

JOSTS ENGINEERING COMPANY LIMITED

CIN No. L28100MH1907PLC000252

Regd. Office: Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai
– 400001 Tel. No. 91-22-62674000/22694956

Website: www.josts.com **Email:** jostsho@josts.in

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of Josts Engineering Company Limited (“the Company”) by means of Postal Ballot, only by way of remote e-Voting process (“e-Voting”), pursuant to Section 110 and Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs (‘MCA’) no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), this Postal Ballot Notice (“Notice”) is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants (‘DP’)/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed M/s Anubhuti Akshay & Associates, a firm of Practising Company Secretary (FRN: P2015RJ043900), as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences from **09:00 a.m. (IST) on Tuesday, 10th February, 2026** and ends at **05:00 p.m. (IST) on Wednesday, 11th March, 2026**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the remote e-Voting.

The said results along with the Scrutinizer's Report will be uploaded on the Company's website www.josts.com and on the website of National Securities Depository Limited ('NSDL') www.evoting.nsdl.com. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

SPECIAL BUSINESS:

RESOLUTION:

1. Proposed sale of 100% shareholding of Material Subsidiary namely 'JECL Engineering Limited'

To consider, and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180 and other applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder and Regulations 24, 37A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, subject to the approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for sale/transfer/disposal of 100% of its shareholding and assets in its material subsidiary, namely, JECL Engineering Limited (hereinafter referred to as "**JECL**") to Mr. Rahul Dhoot (hereinafter referred to as the "**Buyer**") for an aggregate consideration of Rs. 73,00,00,000/- (Rupees Seventy Three Crores only) less the net debt, as prevailing on the date of the closing of the transaction (subject to closing date adjustments), on such terms and conditions as the Board may in its absolute discretion decide or deem fit in the best interest of the Company."

"RESOLVED FURTHER THAT the Members of the Company hereby take note that on February 5, 2026, the Company has executed a Share Purchase Agreement (hereinafter referred to as "**SPA**") between the Company, i.e., Josts Engineering Company Limited, Mr. Jai Prakash Agarwal, Mr. Vishal Jain, JECL Engineering Limited and Mr. Rahul Dhoot (as "**Buyer**"). Further, the Directors of the Company ("**Authorised Signatories**") be and are hereby severally authorized to finalise, negotiate, amend, and execute the other definitive documents in relation to the sale of JECL Engineering Limited including brand assignment agreement, trademark license agreement, transition services agreement, and any other required deeds, documents and writings including but not limited to agreement(s) for sale, indemnities, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required and to settle, approve, ratify and finalise all issues that may arise in this regard, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion and to delegate all or any of the powers or authorities herein conferred to any other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution."

“RESOLVED FURTHER THAT upon satisfaction of conditions precedents and completion of said sale, JECL Engineering Limited would cease to be a subsidiary of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution the Board of Directors of the Company or a duly authorized Committee thereof, be and are hereby severally authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the sale/transfer/disposal of shares of JECL Engineering Limited and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

“RESOLVED FURTHER THAT a certified true copy of this resolution be provided to all concerned authorities and parties as may be required.”

**By Order of the Board of Directors
For Josts Engineering Company
Limited**

**Sd/-
(Babita Kumari)
Company Secretary
M. No. A40774**

**Date: 5th February, 2026
Place: Tejpur**

Registered Office Address: Great Social
Building, 60, Sir P M Road, Mumbai-400001

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act setting out the material facts concerning the Special business as set out in the Notice and the reasons thereof is annexed hereto.
2. The Company has appointed M/s Anubhuti Akshay & Associates, a firm of Practising Company Secretary (FRN: P2015RJ043900), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The result of the e-Voting will be announced not later than 2 working days of the conclusion of the remote e-Voting and the same will be communicated to BSE Limited and shall also be available on the Company's website www.josts.com and on the website of NSDL www.evoting.nsdl.com and also will be displayed at the Registered Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for remote e-Voting i.e. **Wednesday, March 11, 2026.**
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, January 30, 2026 (“**Cut-Off Date**”) received from the Depositories and whose Email ID is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot. Therefore, those shareholders who have not yet registered their email address are requested to get their

email address registered by following the procedure given below:

- (i) In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered by contacting or writing a mail to Company's Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited, at the email id- info@bigshareonline.com or Mrs. Babita Kumari, Company Secretary & Compliance Officer at the email id cs@josts.in. Post Successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder(s) may write to info@bigshareonline.com.
 - (ii) It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited by following due procedure.
 - (iii) Those shareholders who have already registered their email address are requested to keep their email address validated with their Depository participants/the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their email address.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of remote e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
 5. This Postal Ballot Notice will also be available on the Company's website at www.josts.com, websites of the Stock Exchange, that is, BSE Limited at www.bseindia.com , and on the website of NSDL at www.evoting.nsdl.com.
 6. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.
 7. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@josts.in.
 8. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
 9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

10. Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent (“Bigshare Services Private Limited”) or the concerned Depository Participant(s), as the case may be:
 - a) the change in the residential status on return to India for permanent settlement; and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
11. The Company had fractional shares aroused out of stock split which was with effect from 28th April, 2023. Considering the exchange ratio, all the fractional shares which arose pursuant to stock split were consolidated and were sold in the open market and the net sales proceeds were distributed proportionately among the eligible shareholders, to the extent of their entitlement. The list of the eligible shareholders whose amount is lying unpaid/unclaimed with the Company has been uploaded on Company’s website i.e. www.josts.com. Further, pursuant to provision of Sections 124 and 125 of Act, sale proceeds of fractional shares aroused out of stock split lying unpaid/ unclaimed, shall be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government on completion of seven years. Eligible shareholders are urged to claim such amount from the Company immediately.
12. The formats for updation of KYC and nomination details in accordance with the SEBI Circular are available on the Company’s website at www.josts.com and also from the website of the RTA at www.bigshareonline.com.
13. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
14. Pursuant to the Rule 22 of the Rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Regional (Vernacular) daily newspaper.

The instructions and other information relating to e-Voting are as under:

The remote e-Voting period begins on **09:00 a.m. (IST) on Tuesday, February 10, 2026** and ends at **05:00 p.m. (IST) on Wednesday, March 11, 2026**. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="678 1697 1189 1993" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose Email IDs are not registered

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is open.
2. Select “EVEN” of company which is 138416 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asa.companysecretaries@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022-4886 7000 or send a request to Ms. Apeksha Gojamgunde, Assistant Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@josts.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@josts.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT, SETTING OUT ALL MATERIAL FACTS

ITEM NO. 1 : PROPOSED SALE OF 100% SHAREHOLDING OF MATERIAL SUBSIDIARY JECL ENGINEERING LIMITED

The Board of the Company (“**Board**”) at their meeting held on 5th February, 2026, passed a resolution and approved, the proposed Sale/transfer/disposal of 100% of its shareholding in its material subsidiary namely JECL Engineering Limited (“**JECL**”) to Mr. Rahul Dhoot (hereinafter referred to as “the **Buyer**”) for a consideration of Rs. 72,00,00,000/- (Rupees Seventy Two Crores only) (subject to closing date adjustments) towards the sale of shares held by the Company in JECL in terms of the Share Purchase Agreement dated February 5, 2026 and an additional Rs. 1,00,00,000/- (Rupees One Crore only) towards assignment of identified trademarks in terms of the proposed Brand Assignment Agreement. The Company currently holds 90,18,000 equity shares, i.e., 100 % of the total capital, in JECL.

Purpose of the Proposed Sale

Josts has historically operated two divisions – Engineering Products Division (EPD) and Material Handling Division (MHD). In the financial year 2023, Josts had set up JECL as a wholly-owned subsidiary to engage in the business of material handling. Over the last few years, all the manufacturing activities of MHD has been progressively taken over by JECL with MHD now being restricted to non-manufacturing activities.

As part of long-term strategy and based on comprehensive strategic review of allocation of resources and growth prospects and with the objective of optimal allocation of managerial, financial, and operational resource, the Board is of the view the proposed sale of JECL which operates in material handling space, is commercially prudent and in the best interests of the Company and its stakeholders.

The Company's EPD business has demonstrated strong growth prospects, driven by favourable market conditions, technological advancements, and existing strategic partnerships. At present, EPD operates three service centres (of these two are NABL Accredited), which provide engineering support and related technical services to customers. The Company proposes to further strengthen and expand its service offerings through these centres. We are in process of adding NABL Accreditation for NOISE, VIBRATION & HARSHNESS ('NVH') to service our automotive, aerospace, defence and engineering domain customers. All necessary instruments have been procured.

The EPD business has grown with a CAGR of 38% in the past 4 years, while, MHD business has grown with a CAGR of only 6% during the same period. The competition in MHD has significantly increased, both with domestic players and imports.

It is proposed to reallocate resources of MHD towards strengthening and expanding the EPD business, enabling the Company to capitalise on emerging opportunities and enhance shareholder value and in furtherance of this strategy, the MHD will progressively cease its activities in the near to short term post the completion of the proposed sale.

Further, the proposed transaction would allow the Company to explore growth opportunities directly and/or jointly with its strategic partners in the EPD business alongwith more emphasis on growth of EPD service offerings. This would also be helpful in monetization of the land situated at Thane, where previously the manufacturing activities of the MHD used to take place. Monetization of the said land, through appropriate development structures, is expected to create further value over a period of time.

In this regard, the Company has executed a Share Purchase Agreement ("SPA") on February 5, 2026, between the Company i.e., Josts Engineering Company Limited, Mr. Vishal Jain (as "Seller 1"), Mr. Jai Prakash Agarwal (as "Seller 2") and JECL Engineering Limited ("JECL") with Mr. Rahul Dhoot (as "Buyer"). To give effect to the SPA and other definitive agreements and ancillary documents, the Company is required to seek approval of its members.

Reasons for which the proposed transaction requires the approval of the Company's shareholders:

Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 ("**Listing Regulations**") provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% (fifty percent) or cease the exercise of control over the subsidiary without passing a special resolution in its general

meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a court/tribunal or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 and such an event is disclosed to the recognized stock exchanges within 1 (one) day of the resolution plan being approved. Material subsidiary for the purpose of Regulation 24 of the Listing Regulations shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Pursuant to Regulation 37A of Listing Regulations, a listed entity carrying out sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of such entity or where it owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, shall take prior approval of shareholders by way of special resolution. Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”), the sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) requires the approval of the shareholders by way of a special resolution. An undertaking is defined to mean an undertaking in which the investment of a company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year.

As the disposal of shareholding and assets in the above-mentioned subsidiary by the Company will be sale or otherwise disposal of whole or substantially the whole of undertaking(s), pursuant to the provisions of Section 180(1)(a) of the Act, read with the Companies (Management and Administration) Rules, 2014, consent of the shareholders is sought.

Hence, it is proposed to obtain approval of the shareholder to empower the Board to take necessary steps for aforesaid sale, as the Board may, in its absolute discretion, decide or as it may deem fit in the best interest of the Company.

Accordingly, the Directors recommend passing of the Special Resolution as set out in Item No. 1 for approval of the members of the Company.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), no other directors or the relatives of the directors or key managerial personnel are concerned or interested, financially or otherwise in the said resolution.

**By Order of the Board of Directors
For Josts Engineering Company
Limited**

**Sd/-
(Babita Kumari)
Company Secretary
M. No. A40774**

**Date: 5th February, 2026
Place: Tejpur**