



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

27th February, 2023

Dear Sir,

Scrip Code- 505750

Subject- Submission of Notice of Extra-Ordinary General Meeting of the Members of the Company to be held on 23rd March, 2023

This is in continuation to our earlier letter dated 22nd February, 2023 with regard to intimation for Extra Ordinary General Meeting scheduled to be held on Thursday, the 23rd March, 2023 at 02:00 P.M. (IST) through Video Conferencing /Other Audio Visual Means ("VC/OAVM") only.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of Notice of the Extra Ordinary General Meeting ("EGM"). The Company has sent the same today through electronic mode to the Members who have registered their E-Mail IDs with the Company's R&TA/ Depository Participant. The Notice of EGM is also available on the website of the Company viz. www.josts.com. Further, the Notice of EGM will also be available on the website of Central Depository Services (India) Limited at www.evotingindia.com.

Please take the same on your record.

Thanking You,
For Jost's Engineering Company Limited

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

Encl: As above

JOSTS ENGINEERING COMPANY LIMITED

Regd. Office: Great Social BLDG60 Sir P M Road Fort Mumbai MH 400001 IN

CIN: L28100MH1907PLC000252, **Website:** www.josts.com

Phone: +912261174000, 25821727/46, **Email:** jostsho@josts.in, cs@josts.in

NOTICE

Notice is hereby given that an Extra – Ordinary General Meeting of the members of **Josts Engineering Company Limited** will be held on **Thursday, the 23rd March, 2023 at 02:00 p.m.** through **Video Conferencing** (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS

- 1. Sub-Division of equity shares from the Face Value of Rs. 5/- each to Face Value of Rs. 2/- each.**

To Consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, approval of the members of the Company be and is hereby accorded for the sub-division of the face value of Equity Shares of the Company from the existing face value of Rs. 5/- each to face value of Rs. 2/- each.”

“**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, the authorized, issued, subscribed and paid up equity share capital of face value of Rs. 5/- each shall stand sub-divided into equity shares of face value of Rs. 2/- (Rupees Two) each from the record date to be fixed by the Company and shall rank pari passu in all respects with the existing fully paid equity shares of Rs. 5/- each of the Company.”

“**RESOLVED FURTHER THAT** upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 5/- (Rupees Five only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares in dematerialized form, the subdivided equity shares of face value of Rs. 2/- (Rupees Two only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the equity shares, whether in physical form or in dematerialized form.”

“RESOLVED FURTHER THAT fractional entitlements, if any, arising out of sub-division of face value of each equity share from Rs. 5/- to Rs. 2/- as resolved above, be vested in a special account held by a Trustee (as may be appointed by the Board of Directors of the Company) who be and is hereby authorized to act as “Trustee” for this purpose and these fractional entitlements shall be dealt with by the Trustee in the best interest of the members and the Trustee shall have the authority to dispose of such whole shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, to the members concerned.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) or Key Managerial Personnel of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution”.

2. Alteration of Capital Clause of Memorandum of Association of Company

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) of re-enactment(s) thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Authorised Share Capital of the Company be and is hereby altered from Rs. 100,00,000/- (Rupees One Crore only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each to Rs. 100,00,000/- (Rupees One Crore only) divided into 50,00,000/- (Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two only) each.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

“Clause V:

The Authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs. 2/- each with power to increase or reduce from time to time in accordance with the regulations of the Company and the legislative provisions for the time in force in this behalf.

Upon any increase of the Authorized Share Capital, the company is to be at liberty to issue any new shares with any preferential, deferred, qualified or special rights privileges or conditions attached thereto.”

“RESOLVED FURTHER THAT any one Director or Key Managerial Personnel be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute

discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

3. Regularization of Ms. Rekha Shreeratan Bagry (DIN: 08620347), as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Rekha Shreeratan Bagry (DIN: 08620347), who was appointed as an Additional Director (in the capacity of Independent Director) of the Company by the Board of Directors in its meeting held on 7th February, 2023 and in respect of whom the Company has received a Notice in writing from a Member, proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years i.e. commencing from 7th February, 2023 to 6th February, 2028.”

“**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Ms. Rekha Shreeratan Bagry (DIN: 08620347) as a Non-Executive Independent Director of the Company.”

4. Regularization of Mr. Sanjiv Swarup (DIN: 00132716), as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Sanjiv Swarup (DIN: 00132716), who was appointed as an Additional Director (in the capacity of Independent Director) of the Company by the Board of Directors in its meeting held on 7th February, 2023 and in respect of whom the Company has received a Notice in writing from a Member, proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years i.e. commencing from 7th February, 2023 to 6th February, 2028.”

“**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Mr. Sanjiv Swarup (DIN: 00132716) as a Non-Executive Independent Director of the Company.”

5. Regularization of Mr. Pramod Maheshwari (DIN: 00185711), as a Non Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Pramod Maheshwari (DIN: 00185711), who was appointed as an Additional Director (in the capacity of Independent Director) of the Company by the Board of Directors in its meeting held on 7th February, 2023 and in respect of whom the Company has received a Notice in writing from a Member, proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years i.e. commencing from 7th February, 2023 to 6th February, 2028.”

“**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for appointment of Mr. Pramod Maheshwari (DIN: 00185711) as a Non-Executive Independent Director of the Company.”

By order of the Board

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

Thane,
7th February, 2023

Registered Office:

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

Website: www.josts.com

CIN: L28100MH1907PLC000252

Notes:

1. 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 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021, Circular No. 20/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May 2020, 15th January, 2021, 13th May, 2022 and 5th January, 2023, respectively issued by Securities and Exchange Board of India (“SEBI”). The EGM of the Company will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the EGM through VC/OAVM. The deemed venue for the Extra-Ordinary General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is given below in the e-voting instructions.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 1 to 5 of the Notice set out above, is annexed hereto. 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 at this EGM are annexed as Annexure-“A” to this Notice.
3. The Company has appointed M/s. Big Share Services Pvt. Limited, 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”).
4. Electronic copy of the Notice 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.
5. Instructions for shareholders attending the EGM through VC/OAVM are as under:
 1. 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, Circular No. 20/2020 dated May 05, 2020 and Circular No. 10/2022 dated 28th December, 2022. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means

(OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM 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 Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to RTA viz. Big Share Services Pvt. Limited /Company.

9. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.
10. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their email ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs). If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
11. The Board of Directors of the Company has appointed Mr. Akshay Gupta, Partner of M/s. Akshay Gupta & Co., Company Secretaries, (Membership No. 56911, CP No. 21448), as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting in a fair and transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Monday, 20th March, 2023 (09:00 A.M) and ends on Wednesday, 22nd March, 2023 (05:00 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 (record date) of Friday, 17th March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical 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.
Dividend Bank Details OR Date of Birth (DOB)	<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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the “Josts Engineering Company Limited” on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 viz; cs@josts.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to date of meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@josts.in . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **5 days prior to date of meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@josts.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email id/ Company at investore@bigshareonline.com or cs@josts.in .
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business

Item No.1 & 2

Presently, the Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each. The Issued, Subscribed and Paid-Up Capital of the Company is Rs. 93,28,730/- (Rupees Ninety Three Lakh Twenty Eight Thousand Seven Hundred Thirty only) divided into 18,65,746 (Eighteen Lakh Sixty Five Thousand Seven Hundred Forty Six only) Equity Shares of Rs. 5/- (Rupees Five only) each.

In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide each existing equity share of face value of Rs. 5/- into 2.5 equity shares of face value of Rs. 2/- each. The record date for the aforesaid sub-division of equity shares will be fixed by the Board after the approval of the members is obtained for the proposed sub-division.

The Board of Directors of the Company at its meeting held on 7th February, 2023 has recommended sub-division (split) of equity shares subject to the approval of the members and all the concerned statutory authorities.

As per the provisions of Section 61 of the Companies Act 2013, approval of the members by way of an Ordinary Resolution is required for sub-division of shares. The sub-division of equity shares proposed under Item No. 1 of this Notice shall also require amendment to the existing Clause V i.e. Authorised Share Capital Clause of the Memorandum of Association of the Company.

As per the provisions of Section 13 read with Section 61 of the Companies Act, 2013 and the Articles of Association of the Company, approval of the members by way of an Ordinary Resolution is required for alteration of the Authorised Share Capital Clause of the Memorandum of Association.

The Board recommends the resolutions as set out at Item Nos. 1& 2 for approval of the members by way of Ordinary Resolutions.

A copy of the Memorandum of Association of the Company along with proposed amendments will be available for electronic inspection by the members from the date of circulation of EGM notice to the date of EGM i.e. upto 23rd March, 2023. The Members seeking to inspect such copy of Memorandum of Association and the proposed amendment thereto may send an email to cs@josts.in.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions, except to the extent of their shareholding in the company.

Item No. 3

Ms Rekha Shreeratan Bagry (DIN: 08620347), was appointed by the Board as an Additional Director with effect from 7th February, 2023 consequent to her appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013 (“the Act”), rules made thereunder, duly recommended by the Nomination and Remuneration Committee.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Ms Rekha Shreeratan Bagry (DIN: 08620347) as an Independent Director, to be appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Ms Rekha Shreeratan Bagry (DIN: 08620347) as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board, Ms Rekha Shreeratan Bagry (DIN: 08620347), fulfil the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management.

Brief details are mentioned below:

Ms. Rekha Shreeratan Bagry (DIN: 08620347), aged about 50 years is B.Com Graduate and a fellow member of ICAI. She is an Independent professional. She started her entrepreneurial journey in May 2019 having worked with Price Waterhouse Coopers Private Limited for 15 years. She has over 20 years of experience in tax and advisory. She specialises in tax and regulatory aspects of mergers and acquisitions. She has worked in various sectors/ industries viz. Engineering, Beverages, Textiles, Retail, Cement, steel, Telecom, Packaging Chemicals, Pharma, Media, BPO, among others. She acts as an Independent Director on the Board of Ramkrishna Forgings Ltd. She also holds directorship in TRIL Constructions Limited, Whiteoak Capital Trustee Limited, Renewsys India Private Limited and Vinca Developer Private Limited.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The resolution seeks the approval of members for the appointment of Ms. Rekha Shreeratan Bagry (DIN: 08620347) as an Independent Director of the Company upto 6th February, 2028 pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

Copy of the draft letter of appointment of Ms. Rekha Shreeratan Bagry (DIN: 08620347) setting out terms and conditions of appointment is available for inspection by the Members between 3:00 p.m. to 5:00 p.m., on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 3 of the Notice.

The Board recommends the Special Resolution as set out at item no. 3 for approval by the Members.

Item No. 4

Mr. Sanjiv Swarup (DIN: 00132716), was appointed by the Board as an Additional Director with effect from 7th February, 2023 consequent to his appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013 (“the Act”), rules made thereunder, duly recommended by the Nomination and Remuneration Committee.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director, to be appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board, Mr. Sanjiv Swarup (DIN: 00132716), fulfil the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management.

Brief details are mentioned below:

Mr. Sanjiv Swarup (DIN: 00132716) aged about 64 years is a Management Consultant. He is the Chairman, and Independent Director of Bharat Wire Ropes Ltd.; and acts as an Independent Director on the boards of Responsive Industries Ltd, Axiom Cordages Ltd., and Reliance Commercial Finance Ltd. He is also a Senior Advisor for the last 16 years in a BSE Listed SEBI registered Merchant Banking firm. He holds qualifications in Law, Chartered Accountancy, & Independent Directorship

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The resolution seeks the approval of members for the appointment of Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director of the Company upto 6th February, 2028 pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Sanjiv Swarup (DIN: 00132716) setting out terms and conditions of appointment is available for inspection by the Members between 3:00 p.m. to 5:00 p.m., on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

The Board recommends the Special Resolution as set out at item no. 4 for approval by the Members.

Item No. 5

Mr. Pramod Maheshwari (DIN: 00185711), was appointed by the Board as an Additional Director with effect from 7th February, 2023 consequent to his appointment as Independent Director of the Company, in terms of provisions of Section 161 of the Companies Act, 2013 (“the Act”), rules made thereunder, duly recommended by the Nomination and Remuneration Committee.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Pramod Maheshwari (DIN: 00185711) as an Independent Director, to be appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Pramod Maheshwari (DIN: 00185711) as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board, Mr. Pramod Maheshwari (DIN: 00185711), fulfil the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management.

Brief details are mentioned below:

Mr. Pramod Maheshwari (DIN: 00185711) aged about 52 years is a holder of B.Tech. degree from IIT Delhi. He is a visionary with around 29 years of rich and holistic experience in the field of education, developing, & implementing training methodologies. He is a Chairman, Managing Director and CEO of Career Point Limited. He is also on the Board of several other companies like Soyug Private Limited, Edutiger Private Limited, Career point Edutech Limited, Srajan Capital Limited, Career Point Institute of Skill Development Private Limited, Studyboard Education Private Limited, Coupler Enterprises Private Limited, Career Point Learning Solutions Limited etc.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The resolution seeks the approval of members for the appointment of Mr. Pramod Maheshwari (DIN: 00185711) as an Independent Director of the Company upto 6th February, 2028 pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Pramod Maheshwari (DIN: 00185711) setting out terms and conditions of appointment is available for inspection by the Members between 3:00 p.m. to 5:00 p.m., on all working days up to the date of the Meeting.



None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No.5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

By order of the Board

Sd/-

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

Thane,
7th February, 2023

Registered Office:

Great Social Building,

60 Sir Phirozeshah Mehta Road,

Mumbai-400 001.

Website: www.josts.com

CIN: L28100MH1907PLC000252

Annexure -“A”

Disclosure relating to Directors pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings;

Name of Director	Ms. Rekha Shreeratan Bagry	Mr. Sanjiv Swarup	Mr. Pramod Maheshwari
	(DIN: 08620347)	(DIN: 00132716)	(DIN: 00185711)
Age	50(+) years	64 (+) years	52 years
Qualification	B.Com Graduate and a fellow member of ICAI	Law, Chartered Accountancy, & Independent Directorship	B.Tech. degree from IIT Delhi
Experience	About 26 years	About 40 years	About 29 years
Terms and Conditions	As per explanatory statement	As per explanatory statement	As per explanatory statement
Remuneration sought to be paid	As per explanatory statement	As per explanatory statement	As per explanatory statement
Date of appointment on Board	7 th February, 2023	7 th February, 2023	7 th February, 2023
Shareholding in the Company	-	-	-
Relationship with other Director, Manager and other KMP	None	None	None
Other Directorship details (excluding foreign companies and section 8 companies).	<ul style="list-style-type: none"> • Ramkrishna Forgings Ltd • Vinca Developer Private Limited • Renewsys India Private Limited • Tril Constructions Limited. • Whiteoak Capital Trustee Limited 	<ul style="list-style-type: none"> • Responsive Industries Limited • Reliance Commercial Finance Limited • Axiom Cordages Limited • Bharat Wire Ropes Limited 	<ul style="list-style-type: none"> • Career Point Limited • Soyug Private Limited • Edutiger Private Limited • Career Point Institute of Skill Development Private Limited • Studyboard Education Private Limited • Coupler Enterprises Private Limited • Career Point Learning Solutions Limited • Career Point Accessories Private Limited

			<ul style="list-style-type: none"> • Eduplanet Knowledge Solutions Private Limited • Career Point Edutech Limited • Srajan Agritech Private Limited • Srajan Capital Limited • Indo Grains Private Limited • Srajan Ventures Private Limited • Sankalp Capital Private Limited • Career Point Infra Limited • Wellwin Technosoft Limited
<p>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.</p>	<p><u>Directorship in Listed Entities:</u></p> <ul style="list-style-type: none"> • Ramkrishna Forgings Ltd- Director 	<p><u>Directorship in Listed Entities:</u></p> <ul style="list-style-type: none"> • Responsive Industries Limited- Additional Director • Bharat Wire Ropes Limited- Director <p><u>Membership of Committees of Board in listed entities:</u></p> <ol style="list-style-type: none"> 1. <u>Bharat Wire Ropes Ltd:</u> <ul style="list-style-type: none"> • Audit Committee: Chairperson • Stakeholders Relationship Committee- Member • Nomination & Remuneration Committee- Member • Risk Management Committee- Member • Corporate Social Responsibility Committee- Chairperson 2. <u>Responsive Industries Limited:</u> <ul style="list-style-type: none"> • Audit Committee- Chairperson • Stakeholders Relationship Committee- 	<p><u>Directorship in Listed Entities:</u></p> <ul style="list-style-type: none"> • Career Point Limited- Managing Director <p><u>Membership of Committees of Board in listed entities:</u></p> <ol style="list-style-type: none"> 1. <u>Career Point Limited</u> <ul style="list-style-type: none"> • Risk Management Committee- Member

		<p>Member</p> <ul style="list-style-type: none"> • Risk Management Committee- Member • Nomination & Remuneration Committee-Member <p><u>Listed entities from which the person has resigned in the past three years:</u></p> <ul style="list-style-type: none"> • Authum Investment and Infrastructure Limited 	
<p>Membership/ Chairmanship of Committees of other Board (including only Audit Committee and Stakeholders Relationship Committee)</p>	<p>1. <u>TRIL Constructions Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee – Member <p>2. <u>Whiteoak Capital Trustee Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee- Chairman 	<p>1. <u>Axiom Cordages Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee- Member 	-
<p>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>As per explanatory statement</p>	<p>As per explanatory statement</p>	<p>As per explanatory statement</p>