

## NOTICE

Notice is hereby given that the Hundred and Thirteenth Annual General Meeting of the members of Jost's Engineering Company Limited will be held on Friday, the 4<sup>th</sup> September, 2020 at 4.00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode"), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 together with the reports of the Auditors and Board of Directors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mrs. Shikha Jain (DIN 00242232), who retires by rotation and being eligible offers herself for reappointment.
4. To ratify the appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company to hold office from the conclusion of 113<sup>th</sup> Annual General Meeting until the conclusion of the 114<sup>th</sup> Annual General Meeting of the Company be and is hereby ratified at such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Vishal Jain (DIN:00709250) as a Vice Chairman and Managing Director of the Company, for the further period of 3 (Three) years with effect from 4<sup>th</sup> October, 2020, on the terms and conditions and remuneration embodied in the agreement dated 15<sup>th</sup> June, 2020 entered into between the company and Mr. Vishal Jain and as set out in the Explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors or Committee thereof be and is hereby authorized to vary or revise from time to time, the remuneration of Mr. Vishal Jain to the extent the Board of Directors may deem appropriate, provided that such variation or revision is within the overall limits of Managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or committee thereof be and is hereby authorized to do such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies Amendment Act, 2017 and rules made thereunder (including any statutory Modification (s) or re-enactment (s) thereof, for the time being in force and subject to such other consents, permissions, approvals as may be required in that behalf, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to advance loan including any book debt not exceeding Rs. 1.00 Crore (Rupees one Crore) to company’s subsidiary, namely, MHE Rentals India Private Limited, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loan is utilized by the subsidiary company for its principle business activities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into Contracts / arrangements / transactions with M/s MHE Rentals India Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of listing regulations, during the financial year 2020-21, on such terms and conditions as the Board of directors may deem fit upto maximum aggregate value of Rs.2250 Lakhs as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors or committee thereof, be and is hereby, authorized to do all such acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

-  
Mr. Jai Prakash Agarwal  
Chairman

Thane,  
15<sup>th</sup> June, 2020

**Registered Office:**  
Great Social Building,  
60 Sir Phirozeshah Mehta Road,  
Mumbai-400 001.

**Notes:**

1. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 5, 6 & 7 of the Notice set out above, is annexed hereto as 'Annexure-I'. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2 on "General Meetings" issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Annual General Meeting ("AGM") are annexed as 'Annexure II' to this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 1<sup>st</sup> September, 2020 to 4<sup>th</sup> September, 2020 (both days inclusive) for the purpose of payment of dividend, if declared at the Meeting.
4. (i) The Dividend, after declaration, will be paid to those shareholders whose names appear on the Register of Members on 4<sup>th</sup> September, 2020. The dividend in respect of shares held in the electronic form will be paid to the beneficial owners of shares whose names appear in the list furnished by the Depositories as at the end of business hours on 31<sup>st</sup> August, 2020.  
  
(ii) The payment of dividend will be made through National Electronic Clearing System (NECS). Members holding shares in demat/electronic form are hereby informed that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend through NECS. The Company or its Registrars cannot act on any request received directly from the Members holding shares in demat/electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

The members holding shares in physical form and desirous of receiving dividend through NECS, are requested to provide their bank account number, name and address of the bank quoting their folio number directly to the Company's Registrar and Share Transfer Agent, namely, M/s. Computech Sharecap Limited, latest by 24<sup>th</sup> August, 2020, failing which dividend will be paid by DD / Cheque.

5. Members may please note that pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders, w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders (Resident Shareholders as well as Non- Resident Shareholders) at the prescribed rates. For various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Therefore, the shareholders holding shares in Dematerialized form or physical form are requested to register their PAN with the Depository Participants or RTA, failing which the TDS will be deducted at higher rate as prescribed.  
A resident individual shareholder, with valid PAN and who is not liable to pay income tax, may submit a declaration in form 15G/15H to avail the benefit of non-deduction of TDS by sending these declarations to RTA, namely, Computech Sharecap Limited, unit Jost's Engineering Company Limited, at Tampelbar Building, 147 Mahatma Gandhi Road, 3rd

Floor, Opp. Jehangir Art Gallery, Fort, Mumbai 400 001, Email Id; [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) on or before 15<sup>th</sup> August, 2020.

6. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, the dividends which remain unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the Company has transferred to IEPF all unclaimed / unpaid dividends in respect of the financial years upto 31<sup>st</sup> March, 2012. Shareholders who have not encashed their dividend warrant(s) so far, for the financial years ended 31<sup>st</sup> March, 2013 to 31<sup>st</sup> March, 2019 are requested to make their claim to the Company immediately quoting their folio numbers. It may also be noted that according to the provisions of Section 205C of the Companies Act, 1956, once the unclaimed dividend is transferred to IEPF, as above, no claim shall lie in respect thereof against the Fund or the Company.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid/unclaimed amounts lying with the Company as on 14<sup>th</sup> August, 2019 (date of the last Annual General Meeting) on the website of the Company ([www.josts.com](http://www.josts.com)) as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

7. The Company has appointed M/s. Computech Sharecap Limited, Tampilbar Building, 147 Mahatma Gandhi Road, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai 400 001 as Registrar and Share Transfer Agents for share registry work both for physical and electronic mode. The Members are therefore, requested to address the correspondence relating to the share registry both in physical and electronic mode to the said Registrar and Share Transfer Agents. Members may also please note that the Company's shares are available for demat with both the depositories, namely, Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).
8. Electronic copy of the Annual Report 2019-20 is being sent to the members whose E-mail Ids are registered with the Company's Registrars and Share Transfer Agents / Depository Participants for receiving documents electronically. The members who register their E-mail Ids for receiving documents electronically will be entitled to receive such documents in the physical form, upon request.
9. Instructions for shareholders attending the AGM through VC/OAVM are as under:
  - (i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. This AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in this AGM through VC/OAVM.
  - (ii) The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the note no. 9 (vii) of the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- (iii) The Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (iv) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (v) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.josts.com](http://www.josts.com) . The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (vi) This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- (vii) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of Company will be displayed.
- (viii) Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- (ix) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (x) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (xi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request latest by 24<sup>th</sup> August, 2020 mentioning their name, demat account number/folio number, email id, mobile number at (cs@mherentals.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries latest by 24<sup>th</sup> August, 2020 mentioning their name, demat account number/folio number, email id, mobile number at (cs@mherentals.com). These queries will be replied to by the company suitably.
- (xii) Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



## 10. Voting Options:

### (i) Remote e-voting and E-voting at the meeting

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at this AGM by remote e-voting (i.e. voting electronically from a place other than the venue of general meeting) as well as e-voting at this AGM.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting by electronic means.

### Instructions for shareholders voting electronically are as under:

- (a) The voting period begins on Monday, 31<sup>st</sup> August, 2020 (10.00 A.M) and ends on Thursday, 3<sup>rd</sup> September, 2020 (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 i.e. 28<sup>th</sup> August, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (c) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (d) Click on “Shareholders” module.
- (e) 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.

### OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (f) Next enter the Image Verification as displayed and Click on Login.
- (g) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (h) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical

	<p>shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
<p>Dividend Bank Details <b>OR</b> Date of Birth (DOB)</p>	<p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (e).</li> </ul>

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (j) 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.
- (k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (m) 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.
- (n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (o) 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.
- (p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (s) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (t) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (u) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

**(ii) E-Voting during the AGM**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



- c. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(iii) Other Instructions:**

- a. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. 28<sup>th</sup> August, 2020. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 28<sup>th</sup> August, 2020 only shall be entitled to avail the facility of remote e-voting or voting at the meeting.
  - b. Any person, who acquires shares of the Company and becomes a member of the company after dispatch of the Notice and holding shares as on the cut-off date, i.e. 28<sup>th</sup> August, 2020, may obtain the login ID and password by sending a request at [helpdesk@compuotechsharecap.in](mailto:helpdesk@compuotechsharecap.in).
  - c. The Board of Directors of the Company have appointed M/s. Sandeep Dar & Co., Company Secretaries, Navi Mumbai, to act as the Scrutinizer. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses (not in the employment of the Company) and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman.
  - d. The Results of the e-voting will be declared not later than 48 hours of conclusion of the Annual General Meeting. The declared results along with the Scrutinizer's Report will be available on the Company's website [www.josts.com](http://www.josts.com) and on the website of CDSL and will also be forwarded to the Stock Exchange where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.
- (iv)** The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Compuotech Sharecap Limited, Unit: Jost's Engineering Company Limited, quoting their folio numbers.
- (v)** The Members who continue to hold shares in physical form are requested to intimate any change in their address immediately to the Company's Registrar and Share Transfer Agents, M/s. Compuotech Sharecap Limited, Unit: Jost's Engineering Company Limited, quoting their folio numbers. The Members holding shares in dematerialized form are requested to get their change of address recorded with the concerned depository participants.

**11.** Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting on the resolutions proposed in this notice:

- a. 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/RTA email id.**
- b. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id.**

## **Annexure – ‘I’ to the Notice**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business**

#### **Item No.5**

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at their Meeting held on 15th June, 2020, has re-appointed Mr. Vishal Jain as Vice Chairman and Managing Director of the Company for further period of three years with effect from 4th October, 2020. The terms and conditions of the re-appointment of Mr. Vishal Jain as aforesaid have been embodied in the Agreement dated 15<sup>th</sup> June, 2020, entered into between the Company and Mr. Vishal Jain.

The salient terms and conditions specified in the said Agreement are as follows:

1. Period: - 3 years with effect from 4th October, 2020.

2. Remuneration Payable: -

- i. (a) Basic Salary Rs. 1,30,000/- per month
- (b) House Rent allowance Rs. 65,000/- per month
- (c) Special Allowance Rs. 1,55,000/- per month
- Total Monthly Salary Rs. 3,50,000/- (Subject to tax)

ii. Perquisites:

- a) Reimbursement of Petrol / diesel expenses

As per the rules of the Company.

- b) Reimbursement of Entertainment and Travelling Expenses

The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director in connection with the Company's business.

iii. Privilege Leave (PL):

- (a) PL with pay, as per Company's Rules.
- (b) Accumulation of PL and encashment, as per Company's Rules.

iv. Provident Fund and Gratuity:

- a. Company's contribution to Provident Fund @ 12% of basic salary.
- b. Gratuity at the rate of 15 (Fifteen) days basic salary for every completed year of service or part thereof in excess of six months.

3. The Managing Director shall not be liable to retire by rotation so long as he continues to hold the office as Managing Director.

4. The terms and conditions of the said appointment and remuneration shall be in accordance with Schedule V and other applicable provisions of the Companies Act, 2013, or any amendments or re-enactment thereof.

5. The terms and conditions of the Agreement may be altered or varied from time to time by the Board of Directors in consultation with the Nomination and Remuneration Committee of the Board of Directors of the Company.

6. Either party may terminate the said Agreement by giving to other, advance notice of 3 months.

7. The Agreement and the terms and conditions thereof are subject to the approval of the shareholders of the Company in General Meeting and also of the Central Government under the relevant provisions of Companies Act, 2013, if necessary.

Mr. Vishal Jain, 47, is BE, MBA. Before he was re-appointed as Vice Chairman and Managing Director, he has been Vice Chairman and Managing Director of the Company since 4<sup>th</sup> October, 2017. He has over 18 years' experience in roles spanning supply chain management, financial advisory and wealth management.

The Board considers the re- appointment of Mr. Vishal Jain as beneficial and in the interest of the Company and recommends the resolution as set out in item no. 5 for your approval.

A statement containing additional information as per Schedule V of the Companies Act, 2013, in respect of Ordinary Resolution at item no. 5, is annexed hereto as Annexure III.

The Agreement dated 15<sup>th</sup> June, 2020 entered into between the Company and Mr. Vishal Jain is available for electronic inspection without any fee by the members from the date of circulation of the AGM notice upto the date of AGM i.e. 4<sup>th</sup> September, 2020. Members seeking to inspect such agreement may send an email to [cs@mherentals.com](mailto:cs@mherentals.com).

Except Mr. Vishal Jain and Mrs. Shikha Jain and their relatives, none of the other directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the resolution set out at item no. 5 of this Notice.

#### **Item No. 6**

The Company is expected to render support for the business requirements of the Subsidiary Company, namely, MHE Rentals India Private Limited.

Owing to certain restrictive provisions contained in the section 185 of the Companies Act, 2013 (Act) the Company is unable to extend financial assistance by way of loan to its subsidiary.

However, in terms of amended section 185 of the Act, which was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018, the Company may advance loan to any Body Corporate pursuant to Section 185(2) of the Act, subject to the condition that approval of the Shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

Therefore, the Board of Directors of the Company seek approval of the members of the Company.

The Board of Directors of the Company recommends resolution as set out in Item No.6.

Mr. Jai Prakash Agarwal and Mr. Vishal Jain, the Directors of the Company, hold together 34.96 % Equity Shares of Company's Subsidiary, namely, MHE Rentals India Private Limited.

None of the directors and Key Managerial Personnel and their relatives, except Mr. Jai Prakash Agarwal, Mr. Vishal Jain, Mrs. Shikha Jain and Mr. Shailesh Sheth, Directors of the Company are concerned or interested in the resolution, financially or otherwise.

## Item No. 7

Section 188 of the Act and applicable rules framed thereunder and Regulation 23 of Listing Regulations, provide that any related party transaction will require approval of the shareholders through Ordinary Resolution, if the aggregate value of transaction(s) exceeds 10% or more of the Annual turnover of the Company as per the last Audited Financial Statements of the Company. The Aggregate value of the proposed transaction(s) with MHE Rentals India Private Limited, (Subsidiary Company) may exceed the said threshold limit, and is expected to be around Rs.2250 Lakhs during the Financial year 2020-21.

Accordingly, transaction(s) to be entered into comes within the meaning of Related Party transaction(s) in terms of provisions of the Act and applicable rules framed thereunder read with Listing Regulations.

Hence, approval of the members of the company is being sought for the said related party transaction(s) proposed to be entered into between the company and the said subsidiary during the financial Year 2020-21.

Pursuant to Rule 15 of Companies (Meetings of the Board and its Powers) Rules, 2014, as amended, particulars of transaction(s) proposed to be entered into with the said subsidiary, are as follows:

<b>Name of Related Party</b>	<b>Name of Director(s) / KMP(s) who is/are related</b>	<b>Nature of Relationship</b>	<b>Nature of Transaction</b>	<b>Estimated transaction value for the financial year ending 31<sup>st</sup> March, 2021 (Rs. Lakhs)</b>
MHE Rentals India Private Limited (MHE Rentals), Subsidiary Company	Mr. Jai Prakash Agarwal (Director)	Mr. Jai Prakash Agarwal is a member holding more than 2% Shares in MHE Rentals.	i) Sale of goods/ service by the Company to MHE Rentals.	1000.00
	Mr. Vishal Jain (Director)	Mr. Vishal Jain is a Director in MHE Rentals and is holding more than 2% Shares in MHE Rentals.	ii) Purchase of goods/ services by the company from MHE Rentals.	100.00
	Mr. Shailesh Sheth (Director)	Mr. Shailesh Sheth is a Director in MHE Rentals and does not hold any shares in MHE Rentals	iii) Corporate Guarantee to be issued of by the Company in connection with Loan obtained/ to be obtained by MHE Rentals.	1000.00
			iv) Commission expected to be received by the Company from MHE Rentals.	50.00
			v) Short term loans /advances to be given by the Company to MHE Rentals.	100.00



Mr. Jai Prakash Agarwal and Mr. Vishal Jain directors of the company, hold 15,05,500 (15.07%) equity shares and 19,87,800 (19.89%) equity shares respectively, in MHE Rentals India Private Limited.

Except Mr. Jai Prakash Agarwal, Mr. Vishal Jain and Mr. Shailesh Sheth, none of the other Directors or Key Managerial Personnel or their relatives, is concerned or interested in the said resolution.

The Board of Directors recommends passing of the resolution as set out at item No.7 of the notice as an Ordinary Resolution.

As per the Act and Regulation 23 of Listing Regulations, related party(ies) of the Company shall abstain from voting on said resolution.

By order of the Board

Jai Prakash Agarwal  
Chairman

Thane,  
15<sup>th</sup> June, 2020

**Registered Office:**  
Great Social Building,  
60 Sir Phirozeshah Mehta Road,  
**Mumbai-400 001.**



**Annexure “II” to the Notice**

**Details of Directors seeking appointment/ re-appointment at the Annual General Meeting**

<b>Particulars</b>	<b>Mr. Vishal Jain (Husband of Mrs. Shikha Jain)</b>	<b>Mrs. Shikha Jain (Wife of Mr. Vishal Jain)</b>
Date of Birth	14th June, 1973	17th November, 1974
Date of Appointment	<ul style="list-style-type: none"> <li>• 21st January, 2015 as Non-Executive Director - Promoter.</li> <li>• 4<sup>th</sup> October, 2017 as Vice Chairman and Managing Director for a period of 3 years from 4<sup>th</sup> October, 2017 to 3<sup>rd</sup> October, 2020.</li> <li>• The Board of Directors of the Company has re-appointed Mr. Vishal Jain as Vice Chairman and Managing Director for further period of 3 years w.e.f. 4<sup>th</sup> October, 2020 to 3<sup>rd</sup> October, 2023 at its meeting held on 15<sup>th</sup> June, 2020, subject to approval of Shareholders at this AGM.</li> </ul>	<ul style="list-style-type: none"> <li>• 12th August, 2016 as Non-Executive Director - Promoter</li> </ul>
Qualifications	Bachelor of Engineering, Master of Business Administration	Bachelor of Commerce
Expertise in specific functional areas	Experience in Role Spanning Supply Chain Management, Financial Advisory and Wealth Management	-
Directorships held in other public companies (excluding foreign companies and section 8 companies).	<ul style="list-style-type: none"> <li>• Career Point Limited</li> </ul>	-
Membership/ Chairmanships of committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee).	-	-
Number of shares held in the Company as on 31 <sup>st</sup> March, 2020.	118,215 Equity Shares	112,821 Equity Shares

## Annexure 'III' to Notice

The statement containing additional information as required in Schedule V of the Act:

### I. General Information:

#### 1. Nature of Industry:

Manufacturers, traders and service providers of Material Handling Equipment and traders of Engineered Products.

#### 2. Date or expected date of commencement of commercial production:

The company is in operation since 1907.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

#### 4. Financial performance based on given indicators.

(Rs. In lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2020 (Standalone)	Year ended 31 <sup>st</sup> March, 2020 (Consolidated)
Revenue from operations and other income	10,355.92	11,514.18
Profit/(loss) before exceptional items and tax	541.46	460.75
Exceptional items*	383.77	383.77
Profit/(loss) before tax	157.69	76.98
Tax Expense	53.65	53.65
Profit/(loss) after tax	104.04	23.33

\* Exceptional item includes payment towards settlement of Central Excise and Service Tax dispute under Sabka Vishwas Amnesty Scheme, 2019.

#### 5. Foreign investments or collaborations, if any:

The Company (Jost's Engineering Company Limited) has no foreign collaborations and hence there is no equity participation by foreign collaborators in the Company.

### II. Information about the Appointee

#### 1. Background Details

The Board of Directors at its meeting held on 4<sup>th</sup> October, 2017 had appointed Mr. Vishal Jain as Vice Chairman and Managing Director of the Company for a period of 3 years from 4<sup>th</sup> October, 2017 to 3<sup>rd</sup> October, 2020. This appointment of Vice Chairman and Managing Director was approved by the members at their 111<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> July, 2018.

The Board of Directors of the Company has re-appointed Mr. Vishal Jain as Vice Chairman and Managing Director for a further period of 3 years from 4<sup>th</sup> October, 2020 to 3<sup>rd</sup> October, 2023 subject to approval of the members at the AGM scheduled to be held on 4<sup>th</sup> September, 2020. Mr. Vishal Jain, 47, is BE, MBA. He has over 18 years' experience in roles spanning supply chain management, financial advisory and wealth management.

## 2. Past Remuneration

The following remuneration was paid for the financial years 2017-18, 2018-19 and 2019-20.

Particulars	2017-18		2018-19	2019-20
	1 <sup>st</sup> Apr,17 – 3 <sup>rd</sup> Oct, 17	4 <sup>th</sup> Oct, 17 – 31 <sup>st</sup> Mar, 18		
<b>Basic Salary</b>	Nil	Rs. 6/-	Rs. 12,00,000/-	Rs. 12,00,000/-
<b>Other Allowances</b>	Nil	Nil	Rs. 24,00,000/-	Rs. 24,00,000/-
<b>Perquisites and other benefits</b>	Nil	Nil	Nil	Nil
<b>Sitting Fees</b>	Rs.95,000/-	Rs.1,15,000/-	Nil	Nil
<b>Commission</b>	Nil	Nil	Nil	Nil

## 3. Recognition or Awards:

During the Financial Year 2017-18, the Company has received Sales Award from Foreign Principal, namely, M/s. Megger Sweden AG for significant sale of their products in India.

## 4. Job Profile and his suitability:

As stated above, Mr. Vishal Jain has vast experience in the field of roles spanning supply chain management, financial advisory and wealth management. Ever since he joined the Board, he has been actively looking after the Engineered Product Division (EPD). EPD division has contributed to a large extent in the profit for the year ended 31/03/2020. He is also actively involved in the business activity for Material Handling Division of the Company which has improved over the last three years.

## 5. Remuneration Proposed

i. (a) Basic Salary	Rs. 1,30,000/- per month
(b) House Rent allowance	Rs. 65,000/- per month
(c) Special Allowance	Rs. 1,55,000/- per month
<b>Total Monthly Salary</b>	<b>Rs. 3,50,000/- (Subject to tax)</b>

### ii. Perquisites:

- c) Reimbursement of Petrol / diesel expenses

As per the rules of the Company.

- d) Reimbursement of Entertainment and Travelling Expenses

The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director in connection with the Company's business.

### iii. Privilege Leave (PL):

- (a) PL with pay, as per Company's Rules.  
(b) Accumulation of PL and encashment, as per Company's Rules.

### iv. Provident Fund and Gratuity:

- a. Company's contribution to Provident Fund @ 12% of basic salary.  
b. Gratuity at the rate of 15 (Fifteen) days basic salary for every completed year of service or part thereof in excess of six months.

**6. Comparative remuneration Profile with respect to industry, size of the company, profile of the position and person:**

The Nomination and Remuneration Committee of the Board while approving the proposed remuneration to the Managing Director have taken into consideration the various factors such as the remuneration that is being paid to the managerial personnel in the industry to which the company belongs, the size of the company, the profile of the position etc.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, Mr. Vishal Jain does not have any pecuniary relationship with the Company. He is the husband of Mrs. Shikha Jain, who is a Director of the Company. Mr. Vishal Jain holds 1,18,215 Shares (12.67%) and Mrs. Shikha Jain holds 1,12,821 Shares (12.09%) in the company.

**III. Other Information**

**1. Reason of loss or inadequate profits**

The reason being the sluggish demand, especially for Engineering and Capital Goods Industry to which Company belongs. Further, tough competition - Global and Local, continued to put pressure on margins and market share. Due to the nationwide lockdown from March, 2020 which is the peak of demand months for Material handling equipments, making the severe impact on the financial performance.

**2. Steps taken or proposed to be taken for improvement**

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in present position. The inherent strengths of the Company, especially its reputation as a premium producer, powerful brands and deep Pan-India distribution network are also expected to enable the Company to position itself during adversities. Given the unprecedented situation, growth forecasts will largely rely on COVID-19's spread. The unavailability of labor and a downturn in discretionary spending foresees a challenging period for the economy as a whole. The growth in the medium to long term will be better led by gradual pick up in Government's spending for infrastructure.

**3. Expected increase in productivity and profits in measurable terms**

The Company has profit before tax of Rs. 157.69 Lakhs for the year 2019-20. The company expects to grow further in 2020-21 post COVID-19 pandemic.

**IV. Disclosures**

The Disclosures required to be made pursuant to Schedule V of the Companies Act, 2013 have been made in the Corporate Governance Report which is annexed to the Directors' Report for the year ended 31<sup>st</sup> March, 2020.

On behalf of the Board of Directors

Jai Prakash Agarwal  
Chairman

Thane,  
15<sup>th</sup> June, 2020