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JOSTS ENGINEERING COMPANY LIMITED

CIN No. L28100MH1907PLC000252
Regd. Office: Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai – 400001
Tel. No. 91-22-62674000/22694956
Website: www.josts.com
Email: jostsho@josts.in

NOTICE OF 119TH ANNUAL GENERAL MEETING

Notice is hereby given that the 119th Annual General Meeting of the Members of Josts Engineering Company Limited will be held on Friday the 18th September, 2026 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, 2026 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, 2026 together with report of Auditors thereon.**

To consider and, if thought fit, to pass the following Resolutions as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted."

"**RESOLVED FURTHER THAT** the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Report of the Statutory Auditor thereon, be and are hereby received, considered and adopted."

2. **To declare a final dividend and special dividend for the Financial Year ended March 31, 2026.**

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** a final dividend of Rs. 1.25 per equity share, representing 125% of face value of equity share of Re. 1/- each and a special dividend of Rs. 3.75 per equity share, representing 375% of face value of equity share of Re. 1/- each, as recommended by Board of Directors, be declared for the financial year ended March 31, 2026 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on Friday, 11th September, 2026 being the record date fixed for this purpose be and are hereby confirmed."

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.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, Mr. Jai Prakash Agarwal (DIN: 00242232), who retires as a Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

4. **To re-appoint Mr. Vishal Jain (DIN:00709250) as the Managing Director & Chief Executive Officer of the Company for a period of 5 (Five) consecutive years, commencing from 4th October, 2026 till 3rd October, 2031.**

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vishal Jain as a candidate for the office of a Director of the Company, consent and/ or approval of Members of the Company be and is hereby accorded for the reappointment of Mr. Vishal Jain ("Mr. Jain") (DIN:00709250) as the Managing Director & Chief Executive Officer ("Key Managerial Personnel") of the Company for a period of 5 (Five) consecutive years, commencing from 4th October, 2026 till 3rd October, 2031, not liable to retire by rotation and to receive remuneration by way of salary, perquisites and/or allowances, as the Managing Director & Chief Executive Officer of the Company, as recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Mr. Jain of the OTHER PART and details as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Mr. Jain as the Managing Director & Chief Executive Officer of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Mr. Jain, provided, however, that the remuneration payable to Mr. Jain, shall not exceed the maximum limits for payment of managerial remuneration, specified in Schedule V to the said Act and Regulation 17(6)(e) of SEBI(LODR) or any amendment thereto as may be made from time to time or otherwise permissible by the laws or guidelines as may for the time being in force."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution."

5. **To re-appoint Mr. Jai Prakash Agarwal (DIN: 00242232) as an Executive Chairman (i.e. Chairman and Whole Time Director) of the Company for a period of 5 (Five) consecutive years, commencing from 1st April, 2027 till 31st March, 2032.**

To consider, and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Jai Prakash Agarwal as a candidate for the office of a Director of the Company, consent and/ or approval of Members of the Company be and is hereby accorded for the reappointment of Mr. Jai Prakash Agarwal ("Mr. Agarwal")(DIN: 00242232) as an Executive Chairman (i.e. Chairman and Whole Time Director) ("Key Managerial Personnel") of the Company for a period of 5 (Five) consecutive years, commencing from 1st April, 2027 till 31st March, 2032, liable to retire by rotation and to receive remuneration by way of salary, perquisites and/or allowances, as an Executive Chairman of the Company as recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Mr. Agarwal of the OTHER PART and details as set out in the Statement pursuant to Section 102 of the Companies Act, 2013, which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Mr. Agarwal as an Executive Chairman of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Mr. Agarwal, provided, however, that the remuneration payable to Mr. Agarwal, shall not exceed the maximum limits for payment of managerial remuneration, specified in Schedule V to the said Act and Regulation 17(6)(e) of SEBI(LODR) or any amendment thereto as may be made from time to time or otherwise permissible by the laws or guidelines as may for the time being in force."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution."

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

Date: 30th July, 2026
Place: Tejpur

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

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

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('Act'), in respect of the Special Business given in the Notice of the Annual General Meeting ("AGM") and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of the Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India, in respect of the persons seeking re-appointment at this AGM, is furnished as **Annexure - I** to the Notice.

2. 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 and subsequent Circulars issued in this regard latest being Circular No. 03/2025 dated 22nd September 2025 ("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). Accordingly in compliance with applicable provisions of the Act and the said Circulars the:

   a) Notice of the AGM along with Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

   b) 119th AGM of the Members will be held through VC / OAVM.

   Members may note that the Notice along with the Annual Report for the financial year 2025-26 has been uploaded on the website of the Company i.e. 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 NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.

3. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for the AGM, and hence the Proxy Form and Attendance Slip are not annexed to the Notice. Similarly, the route map is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

4. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through email at asa.companysecretaries@gmail.com and to evoting@nsdl.com.

5. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at www.josts.com.

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6. The Company has notified **Friday, 11th September, 2026** as the **Record Date** and also the closure of the Register of Members and the Share Transfer Books from **Saturday, 12th September, 2026 to Friday, 18th September, 2026 (both days inclusive)** for determining the Members eligible to receive dividend, if declared by the Members.

7. (i) Final and Special Dividend on equity shares, if declared by the Members, will be paid on or after 22nd September, 2026. In respect of shares held in dematerialised form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as at the close of business hours on Friday, 11th September, 2026. In respect of shares held in physical form, the dividend will be paid to Members whose names appear on the Company's Register of Members as on Friday, 18th September, 2026.

   (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. Bigshare Services Pvt. Limited, latest by 11th September, 2026, failing which dividend will be paid by DD / Cheque.

8. 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. Bigshare 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 11th September, 2026.

9. 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 National Securities Depository Limited ("NSDL") 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 NSDL.

10. 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 1% 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.

11. 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.

12. 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 1st 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.

13. 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.

14. Members having multiple folios in the same order of name(s) may inform the Company for consolidation into one folio.

15. 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).

16. 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, 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.

17. (a) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 the unpaid/unclaimed dividends upto the year 2017-18 has been transferred to Investor Education and Protection Fund ("IEPF") and dividends for the Financial Year ended March 31, 2019 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 3rd September, 2026. 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, 2019 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 12,330 Equity Shares of Rs. 1/- each to IEPF whose dividend has not been encashed for consecutive 7 years from 2017-18, 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 2018-19 will remain un-encashed for consecutive 7 years, as per the guidelines issued by the concerned authority/(ies) from time to time.

18. 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.

19. 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.

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. 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.

22. 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.

23. The Financial Statements of the subsidiaries of the Company are not attached to the 119th 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.

24. The Board of Directors of the company has appointed M/s Anubhuti Akshay & Associates, Practicing Company Secretary (FRN: P2015RJ043900), 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:

The remote e-voting period begins on **Tuesday, 15th September, 2026 at 09:00 A.M. (IST) and ends on Thursday, 17th September, 2026 at 05:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, 11th September, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 11th September, 2026.**

How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

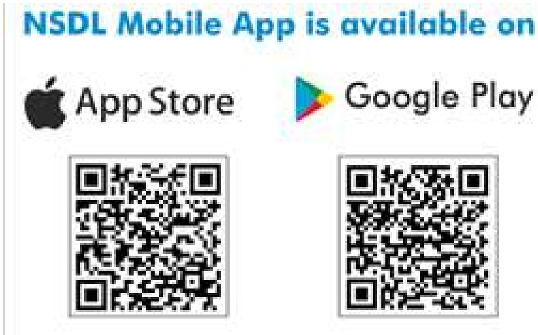
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on Josts Engineering Company Limited or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3) If you are 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 4) 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 'Josts Engineering Company Limited' or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	5) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Josts Engineering Company Limited or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at *https://eservices.nsdl.com/* with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to *Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i) If your email ID is registered in your demat account or with the company, your initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

      ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

   b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e- Voting system.
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". 3. Now you are ready for e-Voting as the Voting page opens. 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. 5. Upon confirmation, the message "Vote cast successfully" will be displayed. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sagar S Gudhate, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@josts.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@josts.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be 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 in the AGM.

3. Members 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.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. 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 atleast 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.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

Item No.4

The present term of Mr. Vishal Jain (DIN: 00709250) as Managing Director and Chief Executive Officer of the Company expires by efflux of time on 3rd October, 2026. Mr. Vishal Jain (DIN:00709250), aged about 53 years is BE and MBA and at present is the Managing Director and Chief Executive Officer of the Company. He has over 24 years' experience in roles spanning supply chain management, financial advisory and wealth management.

Keeping in view his business acumen and varied experience he acquired during his association with the Company, the Board of Directors considered his appointment useful and recommended his re-appointment as Managing Director and Chief Executive Officer ("Key Managerial Personnel") of the Company, at its meeting held on 30th July, 2026, not liable to retire by rotation, for a further period of 5 (Five) consecutive years commencing from 4th October, 2026 to 3rd October, 2031. His reappointment and remuneration has been recommended by the Nomination and Remuneration Committee and Audit Committee and is in accordance with Schedule V to the Companies Act, 2013 ("the Act") and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

During his last term in Josts Engineering Company Limited from 4th October, 2023 continuing till 3rd October, 2026, Mr. Vishal Jain was appointed at the nominal remuneration of Rs. 10,000/- per month.

Mr. Vishal Jain is not dis-qualified from being re-appointed as Managing Director and CEO under the provisions of Companies Act, 2013. He has communicated his willingness to be re-appointed and given his consent to act as Managing Director and CEO of the Company, for a period of 5 (Five) years commencing from 4th October, 2026 till 3rd October, 2031.

The Board of Directors upon the recommendations of the Nomination and Remuneration Committee and Audit Committee and in accordance with the provisions of Section 197 and 198 of the Companies Act, 2013 read-with Schedule V to the said Act, or any statutory amendment or relaxation thereof and SEBI (LODR) Regulations, 2015, considered and approved the following remuneration during his period of re-appointment with power to make such variation or increase therein as may be thought fit from time to time. The details of the remuneration payable is as follows:

S. No.	Particulars	Mr. Vishal Jain (DIN:00709250), Managing Director and CEO
1	Period of Reappointment	4th October, 2026 till 3rd October, 2031
2	Remuneration *	Mr. Vishal Jain (hereinafter referred to as "Mr. Jain") shall, in consideration of his services, be entitled to the following remuneration by way of:
(a)	Salary	₹ 2,60,000/- per month
(b)	House Rent Allowance	₹ 60,000/- per month
(c)	City Compensatory Allowance	₹ 40,000/- per month
3	Perquisites	The appointee will be entitled to the following perquisites:

* *subject to an annual increment of 10% per annum.*

He will be entitled to the following perquisites, subject to overall limit laid down in Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015. Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows:-

Category A:

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 and CEO in connection with the Company's busness.

Category B:
Privilege Leave (PL)

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

Category C:
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.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of his office, the Company may pay him remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required. The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act. The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actual.

Sitting Fee: He shall not so long as he acts as Managing Director and CEO of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination: Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving three calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointee three months' salary as specified hereinabove under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

Service of Notice: Any notice to be given hereunder shall be sufficiently given or served in case of the appointee by being delivered either personally to him or left for him at his addresses last known to the Company or sent by registered post or e-mail addressed to him and in the case of Company by being delivered at or sent by registered post addressed to its Registered Office or by e-mail at jostsho@josts.in any such notice if so posted shall be deemed served on the day following that on which it was posted except in case of email.

The Company has adequate profits at present and the remuneration proposed is within the limits prescribed under Section 197 of the Companies Act, 2013. However, as a measure of abundant caution and to enable payment of remuneration in accordance with the provisions of Schedule V in the event of inadequacy or absence of profits during the tenure of appointment, approval of the Members is also being sought under the applicable provisions of Schedule V to the Companies Act, 2013.

Memorandum of Interest: Except Mr. Vishal Jain (DIN:00709250) and Mrs. Shikha Jain (DIN: 06778623) 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. 4 of this Notice.

Inspection of documents: The draft of the proposed Agreements to be entered into between the Company and the appointee shall be available for inspection.

Abstract of Terms and Conditions: This should be treated as an abstract of the terms of appointment and memorandum of interest of the appointee as required under Section 190 of the Act.

The relevant details, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards -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 is annexed as '**Annexure I**' to this notice.

A statement containing additional information as per Schedule V of the Companies Act, 2013 in respect of Resolution set forth in item no. 4 is annexed hereto as '**Annexure II'.**

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

Item No. 5

The present term of Mr. Jai Prakash Agarwal (DIN: 00242232) as an Executive Chairman (i.e. Chairman and Whole Time Director) of the Company expires by efflux of time on 31st March, 2027. Mr. Jai Prakash Agarwal (DIN: 00242232), aged about 68 years is a graduate in Commerce and a Fellow member of the Institute of Company Secretaries of India and at present is the Executive Chairman i.e. Chairman and Whole Time Director of the Company. He possesses rich and diverse experience in corporate management, finance, legal and secretarial matters, manufacturing and has played a significant role in the growth and development of the Company over the years.

In view of the immense contribution made by Mr. Jai Prakash Agarwal (DIN: 00242232) for Company and his varied experience he acquired during his association with the Company, the Board of Directors considered his appointment useful and recommended his reappointment as Executive Chairman i.e. Chairman and Whole Time Director ("Key Managerial Personnel"), at its meeting held on 30th July, 2026, liable to retire by rotation, for a further period of 5 (Five) consecutive years commencing from 1st April, 2027 to 31st March, 2032. His re-appointment and remuneration has been recommended by the Nomination and Remuneration Committee and Audit Committee and is in accordance with Schedule V to the Companies Act, 2013 ("the Act") and 17(6)(e) of SEBI (LODR) Regulations, 2015. Mr. Jai Prakash Agarwal will be liable to retire by rotation.

Mr. Jai Prakash Agarwal is not dis-qualified from being re-appointed as an Executive Chairman (i.e. Chairman and Whole Time Director) under the provisions of Companies Act, 2013. He has communicated his willingness to be re-appointed and given his consent to act as an Executive Chairman (i.e. Chairman and Whole Time Director), for a period of 5 (Five) years commencing from 1st April, 2027 till 31st March, 2032.

During his last term in Josts Engineering Company Limited from 1st April, 2024 continuing till 31st March, 2027, Mr. Jai Prakash Agarwal (DIN: 00242232) was appointed at the following remuneration:

Particulars	Amount (Rs.)
Remuneration	₹ 3,90,385/- (Subject to tax) per month

The Board of Directors upon the recommendations of the Nomination and Remuneration Committee and Audit Committee and in accordance with the provisions of Section 197 and 198 of the Companies Act, 2013 read-with Schedule V to the said Act, or any statutory amendment or relaxation thereof and SEBI (LODR) Regulations, 2015, considered and approved the same the remuneration which was payable earlier to Mr. Jai Prakash Agarwal (DIN: 00242232), as Executive Chairman of the Company during his period of reappointment with power to make such variation or increase therein as may be thought fit from time to time. The details of the remuneration payable is as follows:

S. No.	Particulars	Mr. Jai Prakash Agarwal (DIN: 00242232), Executive Chairman
1	Period of Re-appointment	1st April, 2027 till 31st March, 2032
2	Remuneration*	Mr. Jai Prakash Agarwal (hereinafter referred to as “Mr. Agarwal”) shall, inconsideration of his services, be entitled to the following remuneration by way of:
a)	Salary	₹ 2,00,000/- per month
b)	House Rent Allowance	₹ 80,000/- per month
c)	City Compensatory Allowance	₹ 1,10,385/- per month
d)	Perquisites	The appointee will be entitled to the following perquisites in addition to his salary, house rent allowance.

** Subject to an annual increment of 10% per annum.*

He will be entitled to the following perquisites in addition to his salary, house rent allowance and commission, subject to overall limit laid down in Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015. Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows:-

Category A:

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 Executive Chairman in connection with the Company's business.

Category B:
Privilege Leave (PL)

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

Category C:
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.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of his office, the Company may pay him remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required. The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act. The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actual.

Sitting Fee: He shall not so long as he acts as Executive Chairman of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination: Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving three calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointee three months' salary as specified hereinabove under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

Service of Notice: Any notice to be given hereunder shall be sufficiently given or served in case of the appointee by being delivered either personally to him or left for him at his addresses last known to the Company or sent by registered post or e-mail addressed to him and in the case of Company by being delivered at or sent by registered post addressed to its Registered Office or by e-mail at jostsho@josts.in any such notice if so posted shall be deemed served on the day following that on which it was posted except in case of email.

The Company has adequate profits at present and the remuneration proposed is within the limits prescribed under Section 197 of the Companies Act, 2013. However, as a measure of abundant caution and to enable payment of remuneration in accordance with the provisions of Schedule V in the event of inadequacy or absence of profits during the tenure of appointment, approval of the Members is also being sought under the applicable provisions of Schedule V to the Companies Act, 2013.

Memorandum of Interest: Mr. Jai Prakash Agarwal (DIN: 00242232) may be deemed to be concerned or interested, financially or otherwise, in the resolution, to the extent of his shareholding, his relatives' shareholding and remuneration payable to him.

Save and except as above, none of the other directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

Inspection of documents: The draft of the proposed Agreements to be entered into between the Company and the appointee shall be available for inspection.

Abstract of Terms and Conditions: This should be treated as an abstract of the terms of appointment and memorandum of interest of the appointee as required under Section 190 of the Act.

The relevant details, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards -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 is annexed as **'Annexure I'** to this notice.

A statement containing additional information as per Schedule V of the Companies Act, 2013 in respect of Resolution set forth in item no. 5 is annexed hereto as **'Annexure II'**

The Board of Directors of the Company recommends the resolution set forth in Item no. 5 for approval of members as a Special Resolution.

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

Date: 30th July, 2026
Place: Tejpur

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

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

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**	**Mr. Vishal Jain**
DIN	00242232	00709250
Category	Executive Chairman i.e Chairman and Whole Time Director	Managing Director and Chief Executive Officer
Age	68 (+)years	53 (+)years
Qualification	B.Com. & Company Secretary	Bachelor of Engineering, Master of Business Administration
Experience	About 46 years	About 24 years
Terms and Conditions	Executive Chairman i.e Chairman and Whole Time Director (liable to retire by rotation) For details refer the shareholders resolution	Managing Director and Chief Executive Officer (not liable to retire by rotation) For details refer the shareholders resolution
Remuneration last drawn	Rs. 46.84 lakhs per annum	Rs. 1.20 lakhs per annum
Date of first appointment on the Board	21/01/2015	21/01/2015
Shareholding in the Company	17,14,708 Shares (14.50%)	14,62,150 Shares (12.36%)
Relationship with other Director, Manager and other KMP	None	Husband of Mrs. Shikha Jain, Non-Executive Non Independent Director of the Company
Number of Board Meetings attended during the Year	5	5
No. of Other Directorships in Public Limited Companies	NIL	MHE Rentals India Private Limited (Deemed Public)
Membership/ Chairmanship of Committees of other Boards	NIL	NIL
Listed Entities from which the Director has resigned in the past three years	NIL	CP Capital Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance Report	Refer Corporate Governance Report

Annexure-"II" to the Notice

Disclosure as per Schedule V of the Companies Act, 2013

I GENERAL INFORMATION:

1**. Nature of Industry**: Traders of Engineered Products.

2**. Date of commencement of Commercial production**: The company is in operation since 1907.

3. **Financial Performance**:

Rs. In Lakhs

Particulars	**Year ended 31st March, 2026 (Standalone)**	**Year ended 31st March, 2026 (Consolidated)**
Revenue from operations and other income	20,217	24,855
Profit/(loss) before tax	**3,720**	**3,993**
Less: Tax Expense:		
Current Tax	659	666
Deferred Tax	22	(7)
Short/(Excess) Provision for Income tax of earlier years	(3)	(4)
Profit/(loss) after tax	**3,042**	**3,338**

4. **Foreign investments or collaborations, if any:** The Company has no foreign collaborations and hence there is no equity participation by foreign collaborators in the Company.

II INFORMATION ABOUT THE APPOINTEE

S.No.	Particulars	Mr. Jai Prakash Agarwal (DIN: 00242232)	Mr. Vishal Jain (DIN:00709250)
1	Background details	Mr. Jai Prakash Agarwal (DIN: 00242232), aged 68 years, is the Chairman and Whole-time Director of the Company. He is a Commerce Graduate and a Fellow Member of the Institute of Company Secretaries of India. He possesses rich and diverse experience in corporate management, finance, legal and secretarial matters, manufacturing and has played a significant role in the growth and development of the Company over the years. With his extensive experience, leadership, and strategic vision, he has made significant contributions to the growth and development of the Company and continues to play a key role in guiding its business operations and long-term objectives.	The Board of Directors of the Company has re-appointed Mr. Vishal Jain as Managing Director and Chief Executive Officer for a further period of 5 years from 4th October, 2026 to 3rd October, 2031 subject to approval of the members. Mr. Vishal Jain, 53 years, is BE, MBA. He has over 24 years' experience in roles spanning supply chain management, financial advisory and wealth management.
2	Past Remuneration	Detailed in explanatory statement as above	Detailed in explanatory statement as above
3	Recognition and Award	Nil	Nil
4	Job profile and his suitability	To oversee day to day management of the Company, business strategy, management policies, growth, review of operations, enhancement of performance of the work force, monetisation of Thane land and such other duties as may be assigned by the Board of Directors of the Company. Considering the rich experience and excellent execution capabilities, Mr. Jai Prakash Agarwal is aptly suitable for the above-mentioned responsibilities.	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 of the Company.
5	Remuneration proposed	As fully set out in the resolution of item no. 5 of the notice.	As fully set out in the resolution of item no. 4 of the notice.

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 Executive Chairman 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.	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	Besides the remuneration proposed, Mr. Jai Prakash Agarwal does not have any pecuniary relationship with the Company. He is not related to any Director or Key Managerial Personnel of the Company. Mr. Jai Prakash Agarwal holds 17,14,708 Shares (14.50%) in the company.	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 Non Executive Non Independent Director of the Company. Mr. Vishal Jain holds 14,62,150 Shares (12.36%) and Mrs. Shikha Jain holds 14,03,210 Shares (11.86%) in the company.

III OTHER INFORMATION

1	Managerial remuneration in the event of loss or inadequate profits:	The profitability of the company is ascertained on the basis of standalone financials for the purpose of remuneration to directors as per the provisions of Section 198 of the Act. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the standalone financials, as defined in the said respective resolutions read with their explanatory statements. The Company recorded an improvement in performance for the financial year 2025-26 at both the standalone and consolidated level.
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.
3	Expected increase in productivity and profit in measurable terms:	The profit before tax was Rs. 3,720 Lakhs for the year 2025-26 (previous year). The profit before tax for the first quarter ended 30th June, 2026 is Rs. 407 Lakhs.

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 31st March, 2026.

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

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

Date: 30th July, 2026
Place: Tejpur