

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : JOST'S ENGINEERING COMPANY LIMITED

2. Quarter and Year Ending : 31st March, 2020

Annexure I

I Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) *	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ^b	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jai Prakash Agarwal	ADEPA2174L & 00242232	Chairperson-Non-Executive - Non Independent Director	1/21/2015			--		1	--	2	--
Mr.	Vishal Jain	AFOP14992F & 00709250	Executive Director- MD	10/4/2017			--		2	--	--	--
Mr.	Shailesh Rajnikant Sheth	AADPS9593D & 00041713	Non-Executive - Independent Director	4/1/2014	4/1/2019		60 Months		1	1	3	1
Mr.	Marco Philippus Ardeshir Wadia	AAAPW3106D & 00244357	Non-Executive - Independent Director	4/1/2014	4/1/2019		60 Months		6	6	10	5
Mr.	Farokh Kekushroo Banatwalla	AEBPB5114M & 02670802	Non-Executive - Independent Director	4/1/2014	4/1/2019		60 Months		3	3	3	3
Mrs.	Shikha Jain	AFVPJ0197B & 06778623	Non-Executive - Non Independent Director	8/12/2016			--		1	--	--	--
Whether regular Chairperson is appointed: Yes Whether Chairperson is related to managing director or CEO: No SPAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.												

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) S	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Farokh Kekhushroo Banatwalla	Chairperson-Non-Executive Independent Director	5/21/2014	-
		Mr. Shailesh Sheth	Member-Non-Executive Independent Director	5/21/2014	-
		Mr. Jai Prakash Agarwal	Member-Non-Executive Non-Independent Director	8/14/2015	-
2. Nomination & Remuneration Committee	YES	Mr. Shailesh Sheth	Chairperson-Non-Executive Independent Director	5/21/2014	-
		Mr. Farokh Kekhushroo Banatwalla	Member-Non-Executive Independent Director	5/21/2014	-
		Mr. Marco Philippus Ardeshir Wadia	Member-Non-Executive Independent Director	5/21/2014	-
3. Risk Management Committee(if applicable)		Not Applicable			
4. Stakeholders Relationship Committee (Share Transfer and Stakeholders RelationshipCommittee)	YES	Mr. Shailesh Sheth	Chairperson-Non-Executive Independent Director	5/21/2014	-
		Mr. Farokh Kekhushroo Banatwalla	Member-Non-Executive Independent Director	5/21/2014	-
		Mr. Jai Prakash Agarwal	Member-Non-Executive Non-Independent Director	11/9/2015	-

& Category of directors means executive/non-executive/independent/Nominee.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	No of independent director attending the meeting*	Maximum gap between any two consecutive (in number of days)
6th November, 2019	6th February, 2020	YES	5	3	91 days

* to be filled only for current quarter meetings

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present**	Number of independent directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 6th February, 2020	YES	3	2	6th November, 2019	91 days
Nomination & Remuneration Committee 6th February, 2020	YES	3	3	2nd February, 2019	
Shareholders Grievance & Stakeholders Relationship Committee 6th February, 2020	YES	3	2	14th August, 2019	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/N.A)refer note below
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.*

Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2 If status is "No" details of non-compliance may be given here.

***All related party transactions are referred to the next regularly scheduled meeting of the Audit Committee for review and approval**

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-YES
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.-
a. Audit Committee-YES
b. Nomination & Remuneration Committee.-YES
c. Stakeholders Relationship Committee (Share Transfer and Stakeholders Relationship Committee)-YES
d. Risk Management Committee (applicable to the top 100 listed entities)-N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-YES
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-YES
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: YES
For JOST'S ENGINEERING COMPANY LIMITED
SD/- VISHAL JAIN VICE CHAIRMAN AND MANAGING DIRECTOR

Format to be submitted by the Listed entity at the end of the Financial Year (for the whole of Financial Year)**I. Disclosure on website in terms of Listing Regulations**

Sr. No.	Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR			
1	Details of business	Yes	http://josts.com/products/
2	Terms and conditions of appointment of Independent Directors	Yes	http://josts.com/wp-content/uploads/2020/05/Appointment-Letter.pdf
3	Composition of various committees of board of directors	Yes	http://josts.com/committees/
4	Code of conduct of board of directors and senior management personnel	Yes	http://josts.com/wp-content/uploads/2019/12/Code-of-Conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://josts.com/wp-content/uploads/2019/12/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non - executive directors	Yes	http://josts.com/wp-content/uploads/2020/04/Remuneration-to-Non-Executive-Directors-1-1.pdf
7	Policy on dealing with related party transactions	Yes	http://josts.com/wp-content/uploads/2019/12/Policy-on-Related-Party-Transaction.pdf
8	Policy for determining material subsidiaries	Yes	http://josts.com/wp-content/uploads/2019/12/Procedure-for-Dematerialization-of-Shares.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	http://josts.com/wp-content/uploads/2019/12/Policy-Of-Familiarisation-Programme.pdf
10	Email address for grievance redressal and other relevant details	Yes	http://josts.com/investor-contacts/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://josts.com/investor-contacts/
12	Financial results	Yes	http://josts.com/financial-results/
13	Shareholding pattern	Yes	http://josts.com/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to Stock exchange	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	http://josts.com/board-meetings/#
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	Yes	http://josts.com/financials-of-subsiadiary-company/
As per other regulations of the LODR			
1	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://josts.com/industrial-fishing-services/#
2	Materiality Policy as per Regulation 30	Yes	http://josts.com/wp-content/uploads/2019/12/POLICY-ON-DETERMINATION-OF-MATERIALITY-OF-EVENTS_NEW.pdf
3	Dividend Distribution policy as per Regulation 43A(as applicable)	NA	http://josts.com/
It is certified that these contents on the website of the listed entity are correct			

II Annual Affirmations

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
1	Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility	6(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of board of directors	17(2)	Yes
4	Quorum of board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	NA
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note:

1. In the column "Compliance Status", Compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the Subsidiary of Listed Entity have been complied.

For JOST'S ENGINEERING COMPANY LIMITED

**SD/-
Mr. VISHAL JAIN
VICE CHAIRMAN AND MANAGING DIRECTOR**