

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

NOTICE OF 117TH ANNUAL GENERAL MEETING

Notice is hereby given that the 117th Annual General Meeting of the Members of Jost's Engineering Company Limited will be held on Monday, the 16th September, 2024 at 02:00 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 Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Director's and Auditor's thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with report of Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. Jai Prakash Agarwal (DIN: 00242232), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 1,00,00,000/- (Rupees One Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 500,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two) each."

"RESOLVED FURTHER THAT the increased authorized equity share capital shall rank pari-passu in all respect with the existing Equity Shares of the Company."

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

“V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 500,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two) each with power to increase or reduce from time to time in accordance with the regulations of the Company and the legislative provisions for the time in force in this behalf.

Upon any increase of the Authorized share capital, the Company is at liberty to issue any new shares with any preferential, deferred, qualified or special rights privileges or conditions attached thereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 2/- PER SHARE TO FACE VALUE OF RS. 1/- PER SHARE

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the sub-division of the face value of Equity Shares of the Company from the existing face value of Rs. 2/- per share to face value of Rs. 1/- per share.”

“RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the authorized, issued, subscribed and paid up equity share capital of face value of Rs. 2/- each shall stand sub-divided into equity shares of face value of Rs. 1/- (Rupees One) each from the record date to be fixed by the Company and shall rank pari passu in all respects with the existing fully paid equity shares of Rs. 2/- each of the Company. The details are as given below:

Particulars	Pre-Subdivision		Post Subdivision	
	No. of Shares	Face Value each Eq. Shares	No. of Shares	Face Value of each Eq. Shares
Authorized	5,00,00,000	Rs. 2	10,00,00,000	Rs. 1
Paid-up	48,89,365	Rs. 2	97,78,730	Rs. 1
Subscribed	48,89,365	Rs. 2	97,78,730	Rs. 1

“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 2/- (Rupees Two only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares in dematerialized form, the subdivided equity shares of face value of Rs. 1/- (Rupees One only) each shall be credited to the respective beneficiary account of the members with their respective depository participants, in lieu of the existing credits representing the Equity Shares before sub-division, the new equity shares pursuant to sub-division will be issued and allotted in dematerialized form only, as per SEBI Circular dated January 25, 2022 vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 and the Company shall undertake such corporate actions as may be necessary in relation to the equity shares, whether in physical form or in dematerialized form.”

“RESOLVED FURTHER THAT after effect of the sub-division any of the underlying equity convertible securities, which is pending (due in future for conversion) shall be converted in the ratio of subdivision, the convertible security Holder (Warrant Holder) will get 2 equity shares of Rs. 1/- face value pursuant to conversion of 1 Warrant of Rs. 2/- face value, the company will issue and allot subdivided equity share of face value of Rs. 1 each upon conversion application of warrants to the warrant holder in the ratio of 2:1, i.e. 2 Equity shares of Rs. 1/- face value against 1 warrant of Rs. 2/- each face value.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) or Key Managerial Personnel of the Company be and are hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, e-forms and other documents with stock exchanges, depositories, ROC, Registrar and Transfer Agents and/or any other statutory

authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

6. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) of re-enactment(s) thereof, for the time being in force), and subject to the approval of shareholders to increase in authorized share capital under resolution no. 4 above and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Authorized Share Capital of the Company be and is hereby altered from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 500,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000/- (Ten Crores) Equity Shares of Rs. 1/- (Rupees One only) each.”

“**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

“Clause V:

The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 1/- each with power to increase or reduce from time to time in accordance with the regulations of the Company and the legislative provisions for the time in force in this behalf.

Upon any increase of the Authorized Share Capital, the company is to be at liberty to issue any new shares with any preferential, deferred, qualified or special rights privileges or conditions attached thereto.”

“**RESOLVED FURTHER THAT** any one Director or Key Managerial Personnel be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand Only) excluding applicable Tax payable to M/s. R. R Ahirwar & Associates (FRN:

103745), who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025, as approved by the Board of Directors of the Company, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Directors & Key Managerial Personnel be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

INCREASE IN LIMIT OF LOAN, INVESTMENT, GUARANTEE OR SECURITY FROM RS. 50 CRORES TO 150 CRORES

“RESOLVED THAT in supersession of the resolution passed by the members at their meeting held on 30th July, 2018, and pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’), and other applicable provisions, if any, of the Act as amended and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company 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 any committee(s) constituted / to be constituted by the Board or any person(s) authorized by the Board) to (i) give loan(s) to any person or other body corporate and / or (ii) give any guarantee(s) / provide any security(ies) in connection with loan(s) to any person or other body corporate and / or (iii) make investments by way of subscription, purchase or otherwise, the securities of any other body corporate(s), which the Board may, in their absolute discretion, deem beneficial and in the interest of the Company, in one or more tranches, in excess of the limits prescribed under Section 186 of the Act upto an aggregate sum of Rs. 150 Crores (Rupees One Hundred Fifty Crores Only), notwithstanding that the aggregate of loans, guarantees given, securities provided and investments made by the Company may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.”

“RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorised to negotiate and finalise the terms and conditions from time to time and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient and to exercise all the rights and powers, as deem necessary, proper and desirable, including to settle any question, difficulty or doubt that may arise in respect of such loan(s), guarantee(s) given or security(ies) provided or investment(s) made by the Company (as the case may be)”.

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

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

**Date: 7th August, 2024
Place: Pune**

**Registered Office:
Great Social Building,
60 Sir Phirozeshah Mehta Road,
Mumbai-400001.**

NOTES:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning each item of Special Business to be transacted at the 117th Annual General Meeting (“AGM”), is annexed hereto and forms part of the Notice. Information on Directors proposed to be re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) are provided in the **Annexure - I** to this Notice.
2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). MCA by General Circular No. 09/2023 dated 25th September, 2023 and SEBI by Circular No. SEBI/HO/ CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 have extended the above exemptions till 30th September, 2024 and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars, the:
 - a. Notice of the AGM along with Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
 - b. 117th AGM of the Members will be held through VC / OAVM.
3. The deemed venue for the 117th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the said AGM through VC/OAVM is given below in the e-voting instructions.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in 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.

6. The attendance of 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.
7. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. Members are requested to notify immediately the change of their name, postal address, email address, mobile number, PAN, Nomination and bank particulars to their DP if the shares are held by them in electronic form and to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Bigshare Services Private Limited if shares are held in physical form, as available on website of RTA at <https://www.bigshareonline.com/Resources.aspx> in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. Further the shareholders are requested to submit duly filled form along with all necessary documents at the address of RTA at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Pursuant to the above referred SEBI Circular, in case any of the above cited documents/details are not available in the folio(s) on or after 1 April 2024, RTA shall be constrained to freeze such folio(s). To prevent fraudulent transactions, members are allowed to exercise due diligence and not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialised form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details in Form ISR - 1 to Bigshare Services Private Limited.
10. Members having multiple folios in the same order of name(s) may inform the Company for consolidation into one folio.
11. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH-13 to the RTA of the Company for nomination and Form SH-14 for cancellation/variation as the case may be. The forms are available on the website of the RTA i.e. <https://www.bigshareonline.com/Resources.aspx>. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective Depository Participants (DPs).

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and copy of the Memorandum of Association of the Company along with proposed amendments, will be available for inspection at the registered office of the Company at Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai-400 001 between 3:00 p.m. and 5:00 p.m. in working days till the date of AGM.
13. The Register of members and share transfer Books of the Company will remain closed from 10th September, 2024 to 16th September, 2024 (both days inclusive) for the purpose of payment of dividend, if declared at the Meeting.
14. Members may please note that pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders, w.e.f. 1st April, 2021 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, M/s. Big Share Services Pvt. Limited, unit Jost's Engineering Company Limited, Office No. S6-2, 6th Floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093, India, Email Id; tds@bigshareonline.com on or before 10th September, 2024.
15. (a) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 the unpaid/unclaimed dividends upto the year 2015-2016 has been transferred to Investor Education and Protection Fund ("IEPF") and dividends for the Financial Year ended March 31, 2017 and thereafter which remain unpaid or unclaimed for a period of 7 consecutive years will also be transferred to the IEPF constituted by the Central Government, on the respective due dates on or after 25th August, 2024. The Company has also uploaded full details of such shareholders, whose dividend for seven consecutive years remained unclaimed, on its website www.josts.com. Members, who have not encashed their dividend warrant(s) for the financial year ended March 31, 2017 or any subsequent financial year(s) are urged to claim such amount from the Company immediately. Shareholders whose amount has been transferred to IEPF as above may claim refund from IEPF in accordance with the provisions under the Companies Act, 2013 and rules made thereunder.

(b) Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has also uploaded full details of such shareholders, whose dividend for seven consecutive years remained unclaimed, on its website www.josts.com.

(c) Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been encashed/claimed by the Shareholders for seven consecutive years, the Company is required to transfer such Equity Shares of the Members to the Demat Account of the IEPF. Accordingly, the Company has transferred 1330 Equity Shares of Rs. 2/- each to IEPF whose dividend has not been encashed for consecutive 7 years from 2015-16, details of which are available on website of the Company also. Similarly, the Company will transfer such shares to the Demat Account of IEPF Authority on which dividend for 2016-17 will remain un-encashed for consecutive 7 years, as per the guidelines issued by the concerned authority/(ies) from time to time.

16. 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 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.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrars and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated May 05, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrars & Share Transfer Agent in respect of shares held in physical form.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Bigshare Services Private Limited/Company.

19. (i) The Dividend, after declaration, will be paid to those shareholders whose names appear on the Register of Members on 9th September, 2024. 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 9th September, 2024.

(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. Members are requested to notify immediately any change in their address, bank account details and email id to their respective Depository Participants (DPs) in respect of shares held in electronic (demat) mode and in respect of physical mode, to the Registrar & Share Transfer Agent of the Company.

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. Big Share Services Pvt. Limited, latest by 9th September, 2024, failing which dividend will be paid by DD / Cheque.

20. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.

21. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their email ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs). If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

22. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

23. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

24. Members may also note that the Notice of this Annual General Meeting and the Annual Report of the Company for the year 2023-24 is also available on the website of the Company viz. www.josts.com.

The Notice and the Annual Report can also be accessed from the website of the Stock Exchange i.e. BSE Limited at 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.

25. The Financial Statements of the subsidiaries of the Company are not attached to the 117th Annual Report of the Company. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements along with related information of the Company and audited accounts of each of its subsidiaries, are available on Company's website at www.josts.com. These documents will also be available for inspection at the registered office of the Company at Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai-400 001 India, between 3:00 p.m. and 5:00 p.m. in working days till the date of AGM.

26. The Board of Directors of the company has appointed Mr. Akshay Gupta, Proprietor of M/s Akshay Gupta & Co., Company Secretaries, (Membership No: F129630, CP No. 21448), as Scrutinizer to scrutinize the E-voting during the AGM and remote E-voting in a fair & transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM 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 Friday, 13th September, 2024 (09.00 A.M) and ends on Sunday, 15th September, 2024 (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 Monday, 9th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

- (iv) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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 cdsi 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

	<p>Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. 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 or joining virtual meeting & voting during the meeting.</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. 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 22 55 33
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.

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Jost’s Engineering Company Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-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 mandatory 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; 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@josts.in The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@josts.in. These queries will be replied to by the company suitably by email or during the AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

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 **RTA of the Company** at investor@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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 22 55 33

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 toll free no. 1800 22 55 33.

**STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013**

Item No.4

The present Authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 07 August 2024, had accorded its approval for increasing the Authorized Share Capital from existing Rs. 1,00,00,000/- (Rupees One Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two) each, subject to shareholders approval.

It is therefore proposed to increase the Authorized Share Capital of the Company by creation of 4,50,00,000 (Four Crores Fifty Lakhs) additional equity shares of Rs. 2/- (Rupees Two) each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection.

The Board of Directors of the Company recommends the resolution set forth in Item no. 4 for approval of members as an Ordinary 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.

Item No. 5

In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide each existing equity share of face value of Rs. 2/- into 2 equity shares of face value of Rs. 1/- each. The record date for the aforesaid sub-division of equity shares will be fixed by the Board after the approval of the members is obtained for the proposed sub-division.

The Board of Directors of the Company at its meeting held on 7th August, 2024 has recommended sub-division (split) of equity shares subject to the approval of the members and all the concerned statutory authorities. As per the provisions of Section 61 of the Companies Act 2013, approval of the members by way of an Ordinary Resolution is required for sub-division of shares.

The Board recommends the resolutions as set out at Item No. 5 for approval of the members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions, except to the extent of their shareholding in the company.

Item No. 6

Post increase in authorized share capital of the Company and sub-division of equity shares of Rs. 2/- each into denomination of Rs. 1/- each, as set out in Item No. 4 & 5 respectively, the authorized share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 1/- (Rupees One Only) each and the paid up share capital of the Company is Rs. 97,78,730 (Rupees Ninety Seven Lakh Seventy Eight Thousand Seven Hundred Thirty Only) consisting of 97,78,730 (Ninety Seven Lakh Seventy Eight Thousand Seven Hundred Thirty Only) Equity Shares of Rs. 1/- (Rupee One Only) each. The Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection.

The Board of Directors of the Company recommends the resolution set forth in Item no. 6 for approval of members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions, except to the extent of their shareholding in the company.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved on 7th August, 2024, the appointment of M/s. R. R Ahirwar & Associates, Cost & Management Accountant (FRN: 103745), at a remuneration of Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand Only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

The Board of Directors of the Company recommends the resolution set forth in Item no. 7 for approval of members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions, except to the extent of their shareholding in the company.

Item No. 8

As per the provisions of section 186 of the Companies Act, 2013 and the rules framed thereunder, no Company shall directly or indirectly, without prior approval by means of Special Resolution passed at a general meeting, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The members of the Company had, at their meeting held on 30th July, 2018, authorized the Board of directors, to give loans and / or give guarantee and / or provide security connection with loans to any other body corporate and / or to make investment up to maximum amount of Rs. 50 crores.

In order to support increased business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder.

It is therefore necessary to obtain approval of the members by means of a Special Resolution, authorizing the Board of Directors of the Company to exercise aforesaid powers, up to maximum amount of Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set forth in Item no. 8 for approval of members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions, except to the extent of their shareholding in the company.

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

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

Date: 7TH August, 2024

Place: Pune

**Registered Office:
Great Social Building,
60 Sir Phirozeshah Mehta Road,
Mumbai-400001.**

Annexure I to the Notice

Disclosure relating to Directors pursuant to Regulation 26(4), 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings

Name of the Director	Mr. Jai Prakash Agarwal
DIN	00242232
Category	Promoter- Executive Director
Age	66 (+) years
Qualification	B. Com, Company Secretary
Experience	About 44 years
Terms and Conditions	Executive Chairman i.e Chairman and Whole Time Director (liable to retire by rotation)
Remuneration last drawn	Rs. 46.84 Lakhs
Date of first appointment on the Board	21/01/2015
Experience & Expertise in specific functional areas	Experience of 44 years in manufacturing sector
Shareholding in the Company	6,64,955 Equity Shares & 50000 Convertible warrants
Relationship with other Director, Manager and other KMP	None
Number of Board Meetings attended during the Year	4
No. of Other Directorships in Public Limited Companies	<ul style="list-style-type: none"> • JECL Engineering Limited
Membership/ Chairmanship of Committees of other Boards	NIL
Listed Entities from which the Director has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance Report

