



Jost's Engineering Company Limited

Annual Report 2012-13

Board of Directors

B. H. Reporter, Chairman

Shailesh Sheth

Marco Wadia

F. K. Banatwalla

Pradeep Bhargava

Mrs. Parviz Batliwala (appointed w.e.f. 6th May, 2013)

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

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.

Solicitors

M/s. Crawford Bayley and Company

Branches

Bangalore

Baroda

Chennai

Kolkata

New Delhi

Pune

Secunderabad

Auditors

M/s. Sorab S. Engineer & Co.

Chartered Accountants

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 : Friday, the 14th June, 2013

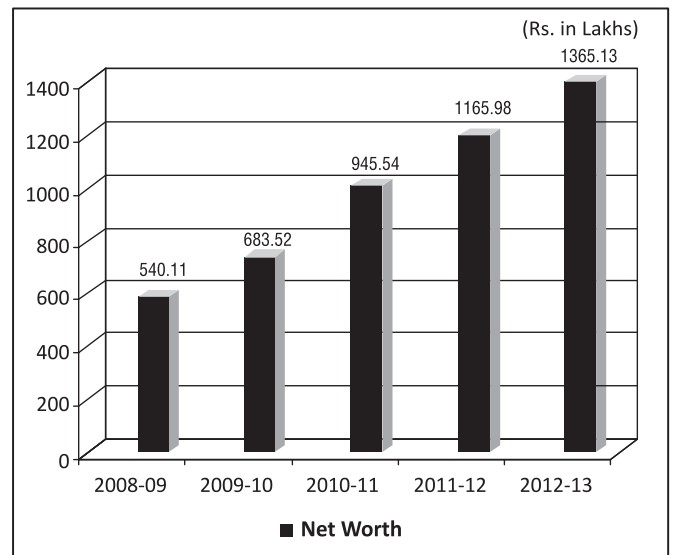
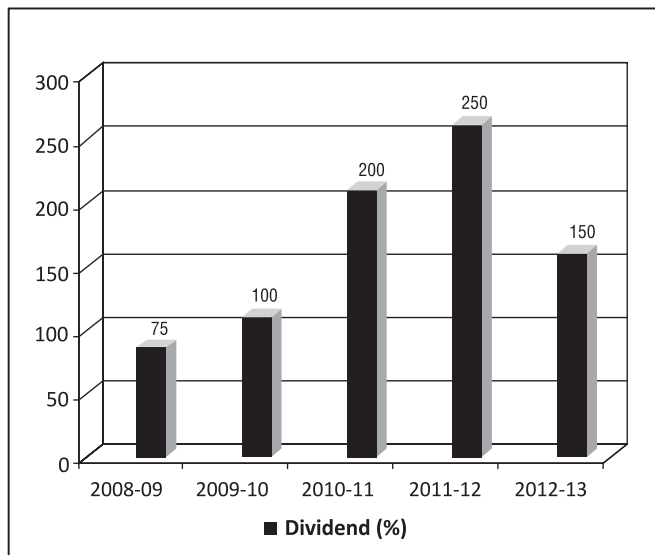
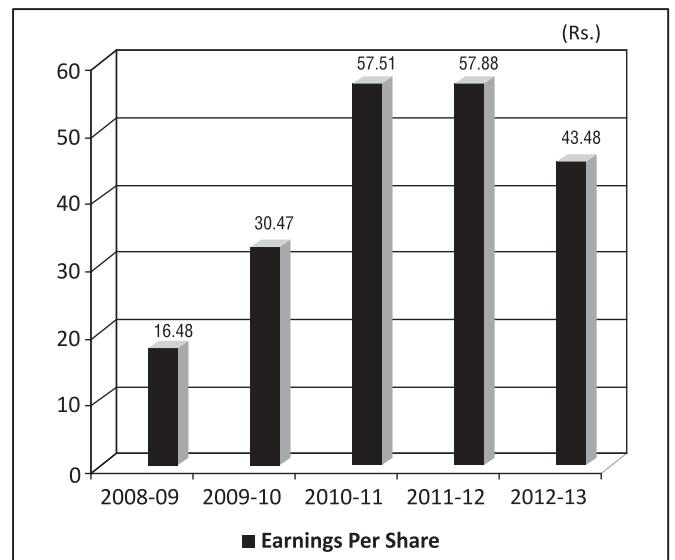
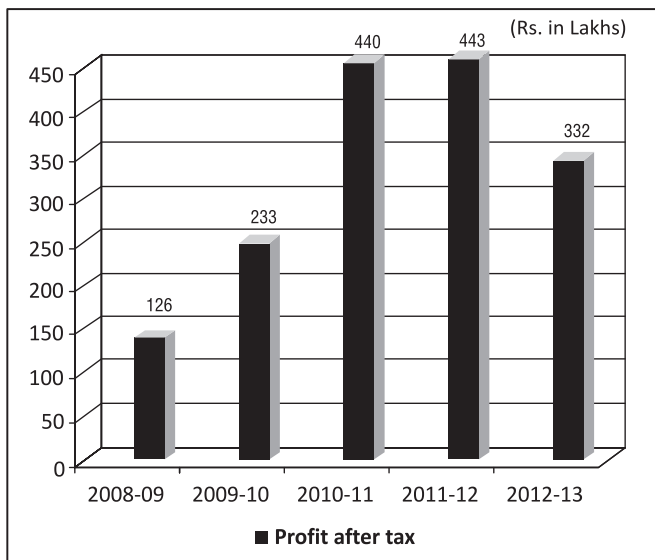
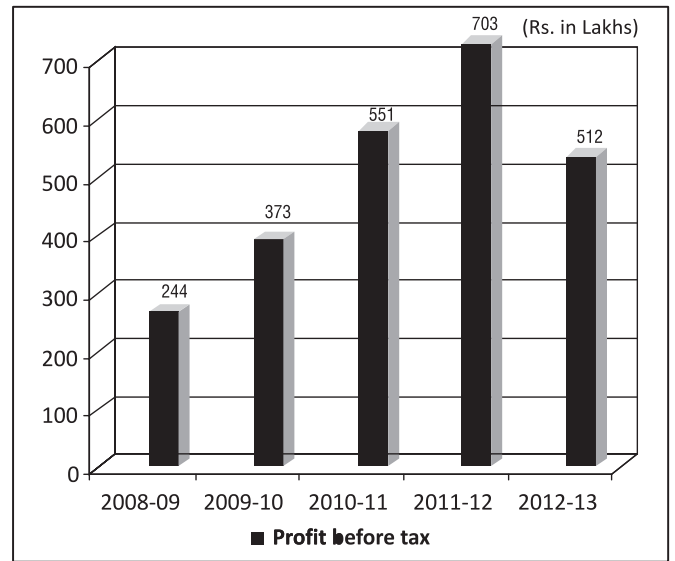
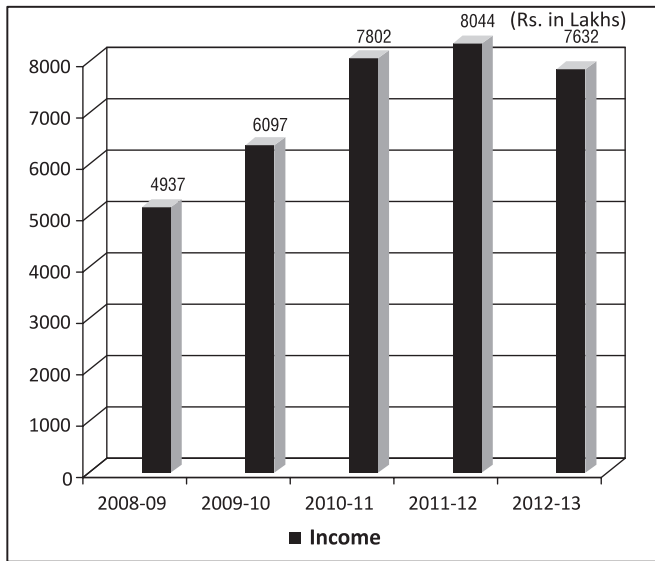
Venue : Great Social Building,
60, Sir Phirozeshah Mehta Road,
Mumbai - 400 001.

Time : 4.30 P.M.

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Financial Highlights



Notice

Notice is hereby given that the hundred and sixth 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 Friday, the 14th June, 2013 at 4.30 p.m. to transact the following business :

1. To receive and adopt the Profit and Loss Statement for the year ended 31st March, 2013 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 Mr. Marco Wadia, who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that Mrs. Parviz Batliwala, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 109 of the Articles of Association of the Company with effect from 6th May, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956, proposing her candidature for the office of a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
The Proxies to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 12th June, 2013 to 14th June, 2013 (both days inclusive).
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No. 6 of the Notice set out above, is annexed hereto.
4. (i) The Dividend, after declaration, will be paid to those shareholders whose names appear on the Register of Members on 14th June, 2013. 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 11th June, 2013.
(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.

4. (ii) *Contd.*

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 7th June, 2013, 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, 2005. Shareholders who have not encashed their dividend warrant(s) so far, for the financial years ended 31st March, 2006 to 31st March, 2012 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, 147 Mahatma Gandhi Road, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai 400001 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. The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by issuing Circular No.17/2011 dated 21-4-2011 and Circular No.18/2011 dated 29-4-2011, allowing paperless compliances by Companies through electronic mode. Accordingly, the Company had issued a Circular dated 9-2-2012 requesting the members of the Company to register / update their E-mail ID with their Depository Participant (in case of Dematerialised holding) and with the Company's Registrars and Share Transfer Agents, M/s. Computech Sharecap Limited (in case of physical holding).

The Members who have not yet registered their E-mail Id as aforesaid, are requested to please register their E-mail ID with their Depository Participant or M/s. Computech Sharecap Limited, as the case may be by submitting the consent form attached at the end of the Annual Report. The members who register their E-mail ID will be entitled to receive such communication in physical form, upon request.

8. 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.

By Order of the Board

C. B. Sagvekar

Vice President and Company Secretary

Mumbai, 6th May, 2013.

Registered Office:

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

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 6

The Board of Directors of the Company had appointed Mrs. Parviz Batliwala as an Additional Director of the Company with effect from 6th May, 2013. Mrs. Parviz Batliwala holds the office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and Article 109 of the Articles of Association of the Company.

The Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member signifying his intention to propose Mrs. Parviz Batliwala as a candidate for the office of a Director liable to retire by rotation.

Mrs. Parviz Batliwala holds an Art Diploma and has been a Director of M/s. Phiroze Sethna Private Limited, an Associate Company for several years. She is the relative of Mr. B. H. Reporter, the Director of the Company.

Your Board believes that Mrs. Parviz Batliwala's experience would benefit the Company and recommends the resolution for approval.

Mrs. Parviz Batliwala and Mr. B. H. Reporter may be deemed to be concerned or interested in the resolution.

By Order of the Board

C. B. Sagvekar

Mumbai, 6th May, 2013.

Vice President and Company Secretary

Directors' Report

The Directors present herewith their Hundred and Fifth Annual Report with the Audited Statement of Accounts for the year ended 31st March, 2013.

	Year ended 31-3-2013 Rs. Lakhs	Previous Year ended 31-3-2012 Rs. Lakhs
1. Financial Results		
Profit / (Loss) before tax	512.45	702.61
Less: Provision for Income-tax	180.00	260.00
Profit / (Loss) after tax	332.45	442.61
Balance brought forward from previous year	796.72	621.28
Amount available for appropriation	1129.17	1,063.89
Less: Appropriations		
Proposed dividend	114.70	191.16
Tax on proposed dividend	18.61	31.01
General Reserve	33.50	45.00
Balance carried forward	962.36	796.72

2. Dividend

The Directors are pleased to recommend a dividend of Rs.15/- (150%) per share for the financial year ended 31st March, 2013.

3. Operations

Income for the year under review was Rs.7632 Lakhs as against Rs.8044 Lakhs in the previous year. The profit before tax was Rs.512 Lakhs as against Rs.703 Lakhs in the previous year. Generally business should continue to progress. Barring unforeseen circumstances, there should be improved results in the current year.

4. Auditors' Report

The notes to the financial statements referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

5. Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information pursuant to Section 217(1)(e) of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in the Annexure "A" to the Directors' Report.

6. Particulars of employees

Statement pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended, is not annexed to this report as no employee was in receipt of the remuneration in excess of the prescribed sum during the year.

7. Directors' Responsibility Statement pursuant to Section 217 (2AA) of the Companies Act, 1956.

It is hereby confirmed that

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts on a going concern basis.

8. Directors

Mrs. Parviz Batliwala was appointed as an Additional Director of the Company with effect from 6th May, 2013 who holds office upto the date of ensuing Annual General Meeting and being eligible offers herself for reappointment. The Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose the appointment of Mrs. Parviz Batliwala as Director of the Company.

In accordance with Article 122 of the Articles of Association of the Company, Mr. B. H. Reporter and Mr. Marco Wadia retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

9. Auditors

Messrs. Sorab S. Engineer & Co., Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

On behalf of the Board of Directors

Mumbai, 6th May, 2013.

B. H. Reporter
Chairman

Annexure “A” to the Directors’ Report

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(A) Conservation of Energy

a) Energy Conservation Measures taken

Measures of energy conservation continue to be undertaken in factory and offices in areas for electricity, water and air. Close monitoring of these is done monthly. In factory, maximum focus is given on use of natural light and natural ventilation. Lights and AC are switched off when not required by constant vigilance by all concerned.

b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy

This has been done by putting new energy efficient generator, energy efficient tube lights, new energy efficient air-conditioners. New effluent treatment system for factory paint shop is already in place.

c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods

We are able to hold the costs over the year and show improvements.

d) Total energy consumption and energy consumption per unit of production as per Form A of the annexure in respect of industries specified in the schedule thereto

As the Company is not covered under the list of specified industries, Form A is not attached.

(B) Technology Absorption

I Research and Development (R&D)

1. Specific areas in which R&D carried out by the Company

Product upgrades, customisation, components improvements and new technology applications were continuously carried out by Product Development of Material Handling Division. Most of the current products are now also available with AC Technology.

New fixtures for product-testing are put in place.

2. Future Plan of Action

New products of Material handling division are at proto-type testing stage.

3. Expenditure on R&D

We have spent less than a percent of turnover in R&D in Material Handling Division.

II Technology absorption, adaptation and innovation:

1. Efforts made towards technology absorption, adaptation and innovation

Customisation continues to be focus area in terms of product and application. We are also looking at components and sub-systems in terms of modern technology. Product Testing fixtures are already in place.

2. Benefits derived as a result of the above efforts:

We are able to reach new customers to help them with better solutions. Products are also made more reliable with enhanced efforts.

3. Technology imported during the last 5 years:

No technology has been imported during the last 5 years.

(C) Foreign Exchange Earnings and Outgo

(a) Activities related to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans

The Company is currently focussing on local markets.

(b) Total foreign exchange used and earned

The information is contained in Note No. 34 & 35 on page no. 33.

On behalf of the Board of Directors

Mumbai, 6th May, 2013.

B. H. Reporter
Chairman