



Since 1907

Jost's Engineering Company Limited

C-7, Wagle Industrial Estate, Road No. 12, Thane 400 604, Maharashtra, India

CIN : L28100MH1907PLC000252 , Tel.: +91 2261174000, 25821727/46, Fax: +91 22 25823478

Email : jostfact@josts.in

Website: www.josts.com

(Registered Office : Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai 400 001)

To,
The Secretary,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

08th May, 2023

Dear Sir,

Scrip Code- 505750

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019.

In compliance with the aforementioned SEBI Circular, please find attached the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023 issued by M/s Akshay Gupta & Co., Company Secretaries.

Please take the above disclosure on record.

Thanking you,

Yours Faithfully,

For **Jost's Engineering Company Limited**

Babita Kumari
Company Secretary & Compliance Officer
M. No: A40774



Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF JOSTS ENGINEERING COMPANY LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023**

I, Akshay Gupta, Company Secretary in whole time Practice have examined:

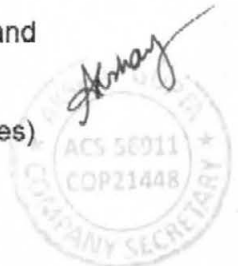
- a. all the documents and records made available to us and explanation provided by the Josts Engineering Company Limited ("the listed entity"),
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and,
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e. Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;





- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations, 2021;
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. and circulars/ guidelines issued thereunder;

And based on the above examination, I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | YES | NA |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | YES YES | NA NA |





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| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website | YES | NA |
| 4. | Disqualification of Director: <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | YES | NA |
| 5 | Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">a) Identification of material subsidiary companiesb) Disclosure requirement of material as well as other subsidiaries | YES | NA |
| 6 | Preservation of Documents: <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | YES | NA |
| 7 | Performance Evaluation: <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p> | YES | NA |





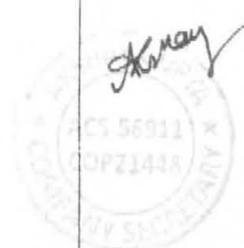
| | | | |
|----|---|---------------|---|
| 8 | Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | YES NA | NA NA |
| 9 | Disclosure of events or Information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | YES | NA |
| 10 | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | NA |
| 11 | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | YES | <i>Penalty imposed for delayed disclosure which is disclosed in paragraph marked as ** and company has duly paid the amount of penalty.</i> |
| 12 | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NA | NA |

**** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges except that that the Stock Exchange i.e., BSE limited had imposed penalty on Company for delay in filing of RPT as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) regulations, 2015.**



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

| Sr. No. | Compliance Requirement (Regulations / Circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action taken by | Type of Action | Details of violation | Fine amount | Observations/ Remarks of the Practicing Company Secretary | Management response | Remarks |
|---------|---|---|--|-------------------------------|-----------------------------------|---|-------------|--|--|---------|
| 1. | Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) regulations, 2015 relating to disclosure of Related Party Transaction on half yearly | Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) regulations, 2015. | Delay in filing of Related Party Transaction disclosure. | Bombay Stock Exchange Limited | Imposition of Penalty on Company. | Non-compliance with disclosure of related party transactions on consolidated basis. | 17,700 /- | Penalty is paid to BSE Limited for Non-compliance/ delayed disclosure pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 of Related Party Transaction. | Penalty is paid by the Company to BSE Limited. | N.A. |





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| basis within 15 days of publication of its Stand alone and Consolidated Financial Results | | | | | | | | | |
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/Circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action taken by | Type of Action | Details of violation | Fine amount | Observations/Remarks of the Practicing Company Secretary | Management response | Remarks |
|---------|--|--|--|-----------------|----------------|----------------------|-------------|--|--|--|
| 1 | Pursuant to regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 | Pursuant to regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 | The Company secretary has resigned from the Company as on 07/02/2022 which was accepted by the Company with effect from 11/02/2022 | NA | NA | NA | NA | The Company has given explanation that it has six months to appoint Qualified Company secretary/ Compliance officer for Compliance under Regulation 6(1) of SEBI (Listing Obligations and Requirement) Regulations, 2015 after the resignation of previous company secretary | the company appointed Mrs. Babita Kumari (40774) as a Qualified Company Secretary and Compliance officer w.e.f., 06.08.2022. | The Company complied with the provisions of Regulation 6(1) within the prescribed time and appointed Mrs. Babita Kumari as a Qualified Company Secretary and Compliance Officer. |



AKSHAY GUPTA & CO.
COMPANY SECRETARIES

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|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | who ceased in the employe nt of the Company w.e.f., 11/02/202 2. the company will put its best efforts to fill in the vacancy by appointing a suitable candidate as early as possible. Mr. Rohit Jain (CFO) is and additional compliance officer | | |
|--|--|--|--|--|--|--|--|--|--|--|

Date : 03.05.2023
Place : Kota

For Akshay Gupta & Company
Company Secretaries



CS Akshay Gupta
Proprietor
M.No.: 56911
COP No.: 21448
PR No.: 1872/2022
UDIN: A056911E000244771