JOSTS ENGINEERING COMPANY LIMITED

CIN No. L28100MH1907PLC000252
Regd. Office: Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai
– 400001 Tel. No. 91-22-62674000/22704071
Website: www.josts.com **Email:** jostsho@josts.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the
Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given that pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**the "Rules"**) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the **"MCA Circulars"**), Circulars issued by Securities and Exchange Board of India - SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("**SEBI Circulars**") and SEBI Notice No. 20241017-2 dated October 17, 2024, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended time to time), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") and pursuant to other applicable laws and regulations, Josts Engineering Company Limited (**'the Company'**) seeks approval of Shareholders via Postal Ballot through remote E-voting only (Voting through Electronic means) for the following:

Consider, approve and give necessary authorization for the Development of Thane Factory Land. -Special Resolution

Members' consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to its Members. The Notice will also be placed on the website of the Company ([www.josts.com)](www.josts.com) and the website of CDSL (www.evotingindia.com).

In the event the **Special Resolutions** as set out in the notice are assented to by the requisite majority by means of e-Voting, they shall be deemed to have been passed at a General Meeting on the last date of e-voting i.e. Sunday, 20TH April, 2025.

In compliance with the aforementioned MCA/SEBI Circulars, the Company is sending the Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or its RTA or depository/depository participants and the communication of assent / dissent of the Members will only take place through the remote e-Voting system. Members are required to communicate their assent or dissent through the remote e-voting system only. The detailed procedure to cast the vote forms part of the 'Notes' to this Notice.

The remote e-voting period commences from Saturday, March 22, 2025 at 09:00 A.M. (IST) and ends on Sunday, April 20, 2025 at 05:00 P.M. (IST). The Board of Directors has appointed Mr. Akshay Gupta, Proprietor of M/s. Akshay Gupta & Co, Kota, having Membership No. F12960 and CP No. 21448 as Scrutinizer at its meeting held on 18th March, 2025, for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made there under.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted by the Company. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than Sunday, April 20, 2025 till 05:00 P.M. (IST). Remote e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or to any other Director or to the Company Secretary of the Company as authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or any other Director or the Company Secretary of the Company as authorized by him within 2 (two) working days from the conclusion of Remote E-voting Process. The same will be displayed on the website of the Company: www.josts.com, the website of CDSL: www.evotingindia.com and shall also be communicated to BSE Limited ("BSE"), where the Company's Equity Shares are listed and be made available on BSE website viz. www.bseindia.com

SPECIAL BUSINESS

RESOLUTION NUMBER 1:
CONSIDER, APPROVE AND GIVE NECESSARY AUTHORIZATION FOR THE DEVELOPMENT OF THANE FACTORY LAND.

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

'**RESOLVED THAT** pursuant to the provisions of Section 179 and Section 180 of the Companies Act, 2013 and other applicable provisions, if any, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include unless the context otherwise requires any Committee of the Board or any Directors or Officers authorized by the Board

to exercise the powers conferred on the Board under this resolution) to offer the Land of the Company situated at C-7 Wagle Industrial Estate, Road No12, Thane 400604 for joint development by construction of IT/ITeS Building with any builder/developer, as may be identified and approved by the Board of Directors or its duly appointed Committee on Area sharing basis and/or Revenue Sharing basis, as may be mutually agreed between the Company and Developer, in the best interest of the Company and to deal with built-up area delivered to the Company, if any, under the aforesaid development arrangement, in future, by way of pledge, sale, lease or otherwise."

"**RESOLVED FURTHER THAT** any of the Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to finalize and execute the required transaction documents including but not limited to Agreement for development, indemnities, guarantees, declarations, undertakings, forms, letters and such other document with such modification as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary and/or expedient in their discretion to any questions, difficulties, doubts that may arise in this regards, as they may in their absolute discretion deem fit and finalize all issues as may be deemed necessary or expedient in their own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities conferred to any Directors or other Officers of the Company or to engage any advisor, consultant, agent or intermediary as may be deemed necessary."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee of Directors constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, including without limitation, negotiation and execution of any document that may be required to give effect to the above authorization, as the Board in its absolute discretion deems fit, without being required to seek any fresh approval of the Shareholders of the Company."

<div align="center">
By Order of the Board
For **Josts Engineering Company Limited**
</div>

Place: Pune
Date: 18th March, 2025

<div align="right">
Sd/-

(Babita Kumari)
Company Secretary & Compliance Officer
M. No.: A40774
</div>

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 setting out the material facts concerning the Special businesses as set out in the Notice and the reasons thereof is annexed hereto.

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2. Pursuant to the provisions of MCA Circulars and SEBI Circulars, the postal ballot Notice is being sent to all the Members, through e-mail, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 14th March, 2025 (the cut-off date) and who have registered their e-mail address with the Company/Depository Participant (DP)/RTA.

3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their email address with the Company or with their Depository Participants ("DP"). Members who have not registered their e-mail address may download the said Notice from the Company's website: www.josts.com or website of CDSL or may send request to the RTA of the Company at email id: www.bigshareonline.com

4. The Postal Ballot Notice is uploaded on the website of the Company i.e. www.josts.com and on the website of CDSL i.e. www.cdslindia.com

5. Voting rights shall be reckoned in the proportion to their shares in the paid-up equity share capital registered in the names of the Members as on Friday, 14th March, 2025. Only those Members whose names are recorded in the Register of Members of the Company or appears in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a member as on the cut-off date, should accordingly treat this notice for information purposes only.

6. The remote e-voting period commences on Saturday, March 22, 2025 at 09:00 A.M. (IST) and ends on Sunday, April 20, 2024 at 05:00 P.M. (IST).

7. In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circular(s), the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members exercising e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes.

8. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

9. In terms of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only and the manner of voting on the proposed resolution is provided by remote e-voting facility only, therefore, physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent (FOR) or dissent (AGAINST) of the members would take place through the remote e-voting system only. 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.

10. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Sunday, April 20, 2025 ('Meeting Date') in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India upon the declaration of Result within 2 (two) working days from the end of Remote E-Voting Process.

11. The Scrutinizer shall after the conclusion of voting, unblock the votes cast through remote e-voting and submit a Scrutinizer's Report of the total votes cast in favour or against, if any, within 2 (two) working days from the conclusion of Remote E-Voting, to the Chairman of the Company or to any other Director or to the Company Secretary of the Company as authorized by the Chairman, who shall countersign the same. The result of the Postal Ballot will be announced by the Chairman of the Company or any other Director or the Company Secretary of the Company as authorized by the Chairman within 2 (two) working days from the conclusion of Remote E-Voting and shall also be displayed on the Notice Board of the Company's Registered Office. The result declared along with the Scrutinizer's Report shall also be uploaded on the Company's website i.e. www.josts.com and on the website of CDSL i.e. www.cdslindia.com and shall simultaneously be Communicated to the Stock Exchange(s) within the stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

12. 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

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uploaded on Company's website i.e. www.josts.com. Further, pursuant to provision of sections 124 and 125 of Companies Act, 2013, 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.

13. Shareholders must be aware that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Therefore, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.josts.com and also from the website of the RTA at www.bigshareonline.com

14. 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

15. 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.

16. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Regional (Vernacular) daily newspaper.

17. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

(i) The voting period begins on Saturday, March 22, 2025 at 9:00 a.m. and ends on Sunday, April 20, 2025 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, March 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all **the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for remote e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab.
	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 is 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.

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	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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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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. CDSL and NSDL.

Login type	Helpdesk details
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
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.co.in or call at: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v)   After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on **250318004** (EVSN) of Josts Engineering Company Limited on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x)   Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password, then Enter the User

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ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz; asa.companysecretaries@gmail.com and cs@josts.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company: cs@josts.in /RTA email id: info@bigshareonline.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

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If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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

ITEM NO. 1

The shareholders are aware that the Company has closed the manufacturing at its Thane Factory situated at C-7 Wagle Industrial Estate, Road No12, Thane 400604 ('Property') with effect from 31st January, 2025. The shareholders are further aware that the said property of the Company is situated in a prime locality in Thane. The Board of Directors feel that the property could be commercially exploited to the best advantage of the company. With a view to deriving maximum benefit out of the aforesaid property belonging to the Company, the Board of Directors feel that the Company's property could best be developed under a joint development arrangement with a builder/developer. It is further informed that the said Property is proposed to offer under joint development by construction of IT/ITeS Building with any builder/developer, as may be identified and approved by the Board of Directors or its duly appointed Committee on Area sharing basis and/or Revenue Sharing basis, as may be mutually agreed between the Company and Developer, in the best interest of the Company. Under the proposal only built-up area is proposed to be obtained from the builder/developer in exchange for his right to develop and retain a portion of the built-up area and no cash transaction is contemplated. The Board of Directors also proposes to reserve the right to deal with built-up area delivered to the Company, if any, under the aforesaid arrangement, in future, by way of pledge, sale, lease or otherwise.

As an abundant caution, the consent of the shareholders by way of Special Resolution is sought in terms of Section 180 and other relevant applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set forth in Item no. 1 for approval of members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

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

Place: Pune
Date: 18th March, 2025

Sd/-

(Babita Kumari)
Company Secretary & Compliance Officer
M. No.: A40774