



Jost's Engineering Company Limited

Annual Report 2016-17

Board of Directors

Mr. Jai Prakash Agarwal, Chairman

Mr. Shailesh Sheth

Mr. Marco Wadia

Mr. F. K. Banatwalla

Mr. Vishal Jain

Mrs. Shikha Jain (w.e.f. 12/8/2016)

Vice President and Company Secretary

Mr. C. B. Sagvekar

Registered Office

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

Tel. : 91-22-6237 8200

Fax : 91-22-6237 8201

CIN : L28100MH1907PLC000252

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.

Bank of Maharashtra

The South Indian Bank Ltd.

Alandi Factory

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

Tel. : 91-02135-679160

Solicitors

M/s. Crawford Bayley and Company

Auditors

M/s. Sorab S. Engineer & Co.

Chartered Accountants

Branches (Sales Offices)

Bengaluru

Baroda

Chandigarh

Chennai

Kolkata

New Delhi

Pune

Secunderabad

Registrar and Share Transfer Agents

M/s. Computech Sharecap Limited

Unit: Jost's Engineering Company 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 20th July, 2017

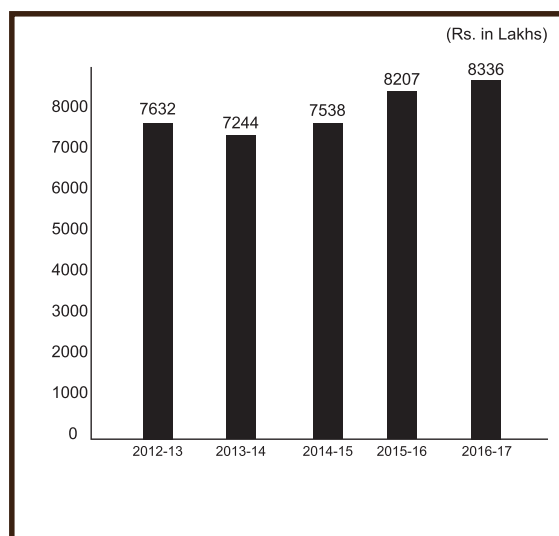
Venue : Great Social Building,
60, Sir Phirozeshah Mehta Road,
Mumbai - 400 001.

Time : 4.30 P.M.

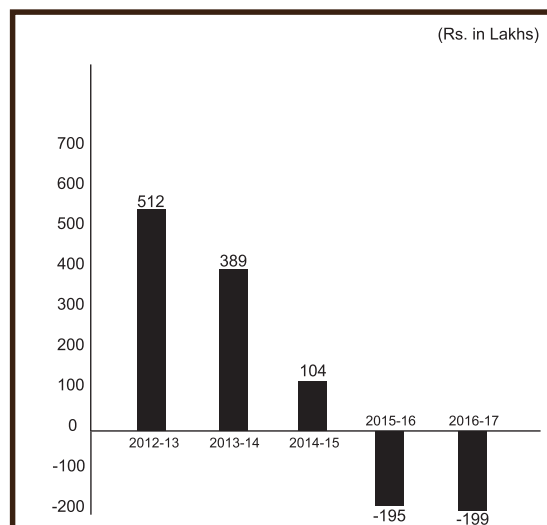
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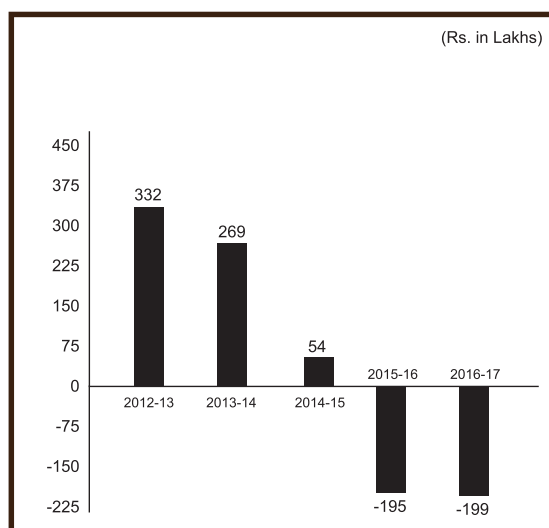
Financial Highlights



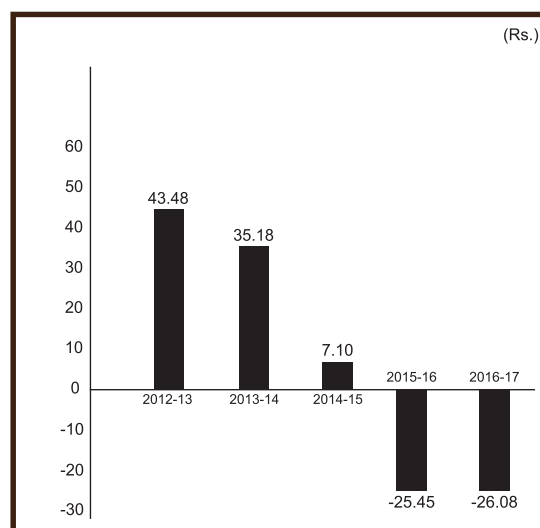
Income



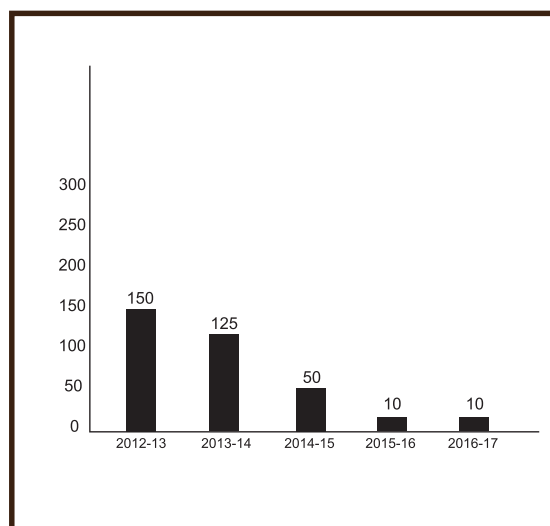
Profit Before Tax



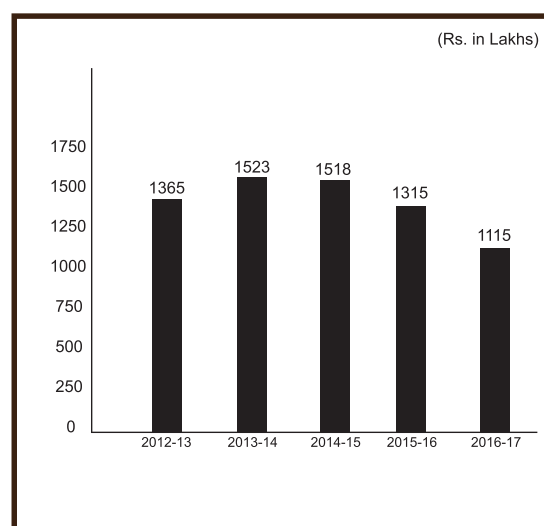
Profit After Tax



Earnings Per Share



Dividend (%)



Net Worth

Notice

Notice is hereby given that the hundred and tenth 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 20th July, 2017 at 4.30 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Statement for the year ended 31st March, 2017 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. Jai Prakash Agarwal (DIN 00242232), who retires by rotation and being eligible offers himself for reappointment.
4. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be appointed as statutory auditors of the Company, in place of retiring auditors, M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm Registration No.110417W), to hold office from the conclusion of this hundred and tenth Annual General Meeting until the conclusion of the hundred and fifteenth Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee."

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 Section 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 109 of the Articles of Association of the Company, Mrs. Shikha Jain (DIN 06778623), who was appointed as an Additional Director of the Company with effect from 12th August, 2016 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 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

By Order of the Board

C. B. Sagvekar

Vice President and Company Secretary

Mumbai, 15th May, 2017.

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 the business under Item Nos. 4 and 5 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 17th July, 2017 to 20th July, 2017 (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 20th July, 2017. 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 16th July, 2017.
(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 10th July, 2017, 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, 2009. Shareholders who have not encashed their dividend warrant(s) so far, for the financial years ended 31st March, 2010 to 31st March, 2016 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 and unclaimed amounts lying with the Company as on 15th July, 2016 (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).

6. 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).
7. Electronic copy of the Annual Report 2016-17 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. For members who have not registered their E-mail Ids, the physical copy of the Annual Report 2016-17 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 Options :**

(I) Voting through electronic means

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 the 110th Annual General Meeting (AGM) by remote e-voting (i.e. voting electronically from a place other than the venue of general meeting).

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

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on Monday, 17th July, 2017, (10 a.m.) and ends on Wednesday, 19th July, 2017, (5 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 13th July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

	For Members 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 shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to enter the Password provided on the Attendance Slip.
Dividend Bank Details or Date of Birth (DOB)	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. <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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xx) In case you have any queries or issues regarding e-voting, 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.

(II) Voting Through Ballot :

The Company is also providing the facility for voting through Ballot process at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting will be able to exercise their right to vote at the AGM. The Ballot Forms will be available at the AGM.

(III) Other Instructions

- (i) A Member can opt for only one mode of voting i.e. either through e-voting or ballot. If a Member casts his/ her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
 - (ii) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date i.e. 13th July, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting through ballot at the meeting.
 - (iii) Any person, who acquires shares of the Company and becomes a member of the company after dispatch of the Notice and holding shares as on the cut-off date, i.e. 13th July, 2017, may obtain the login ID and password by sending a request at helpdesk@computechsharecap.in.
 - (iv) The Board of Directors of the Company have appointed M/s. Sandeep Dar & Co., Company Secretaries, Navi Mumbai, to act as the Scrutinizer. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of atleast two witnesses (not in the employment of the Company) and make, not later than three days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman.
 - (v) The Results of the e-voting / ballot will be declared not later than three days of conclusion of the Annual General Meeting. The declared results along with the Scrutinizer's Report will be available on the Company's website www.josts.com and on the website of CDSL and will also be forwarded to the Stock Exchange where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Computech Sharecap Limited, Unit : Jost's Engineering Company Limited, quoting their folio numbers.
 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, in respect of the Special Business.

Item No. 4

The Explanatory Statement for this item is being provided voluntarily though strictly not required as per Section 102 of the Companies Act, 2013, (the "Act").

M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm Registration No.110417W), the statutory Auditors of the Company are retiring at the conclusion of this 110th Annual General Meeting. They have completed consecutive tenure of ten years (including transition period) as provided under sub-section (2) of Section 139 of the Act.

M/s. Singhi& Co., Chartered Accountants (Firm Registration No.302049E), are proposed to be appointed as statutory Auditors of the Company for a period of 5 years, commencing from the conclusion of 110th Annual General Meeting till the conclusion of 115th Annual General Meeting, subject to ratification by members every year, as may be applicable.

M/s. Singhi& Co., Chartered Accountants, have confirmed that their appointment, if made, would be in accordance with Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014. They have further confirmed that they satisfy criteria prescribed under Section 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 4 of the notice.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set forth in Item No. 4 of the notice for approval of the members.

Item No. 5

The Board of Directors of the Company have appointed Mrs. Shikha Jain as an Additional Director of the Company with effect from 12th August, 2016. Mrs. Shikha Jain holds the office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company.

Mrs. Shikha Jain, aged 43 and holds a degree in commerce.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, alongwith requisite deposit from a member signifying his intention to propose Mrs. Shikha Jain as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

The Board of Directors of the Company believes that Mrs. Shikha Jain's knowledge and experience would benefit the Company and recommends the Resolution set out at Item No.5 of the Notice for approval by the members.

Mrs. Shikha Jain, may be deemed to be concerned or interested to the extent of her shareholding and her relatives' shareholding and remuneration as a Director.

None of the other Directors or Key Managerial Personnel and their relatives, except Mr. Vishal Jain, are concerned or interested in the resolution set out in Item No.5 of the Notice.

By Order of the Board

C. B. Sagvekar

Vice President and Company Secretary

Mumbai, 15th May, 2017.

Registered Office:

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

Directors' Report

The Directors present herewith Annual Report together with the Audited Financial Statements for the year ended 31st March, 2017.

	Year ended 31-3-2017 Rs. Lakhs	Previous Year ended 31-3-2016 Rs. Lakhs
1. Financial Results		
Profit / (Loss) before tax	(199.41)	(194.60)
Less: Provision for Income-tax	—	—
Profit / (Loss) after tax	(199.41)	(194.60)
Balance brought forward from previous year	892.50	1096.30
Amount available for appropriation	693.09	901.70
Less: Appropriations		
Proposed dividend	*	7.65
Tax on proposed dividend	*	1.55
General Reserve	—	—
Balance carried forward	693.09	892.50

*According to Companies (Accounting Standards) Amendment Rules, 2016, the Company has not appropriated proposed dividend of Rs. 7.65 lakhs and tax thereon of Rs. 1.60 lakhs from the statement of profit and loss for the year ended 31st March, 2017. Accordingly, the proposed dividend and tax thereon are not recognized as liability at the year end.

2. Dividend

The Directors are pleased to recommend a dividend of Re.1/- (10%) per share for the financial year ended 31st March, 2017.

3. Operations

Income for the year under review was Rs. 8335.75 Lakhs as against Rs. 8207.18 Lakhs in the previous year. The loss before tax was Rs. 199.41 Lakhs as against loss Rs. 194.60 Lakhs in the previous year. Generally business should continue to progress. Barring unforeseen circumstances, there should be improved results in the current year.

- The Company has incorporated in the previous year, an entity in Ajman Free Trade Zone, UAE. This entity has not commenced any business activities, to date. The Directors are evaluating the possibility of winding up the said entity.

5. Subsidiary Company

Subsequent to the end of Financial Year 2016-17, the Company has acquired 60% (6000 equity shares of Rs. 10/- each) of MHE Rentals Private Limited (MHE Rentals). As a result, MHE Rentals has become a subsidiary Company. MHE Rentals is engaged in material handling rental business.