



Jost's Engineering Company Limited

Annual Report 2013-14

Board of Directors

B. H. Reporter, Chairman

Shailesh Sheth

Marco Wadia

F. K. Banatwalla

Pradeep Bhargava

Mrs. Parviz Batliwala

Vice President and Company Secretary

C. B. Sagvekar

Registered Office

Great Social Building,
60, Sir Phirozeshah Mehta Road,
Mumbai - 400 001.

Tel. : 91-22-6120 2300

Fax : 91-22-6120 2345

Thane Factory

C-7, Wagle Industrial Estate,
Road No. 12,

Thane - 400 604.

Tel. : 91-22-6117 4000

Fax : 91-22-6117 4020

Bankers

HDFC Bank Ltd.

The Zoroastrian Co-operative Bank Ltd.

Standard Chartered Bank

The South Indian Bank Ltd.

Alandi Factory

Gat No. 226, Alandi Markal Road,
Dhanore, Khed, Pune - 412 105.

Tel. : 91-2135-679160

Solicitors

M/s. Crawford Bayley and Company

Auditors

M/s. Sorab S. Engineer & Co.

Chartered Accountants

Branches (Sales Offices)

Bengaluru

Baroda

Chennai

Kolkata

New Delhi

Pune

Secunderabad

Registrar and Share Transfer Agents

M/s. Computech Sharecap Limited

147, Mahatma Gandhi Road,

3rd Floor, Opp. Jehangir Art Gallery,

Fort, Mumbai - 400 001.

Tel. : 91-22-2263 5000 / 01 / 02

Fax : 91-22-2263 5005

Annual General Meeting

Day and Date : Thursday, the 10th July, 2014

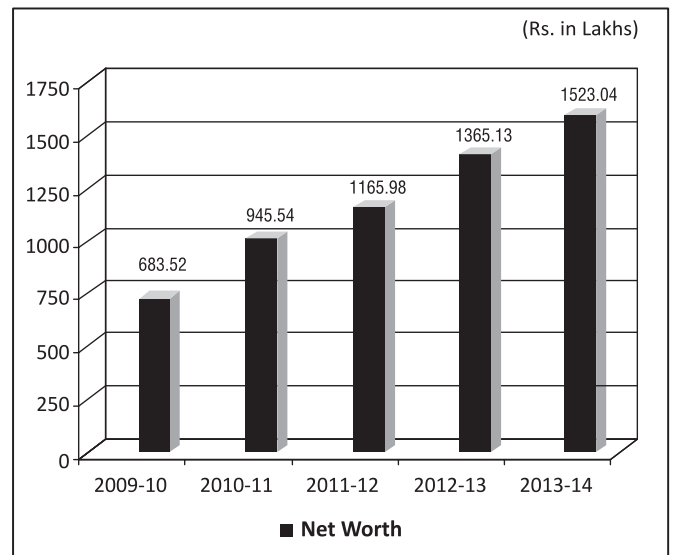
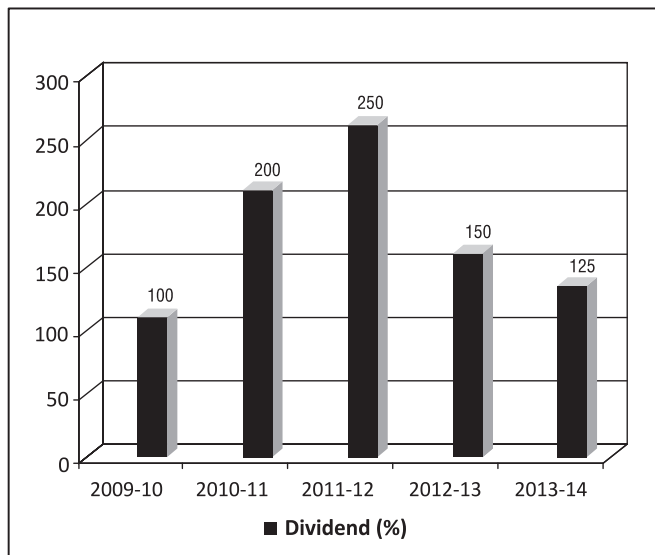
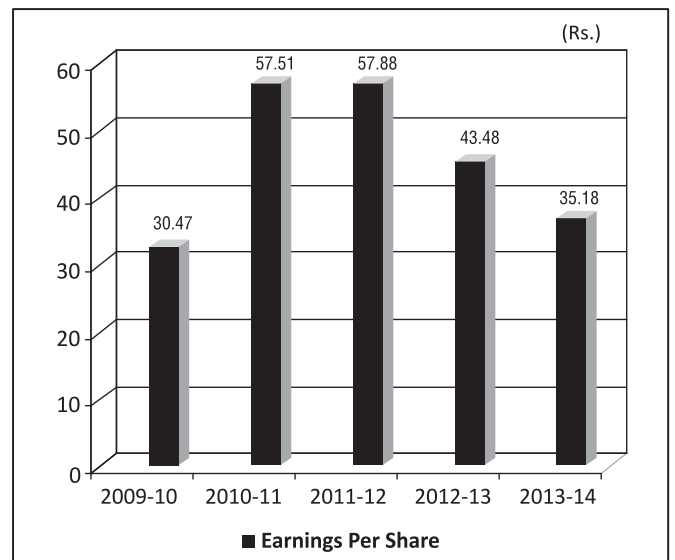
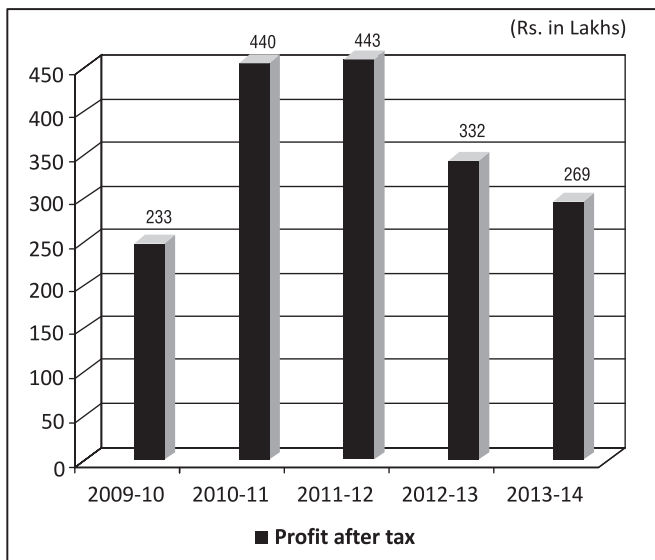
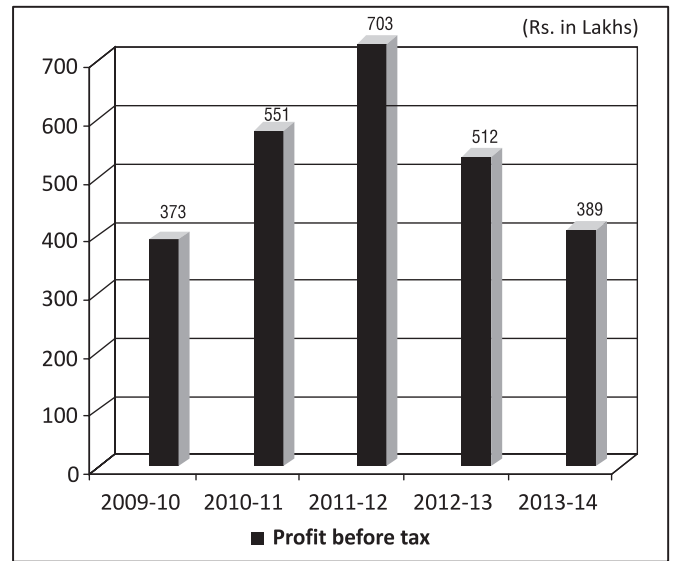
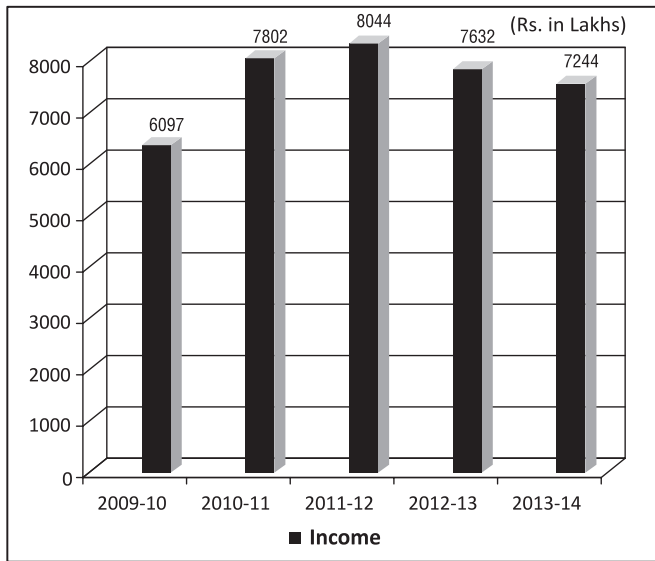
Venue : Great Social Building,
60, Sir Phirozeshah Mehta Road,
Mumbai - 400 001.

Time : 4.30 P.M.

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Financial Highlights



Notice

Notice is hereby given that the hundred and seventh Annual General Meeting of the members of Jost's Engineering Company Limited will be held at Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai - 400 001 on Thursday, the 10th July, 2014 at 4.30 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive and adopt the Profit and Loss Statement for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. B. H. Reporter, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mrs. Parviz Batliwala, who retires by rotation and being eligible offers herself for reappointment.
5. To appoint M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm Registration No.110417W) as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Shailesh Sheth, Director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April, 2014 to 31st March, 2019.”
7. To consider and, if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Marco Wadia, Director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April, 2014 to 31st March, 2019.”
8. To consider and, if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. F. K. Banatwalla, Director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April, 2014 to 31st March, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Pradeep Bhargava, Director in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April, 2014 to 31st March, 2019.”

By Order of the Board

C. B. Sagvekar

Vice President and Company Secretary

Mumbai, 21st May, 2014.

Registered Office:

Great Social Building,
60, Sir Phirozeshah Mehta Road,
Mumbai - 400 001.

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The Instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos.6 to 9 of the Notice set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 8th July, 2014 to 10th July, 2014 (both days inclusive).
4. (i) The Dividend, after declaration, will be paid to those shareholders whose names appear on the Register of Members on 10th July, 2014. 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 7th July, 2014.
- (ii) The payment of dividend will be made through National Electronic Clearing System (NECS). Members holding shares in demat/electronic form are hereby informed that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend through NECS. The Company or its Registrars cannot act on any request received directly from the Members holding shares in demat/electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

The members holding shares in physical form and desirous of receiving dividend through NECS, are requested to provide their bank account number, name and address of the bank quoting their folio number directly to the Company's Registrar and Share Transfer Agent, namely, M/s. Computech Sharecap Limited, latest by 3rd July, 2014, failing which dividend will be paid by DD / Cheque.

5. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, the dividends which remain unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the Company has transferred to IEPF all unclaimed / unpaid dividends in respect of the financial years upto 31st March, 2006. Shareholders who have not encashed their dividend warrant(s) so far, for the financial years ended 31st March, 2007 to 31st March, 2013 are requested to make their claim to the Company immediately quoting their folio numbers. It may also be noted that according to the provisions of Section 205C of the Companies Act, 1956, once the unclaimed dividend is transferred to IEPF, as above, no claim shall lie in respect thereof against the Fund or the Company
6. The Company has appointed M/s.Computech Sharecap Limited, Tappelbar Building, 147 Mahatma Gandhi Road, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai 400 001 as Registrar and Share Transfer Agents for share registry work both for physical and electronic mode. The Members are therefore, requested to address the correspondence relating to the share registry both in physical and electronic mode to the said Registrar and Share Transfer Agents. Members may also please note that the Company's shares are available for demat with both the depositories, namely, Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).
7. Electronic copy of the Annual Report 2013-14 is being sent to the members whose E-mail Ids are registered with the Company / Depository Participants for receiving documents electronically. For members who have not registered their E-mail Ids, the physical copy of the Annual Report 2013-14 is being sent in the permitted mode. Such members are requested to register their E-mail Ids with the Company's Registrars and Share Transfer Agents, M/s. Computech Sharecap Limited or Depository Participant by submitting the consent form attached at the end of the Annual Report. The members who register their E-mail Ids for receiving documents electronically will be entitled to receive such documents in the physical form, upon request.

8. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his / her / its discretion, subject to compliance with the instructions prescribed below :

Procedure / Instructions for e-voting are as under :

- (1) In case of Members receiving AGM Notice by e-mail :
 - (a) Open e-mail.
 - (b) The said e-mail contains your user id and password for e-voting. Please note that the password is an initial password.
 - (c) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - (d) Now, click on "Shareholders" to cast your votes.

- (e) Now, select the Electronic Voting Sequence Number “EVSN” alongwith “JOST'S ENGINEERING COMPANY LIMITED” from the drop down menu and click on “SUBMIT”.
- (f) Now, fill up the following details in the appropriate boxes :

| | |
|----------|---|
| User ID | For members holding shares in Demat Form : a) For NSDL :- 8 Character DP ID followed by 8 Digit Client ID; b) For CDSL :- 16 digits beneficiary ID; For Members holding shares in Physical Form :- - Folio Number registered with the Company |
| Password | Your unique password is printed on the Attendance Slip / e-mail |
| PAN * | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. |

* Members who have not updated their PAN with the Company / Registrar and Share Transfer Agent / Depository Participant are requested to use default number JOSCEV1234 in the PAN field.

- (g) After entering these details appropriately, click on “SUBMIT” tab.
- (h) Members holding shares in Physical form will then reach directly to the voting screen.
- (i) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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.
- (j) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (k) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- (l) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in the Attendance Slip.
- (m) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- (n) Click on the Resolution File Link if you wish to view the entire AGM Notice.
- (o) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (q) Institutional members (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., to the Scrutinizer through e-mail at sandeepdar.cs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. File naming convention should be "Corporate Name EVSN". The documents should reach the Scrutinizer on or before the close of working hours on 3rd July, 2014.
- (r) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

- (2) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Registrars and Share Transfer Agents / Depository Participant(s) or requesting physical copy) in the permitted mode :

- (a) Initial password as below is given in the attendance slip for the AGM :

| EVSN (Electronic Voting Sequence Number) | USERID | PASSWORD |
|--|------------|----------------|
| XXXXXXX | XXXXXXXXXX | XXXXXXXXXXXXXX |

- (b) Please follow all steps from Sr.No.(1)(c) to (1)(r) above to cast your vote.

- (3) General :

- (a) In case of any queries regarding e-voting you may refer to the "user manual for shareholders to cast their votes" available at www.evotingindia.com under "HELP".
- (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (c) The e-voting period commences on Tuesday, 1st July 2014, (9-00 a.m.) and ends on Thursday, 3rd July 2014, (5-30 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 30th May, 2014, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 30th May, 2014.
- (e) Mr. Sandeep Dar, Practising Company Secretary, Navi Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website www.josts.com and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.
10. The Members who continue to hold shares in physical form are requested to intimate any change in their address immediately to the Company's Registrar and Share Transfer Agents, M/s. Computech Sharecap Limited, Unit : Jost's Engineering Company Limited, quoting their folio numbers. The Members holding shares in dematerialised form are requested to get their change of address recorded with the concerned depository participants.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 6

Mr. Shailesh Sheth, 67, has done his MBA from the Indian Institute of Management (IIM), Ahmedabad. He is a Director on the Board of various Companies, such as, Bharat Fritz Werner Ltd, A.T.E. Enterprises Pvt. Ltd., A.T.E. Pvt. Ltd. and KNF Pumps + Systems (India) Pvt. Ltd.

Mr. Shailesh Sheth has been a Non-Executive Director of the Company since 1997. Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 ('Act'), every listed Company is required to appoint atleast 1/3rd of the total number of Directors as Independent Directors as defined under section 149(6) of the Act. In order to comply with this requirement, the Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Shailesh Sheth fulfills the conditions specified in the Act and Rules made thereunder to be eligible for appointment as an Independent Director.

Pursuant to Section 160 of the Act, the Company has received notice, together with requisite deposit of Rs.1 lakh, from a member signifying his intention to propose Mr. Shailesh Sheth as a candidate for the office of an Independent Director of the Company.

The Board of Directors of your Company believes that Mr. Shailesh Sheth's knowledge and experience would benefit the Company and recommends the resolution in relation to appointment of Mr. Shailesh Sheth as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Shailesh Sheth shall not be liable to retire by rotation.

Except Mr. Shailesh Sheth, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the resolution set out in Item No.6.

Item No. 7

Mr. Marco Wadia, 58, holds Bachelor Degree in Law and since 2001 is a Partner in the firm of M/s. Crawford Bayley & Co., Mumbai, a reputed firm of Solicitors & Advocates. He is a Director on the Board of various Companies, such as, Zuari Agro Chemicals Limited, Johnson & Johnson Limited, Chambal Fertilisers and Chemicals Limited., Gobind Sugar Mills Limited, Paradeep Phosphates Limited, Stovec Industries Limited, Simon India Limited, Zuari Global Limited, Amphenol Interconnect India Private Limited, Amphenol Omnicomnect India Private Limited.

Mr. Marco Wadia has been a Non-Executive Director of the Company since 1998. Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 ('Act'), every listed Company is required to appoint atleast 1/3rd of the total number of Directors as Independent Directors as defined under section 149(6) of the Act. In order to comply with this requirement, the Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Marco Wadia fulfills the conditions specified in the Act and Rules made thereunder to be eligible for appointment as an Independent Director.

Pursuant to Section 160 of the Act, the Company has received notice, together with requisite deposit of Rs.1 lakh, from a member signifying his intention to propose Mr. Marco Wadia as a candidate for the office of an Independent Director of the Company

The Board of Directors of your Company believes that Mr. Marco Wadia's knowledge and experience would benefit the Company and recommends the resolution in relation to appointment of Mr. Marco Wadia as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Marco Wadia shall not be liable to retire by rotation.

Except Mr. Marco Wadia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the resolution set out in Item No.7.

Item No. 8

Mr. F. K. Banatwalla, 65, is B.Com., LLB, CAIIB(1). He is a Director on the Board of various Companies, such as, Simmonds Marshall Ltd, Uni-Abex Alloy Products Limited, Oil Field Instrumentation India Pvt. Ltd., Gramos Chemicals India Pvt. Ltd., Bullows India Private Limited, Bullows Paint Equipment Private Limited, Clover Realty & Infrastructure Pvt. Ltd., Clover Infotech Pvt. Ltd., Sameera Developers Pvt. Ltd., Logical Properties Pvt. Ltd., Worthwhile Properties Pvt. Ltd. and Amalfi Realty Pvt. Ltd.

Mr. F. K. Banatwalla has been a Non-Executive Director of the Company since 2009. Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 ('Act'), every listed Company is required to appoint atleast 1/3rd of the total number of Directors as Independent Directors as defined under section 149(6) of the Act. In order to comply with this requirement, the Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. F. K. Banatwalla fulfills the conditions specified in the Act and Rules made thereunder to be eligible for appointment as an Independent Director.

Pursuant to Section 160 of the Act, the Company has received notice, together with requisite deposit of Rs.1 lakh, from a member signifying his intention to propose Mr. F. K. Banatwalla as a candidate for the office of an Independent Director of the Company.

The Board of Directors of your Company believes that Mr. F. K. Banatwalla's knowledge and experience would benefit the Company and recommends the resolution in relation to appointment of Mr. F. K. Banatwalla as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. F. K. Banatwalla shall not be liable to retire by rotation.

Except Mr. F. K. Banatwalla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the resolution set out in Item No.8.

Item No. 9

Mr. Pradeep Bhargava, 65, is graduate in Electronics from IISC, Bangalore and holds a management degree from IIM, Ahmedabad. He is a Director on the Board of various Companies, such as, Cummins India Limited, Cummins Generator Technologies India Ltd, Rajkumar Forge Limited, Cummins Technologies India Ltd., Persistent Systems Limited, Torrent Pharmaceuticals Ltd., Pragati Leadership Institute Pvt. Ltd. and Automotive Stampings and Assemblies Limited.

Mr. Pradeep Bhargava has been a Non-Executive Director of the Company since 2009. Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 ('Act'), every listed Company is required to appoint atleast 1/3rd of the total number of Directors as Independent Directors as defined under section 149(6) of the Act. In order to comply with this requirement, the Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Pradeep Bhargava fulfills the conditions specified in the Act and Rules made thereunder to be eligible for appointment as an Independent Director.

Pursuant to Section 160 of the Act, the Company has received notice, together with requisite deposit of Rs.1 lakh, from a member signifying his intention to propose Mr. Pradeep Bhargava as a candidate for the office of an Independent Director of the Company.