



Since 1907

# Jost's Engineering Company Limited

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

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( 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  
June 12, 2020

29<sup>th</sup> June, 2021

Dear Sir,

**Scrip Code- 505750**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2021**

**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 March 31, 2021, issued by M/s Sandeep Dar & Company.

Please take the above disclosure on record.

Thanking you,

Yours Faithfully,

For Jost's Engineering Company Limited



Qamar Ali  
(Secretarial Department)

Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF JOST'S ENGINEERING COMPANY  
LIMITED FOR THE YEAR ENDED MARCH 31, 2021**

I, Sandeep Dar, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Jost's 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 April 1, 2020 to March 31, 2021 ("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) Regulations, 2014;
- (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 and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;  
and based on the above examination, I hereby report that, during the Review Period:

(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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Pursuant to Regulation 6 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements ) Regulations, 2015	Company has not appointed the qualified Company Secretary as the Compliance Officer for the period 01.03.2020 to 22.11.2020	<p>1. Company has paid a fine of Rs. 35400/- due to the Non-Compliance of Regulation 6 (1) of SEBI (LODR) during quarter ended September 2020.</p> <p>2. Company was levied a fine of Rs. 62000/- due to the Non-Compliance of Regulation 6(1) during quarter ended December 2020. However, Company has made representation to Stock Exchange that due to nationwide lockdown due to COVID-19 pandemic since March 2020 Company was unable to find suitable candidate and have requested for Waiver of the fine and Hence, Fine is not paid.</p> <p>However, A Company Secretary and Compliance officer was appointed w.e.f. 23<sup>rd</sup> November, 2020.</p>
2.	Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements ) Regulations, 2015	Company has not submitted the Annual report within the period prescribed under this regulation.	There was a delay of 3 days in submission of Annual Report to BSE for which a fine of Rs. 7080/- was paid to Stock Exchange.
3.	Pursuant to Circular	Company has not placed	As informed by the

	SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020.	before the Board the fines Levied by the stock exchange.	management, The said fines have been reflected in Company's accounts as approved by board of directors in its meeting held on 6 <sup>th</sup> May 2021. However, Management has informed the matter relating to levy of fine will be tabled in the ensuing board meeting.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
1	Stock Exchange	Company has not appointed the qualified Company Secretary as the Compliance Officer for the period 1.04.2020 to 22.11.2020	Fine	Company has paid a fine of Rs. 35400/- due to the Non-Compliance of Regulation 6 (1) of SEBI (LODR) during quarter ended September 2020. Company was levied a fine of Rs. 62000/- due to the Non-Compliance of Regulation 6(1) during quarter ended December 2020. However, Company has made representation to Stock Exchange that due to nationwide lockdown

				due to COVID-19 pandemic since March-20 company was unable to find suitable candidate and have requested for Waiver of the fine and Hence, Fine is not paid. However, A Company Secretary and Compliance officer was appointed w.e.f. 23 <sup>rd</sup> November, 2020.
2	Stock Exchange	Company has not submitted the Annual report within the period prescribed under this regulation.	Fine	There was a delay of 3 days in submission of Annual report on BSE. Fine of Rs. 7080/- was paid to Stock exchange.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31/03/2020</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1	Company has not appointed the qualified Company Secretary as the Compliance Officer for the period from 1.03.2020 to 31.03.2020	Company had Six Months to appoint Qualified Company Secretary/ Compliance Officer for Compliance under Regulation 6 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 after resignation of Previous Company Secretary. The Management has informed because of nationwide lockdown due to COVID-19 pandemic, the company was unable to fill up the	The Company has appointed a Company Secretary and a Compliance officer w.e.f. 23 <sup>rd</sup> November, 2020 and has complied with the Provisions of regulation 6(1) of SEBI (LODR).

		said vacancy. However, on lifting of the nationwide lockdown, the company will put in its best efforts to fill in the vacancy by appointing a suitable candidate, as early as possible.	
2	The Company has not conducted the familiarisation programme of Independent Directors as required under Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Management has informed that the Familiarisation programme to be imparted to the Independent Directors pursuant to regulation 25(7) of SEBI (LODR) was to be conducted in a phrased manner and on need basis during the month of February/March, 2020. However, the company was unable to impart familiarisation programme due to nationwide lock down due to COVID-19 pandemic. On lifting of the Lockdown, the company will conduct Familiarisation programme for the Independent Directors in a phrased manner.	As informed by the Management, the Company has conducted Familiarization programme of Independent Directors as required under Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on following dates: 1. 15/06/2020 2. 11/08/2020 3. 10/11/2020 4. 29/01/2021

DAR SANDEEP  
BHUPENDRAN  
ATH

**Sandeep Dar**  
**FCS No.: 3159**  
**C P No.: 1571**  
**UDIN:F003159C000535614**

**Date:** 29<sup>th</sup> June, 2021

**Place:** Navi Mumbai