

EVOLUTION AND GROWTH



JOST'S ENGINEERING COMPANY LIMITED

ANNUAL REPORT 2019-2020

JOST'S ENGINEERING COMPANY LIMITED

Annual Report 2019-20

Board of Directors

Mr. Jai Prakash Agarwal, Chairman
Mr. Vishal Jain, Vice Chairman & MD
Mr. F.K. Banatwalla
Mr. Marco Wadia
Mr. Shailesh Sheth
Mrs. Shikha Jain

Registered Office:

Great Social Building,
60, Sir Phirozeshah Mehta Road,
Mumbai – 400001.
Tel: 91-22-6237 8200
Fax: 91-22-6237 8201
CIN: L28100MH1907PLC000252
Website: www.josts.com Email: jostsho@josts.in

Chief Financial Officer

Mr. Kshitiz Bilal – upto 17th December, 2019

Company Secretary

Mrs. Babita Kumari – upto 29th February, 2020

Thane Factory

C-7, Road No. 12,
Wagle Industrial Estate,
Thane – 400604.
Tel: 91-22-6267 4000

Bankers

HDFC Bank Ltd.
The Zoroastrian Co-operative Bank Ltd.
Bank of Maharashtra

Regional Sales Offices:

- Bengaluru
- Kolkata
- New Delhi
- Pune
- Secunderabad
- Baroda
- Chandigarh
- Chennai

Solicitors

M/s. Crawford Bayley and Company

Auditors

M/s. Singhi & Co. Chartered Accountants

Registrar and Share Transfer Agents

M/s. Computech Sharecap Limited
Unit: Jost's Engineering Company Ltd.
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 – Through Video Conferencing

Day & Date: Friday,
4th September, 2020
Time: 4.00 P.M.

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NOTICE

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

ORDINARY BUSINESS

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

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

By order of the Board

-
Mr. Jai Prakash Agarwal
Chairman

Thane,
15th June, 2020

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

Notes:

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

(ii) The payment of dividend will be made through National Electronic Clearing System (NECS). Members holding shares in demat/electronic form are hereby informed that bank particulars registered with their respective depository accounts will be used by the Company for payment of dividend through NECS. The Company or its Registrars cannot act on any request received directly from the Members holding shares in demat/electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

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

5. Members may please note that pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders, w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders (Resident Shareholders as well as Non- Resident Shareholders) at the prescribed rates. For various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Therefore, the shareholders holding shares in Dematerialized form or physical form are requested to register their PAN with the Depository Participants or RTA, failing which the TDS will be deducted at higher rate as prescribed.

A resident individual shareholder, with valid PAN and who is not liable to pay income tax, may submit a declaration in form 15G/15H to avail the benefit of non-deduction of TDS by sending these declarations to RTA, namely, Computech Sharecap Limited, unit Jost's Engineering Company Limited, Plot Tannur Building, 147 Mahatma Gandhi Road, 3rd

Floor, Opp. Jehangir Art Gallery, Fort, Mumbai 400 001, Email Id; helpdesk@computechsharecap.in on or before 15th August, 2020.

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

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

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

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

10. Voting Options:

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

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

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

Instructions for shareholders voting electronically are as under:

- (a) The voting period begins on Monday, 31st August, 2020 (10.00 A.M) and ends on Thursday, 3rd September, 2020 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 28th August, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (c) The shareholders should log on to the e-voting website www.evotingindia.com.
- (d) Click on “Shareholders” module.
- (e) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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

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

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

| | |
|--|---|
| | <p>shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| <p>Dividend Bank Details OR Date of Birth (DOB)</p> | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e). |

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (j) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (m) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (o) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (s) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (t) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address helpdesk@computechsharecap.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (u) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

(ii) E-Voting during the AGM

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM. Page 8 of 213