGLE INDUSTRIAL ESTATE, THANE 400604 THROUGH VIDEO CONFERENCING ON THURSDAY, THE 12<sup>TH</sup> MAY, 2022 AT 04:00 P.M.**

<b>S. No.</b>	<b>Particulars</b>
1.	To grant leave of absence, if any.
2.	To confirm the Minutes of the previous 32nd (Thirty Second) Board Meeting held on 10 <sup>th</sup> February, 2022.  <b>Note:</b> A Copy of the Minutes of the previous Board Meeting is attached.
3.	To note the Minutes of the thirtieth Audit Committee Meeting held on 10 <sup>th</sup> February, 2022, duly approved by the Audit Committee.  <b>Note:</b> A Copy of the Minutes of the thirtieth Audit Committee Meeting is attached.
4.	To take note of the Minutes of the Twelfth Nomination and Remuneration Committee Meeting held on 10 <sup>th</sup> February, 2022.  <b>Note:</b> A Copy of the Minutes of the Twelfth Nomination and Remuneration Committee Meeting is attached.
5.	To take note of the Minutes of the Eighth Shareholders Grievances and Stakeholders Relationship Committee Meeting held on 10 <sup>th</sup> February, 2022.  <b>Note:</b> A Copy of the Minutes of the Seventh Shareholders Grievances and Stakeholders Relationship Committee Meeting is attached.
6.	To take note of the minutes of the Forty Second Board Meeting of Company's Subsidiary, namely, MHE Rentals India Private Limited, held on 10 <sup>th</sup> February, 2022, pursuant to Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  <b>Note:</b> A Copy of the Minutes of the Board Meeting of the Subsidiary Company, is attached.
7.	To sign the register of contracts / arrangements maintained pursuant to Section 189 of the Companies Act, 2013 in respect of the contracts/ arrangements entered in to between the Company and Related Parties, during the period from 1 <sup>st</sup> October, 2021 to 31 <sup>st</sup> December, 2021, duly approved by the Board of Directors, at their meeting held on 10 <sup>th</sup> February, 2022.
8.	To consider and approve, the contracts or arrangements or transactions, if any, with related parties, pursuant to Section 184(2) and / or Section 188 of the Companies Act, 2013, entered into between the company and Related Parties, during the period from 1 <sup>st</sup> January, 2022 to 31 <sup>st</sup> March, 2022, duly reviewed by the Audit Committee.  <b>Note:</b> An annexure containing the details of contracts/arrangements/ transactions entered into between the company and related parties during the period is attached.

9.	<p>To note the notices received, pursuant to section 184(1) of the Companies Act, 2013, i.e. Disclosure of Interest by Directors for the financial year 2022-23, from the following directors:</p> <ol style="list-style-type: none"> <li>1. Mr. Jai Prakash Agarwal</li> <li>2. Mr. Vishal Jain</li> <li>3. Mr. Marco Wadia</li> <li>4. Mr. F K Banatwalla</li> <li>5. Mr. Shailesh Sheth</li> <li>6. Mrs. Shikha Jain</li> </ol>
10.	<p>To take a note of the Compliance certificates (Certificates stating that the concerned directors are not disqualified for being appointed as directors), pursuant to section 164(1) of the Companies Act, 2013, for the year ended 31<sup>st</sup> March, 2022, received from the following directors:</p> <ol style="list-style-type: none"> <li>1. Mr. Jai Prakash Agarwal</li> <li>2. Mr. Vishal Jain</li> <li>3. Mr. Marco Wadia</li> <li>4. Mr. F K Banatwalla</li> <li>5. Mr. Shailesh Sheth</li> <li>6. Mrs. Shikha Jain</li> </ol>
11.	<p>To take a note of Declaration of Independence, pursuant to section 149(7) of the Companies Act, 2013, received from the following Independent Directors:</p> <ol style="list-style-type: none"> <li>1. Mr. F K Banatwalla</li> <li>2. Mr. Shailesh Sheth</li> <li>3. Mr. Marco Wadia</li> </ol>
12.	<p>To take note of the statement of Investors' Complaints for the quarter ended 31<sup>st</sup> March, 2022, pursuant to Regulation 13 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p> <p>Note: Copy of Investors' complaints statement received from Company's RTA, namely, Bigshare Services Private Limited is attached.</p>
13.	<p>To take a note of the Corporate Governance Report for the year ended 31<sup>st</sup> March, 2022, filed with the Bombay Stock Exchange pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p> <p>Note: A copy of Corporate Governance Report is attached.</p>
14.	<p>To take note of the details of all significant transactions and arrangements entered into by the Company's Subsidiary, namely, MHE Rentals India Private Limited during the quarter ended 31<sup>st</sup> March, 2022, pursuant to Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Note: Details of all significant transactions and Arrangements entered into by the Company's Subsidiary, are attached.</p>
15.	<p>To consider and take note of the details of foreign exchange exposures of Jost's Engineering Company Limited and the steps taken by its management to limit the risks of adverse exchange rate movement, for the quarter ended 31<sup>st</sup> March, 2022 pursuant to Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Note: A statement giving details of Foreign Exchange exposures and steps taken by the management of the Company is attached.</p>

16.	<p>To take note of the Audited financial results for the year ended 31<sup>st</sup> March, 2022, of the Company's Subsidiary, namely, MHE Rentals India Private Limited, pursuant to Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly reviewed by Audit Committee.</p> <p><b>Note:</b> Audited Financial Results of the Company's Subsidiary, namely, MHE Rentals India Private Limited for the year ended 31<sup>st</sup> March, 2022 will be attached.</p>
17.	<p>(i) To consider and approve, the Standalone and Consolidated Audited Financial Results for the year ended 31<sup>st</sup> March, 2022, duly reviewed by Audit Committee, in the prescribed format, as required by Regulation 33 (3) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and authorise Mr. Jai Prakash Agarwal, Chairman or Mr. Vishal Jain, Vice-Chairman and Managing Director, to sign the said financial Results, on behalf of the Company and authorise Any of the directors or Company Secretary or Chief Financial Officer, to submit the said results to the Stock Exchange.</p> <p><b>Note:</b> Audited Financial Results for the year ended 31<sup>st</sup> March, 2022 in a prescribed format will be attached.</p> <p>(ii) To consider and approve, an extract of the Standalone and Consolidated Audited Financial Results for the year ended 31<sup>st</sup> March, 2022, to be published in the News Papers, pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, duly reviewed by Audit Committee.</p> <p><b>Note:</b> Extract of the Financial Results to be published, will be attached.</p>
18.	<p>(i) To consider and approve, the Standalone and Consolidated Audited Financial Statements of the company for the year ended 31<sup>st</sup> March, 2022, pursuant to Section 134(1) of the Companies Act, 2013, duly initialled by the Statutory Auditors and reviewed by the Audit Committee.</p> <p><b>Note:</b> Standalone and Consolidated Audited Financial Results for the year ended 31<sup>st</sup> March, 2022 will be attached.</p> <p>(ii) To authorise the Chairman/ Directors of the company to sign the aforesaid Financial Statements on behalf of the Board of Directors, pursuant to Section 134 of the Companies Act, 2013.</p>
19.	<p>To make a note of the following Certificates and statements:</p> <p>i) A certificate, pursuant to Regulation 33 (2)(a) of SEBI (LODR), Regulations, 2015, duly signed by the Vice Chairman &amp; Managing Director, for the year ended 31<sup>st</sup> March, 2022.</p> <p>ii) Certificate of Compliance, under Regulation 17(8) of SEBI (LODR) Regulations, 2015 duly signed by the Vice Chairman &amp; Managing Director, for the year ended 31<sup>st</sup> March, 2022.</p> <p>iii) Certificate of Compliance of all laws, orders, regulations and other Government and Local Authorities concerning the business affairs of the Company, duly signed by Vice Chairman &amp; Managing Director, for the year ended 31<sup>st</sup> March, 2022.</p> <p>iv) Certificate pursuant to Regulation 27 of SEBI (LODR) Regulations, 2015, for the year ended 31<sup>st</sup> March, 2022, duly signed by Vice Chairman &amp; Managing Director.</p> <p>v) Statement showing the Contingent Liabilities as on 31<sup>st</sup> March, 2022 vis-à-vis the Contingent Liabilities as on 31<sup>st</sup> March, 2021 duly signed by the concerned officer.</p> <p><b>Note:</b> All the above certificates and statements are attached.</p>

20.	To consider and approve, the authorization under section 113 of Companies Act, 2013, for attending on behalf of the Company, the ensuing Annual General Meeting of Company's Subsidiary, namely, MHE Rentals India Private Limited.
21.	<p>To consider and approve, pursuant to the provisions of section 128 of the Companies Act, 2013, keeping the books of accounts and relevant papers, at C-7, Road No. 12, Wagle Industrial Estate, Thane West – 400604, instead of keeping the same at the Registered Office of the Company.</p> <p>Note:</p> <p>As per the provisions of Section 128 of the Companies Act, 2013, the company is required to maintain the Books of Accounts and relevant papers at the Registered Office of the Company. However as per the proviso to section 128(1) of the Companies Act, 2013, the Books of Accounts and relevant documents may be kept at such other place in India as the Board of Directors of the Company may decide and where such decision is taken, the company is required to inform the Registrar of Companies, within seven days of such decision, giving the full address of that other place.</p> <p>For the purpose of administrative convenience, it is proposed to maintain the books of accounts and relevant documents of the company at C-7, Road No. 12, Wagle Industrial Estate, Thane (West) 400604. The Board is requested to approve the aforesaid proposal and authorize, any one of the Directors of the Company or Company Secretary to complete the necessary formalities and do such acts and deeds as may be necessary.</p>
22.	<p>i. To consider recommendation of Dividend, if any, for the year 2021-22.</p> <p>ii. On recommendation of Dividend, to consider and approve opening of Current Account with HDFC Bank Limited for the purpose of payment of Dividend, for the year ended 31<sup>st</sup> March, 2022 and authorise Mr. Jai Prakash Agarwal Executive Chairman, Mr. F. K. Banatwalla, Director, and Mr. Rohit Jain, CFO of the Company to operate the said bank account, singly.</p>
23.	To consider and approve related party transactions if they aggregate transactions exceed 10% or more of the annual turnover of the company as per last audited Financial statements of the company.
24.	To consider and approve the change in Signatory for GST purpose.
25.	Approval for change in Authorized Signatories for Banking Operations.
26.	To consider and approve the incorporation of Whole Owned Subsidiary outside India.
27.	Any other business with the permission of the Chair.



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