






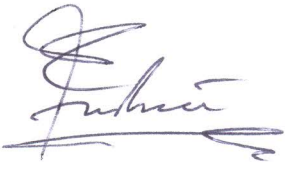
Since 1907

Jost's Engineering Company Limited

Registered Office: Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai 400 001, India
CIN: L28100MH1907PLC000252 Phone +91-22-61202300 Fax +91-22-61202345
E-Mail jostsho@josts.in Website www.josts.com

Form A (Pursuant to Clause 31 of the Listing Agreement)

Format of Covering letter of the annual audit report to be filled with Stock Exchange

1	Name of the Company	Jost's Engineering Company Limited
2	Annual financial statements for the year ended	31st March, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	For the last many years
5	to be signed by-	
	CEO/Managing Director	
	CFO	
	Auditor of the company	
	Audit Committee Chairman	



MANAGEMENT COUNCIL

- Mr. R. P. Pargaonkar - Chief Executive Officer
- Mr. S. Sankara Subramani - Vice-President - Material Handling Division
- Mr. Vilas M. Deoolkar - General Manager - PCI & Services
- Mr. L. Sharath Kumar - General Manager - S&V & ES
- Mrs. Neena Ramesh - General Manager - Components, NTAS & Business Development
- Mr. Anjan Nag - Divisional Manager - Electrical
- Mr. Uday Bhavsar - Business Unit Manager - H & C
- Mr. Shashank Mundle - Consultant - Finance and Systems



Jost's Engineering Company Limited

Annual Report 2014-15

Board of Directors

Mr. B. H. Reporter, Chairman

Mr. Shailesh Sheth

Mr. Marco Wadia

Mr. F. K. Banatwalla

Mr. Pradeep Bhargava (upto 26/2/2015)

Mrs. Parviz Batliwala

Mr. Jai Prakash Agarwal (w.e.f. 21/1/2015)

Mr. Vishal Jain (w.e.f. 21/1/2015)

Vice President and Company Secretary

Mr. C. B. Sagvekar

Bankers

HDFC Bank Ltd.

The Zoroastrian Co-operative Bank Ltd.

Bank of Maharashtra

The South Indian Bank Ltd.

Solicitors

M/s. Crawford Bayley and Company

Auditors

M/s. Sorab S. Engineer & Co.

Chartered Accountants

Registrar and Share Transfer Agents

M/s. Computech Sharecap Limited

147, Mahatma Gandhi Road,

3rd Floor, Opp. Jehangir Art Gallery,
Fort, Mumbai - 400 001.

Tel. : 91-22-2263 5000 / 01 / 02

Fax : 91-22-2263 5005

Annual General Meeting

Day and Date : Friday, the 14th August, 2015

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

Time : 4.30 P.M.

Registered Office

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

Tel. : 91-22-6120 2300

Fax : 91-22-6120 2345

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

Alandi Factory

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

Tel. : 91-02135-679160

Branches (Sales Offices)

Bengaluru

Baroda

Chennai

Kolkata

New Delhi

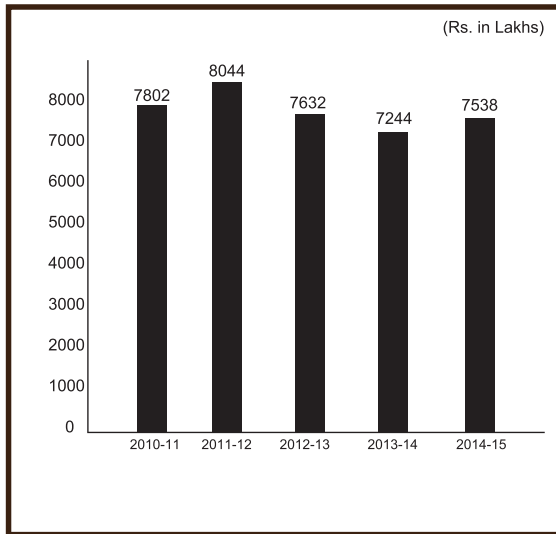
Pune

Secunderabad

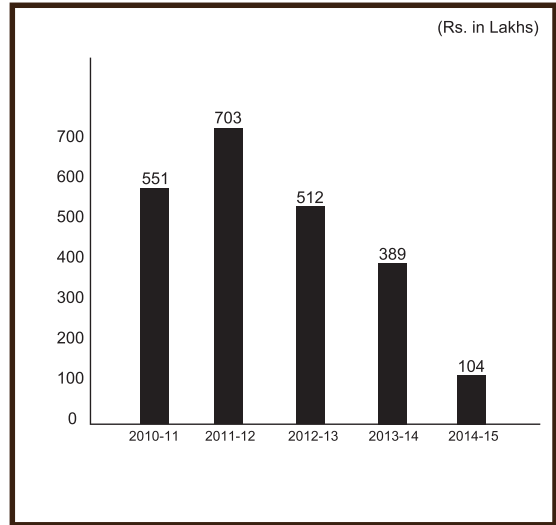
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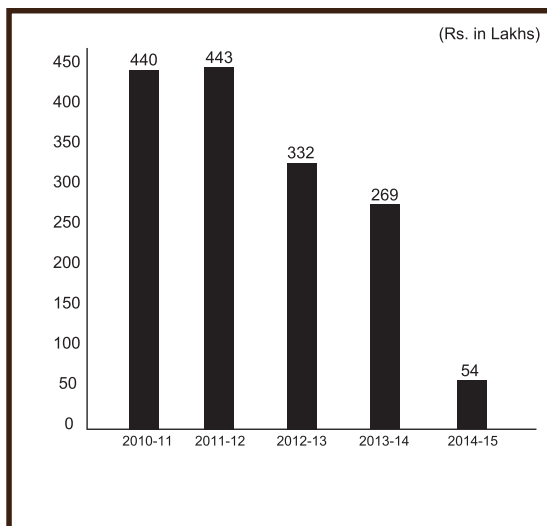
Financial Highlights



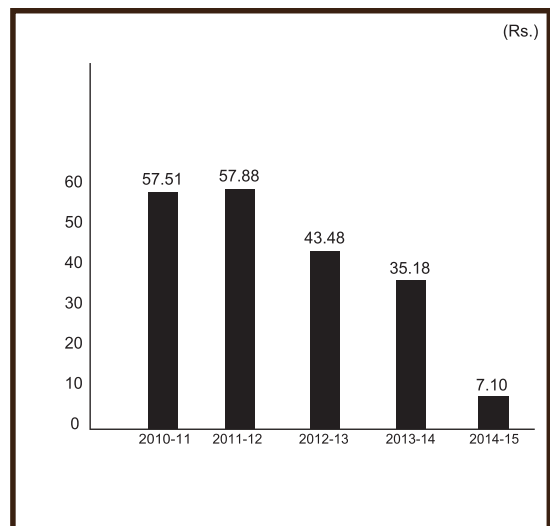
Income



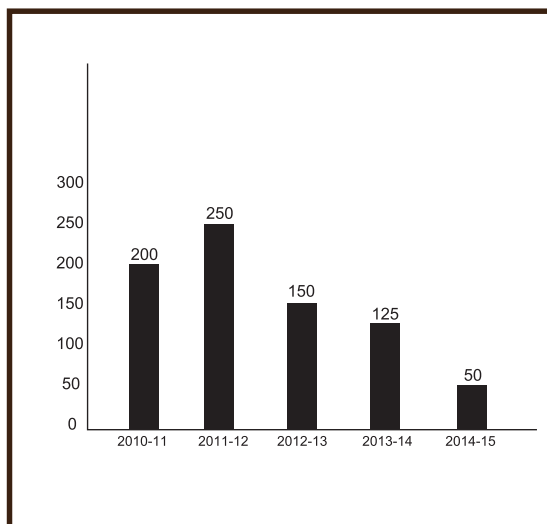
Profit Before Tax



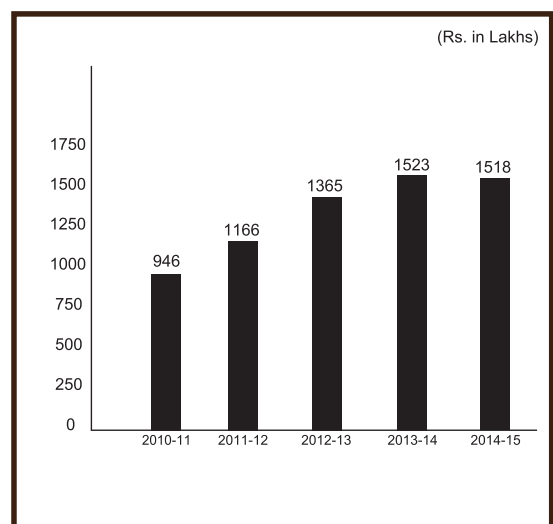
Profit After Tax



Earnings Per Share



Dividend (%)



Net Worth

Notice

Notice is hereby given that the hundred and eighth Annual General Meeting of the members of Jost's Engineering Company Limited will be held at Great Social Building, 60 Sir Phirozeshah Mehta Road, Mumbai-400 001 on Friday, the 14th August, 2015 at 4.30 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive and adopt the Profit and Loss Statement for the year ended 31st March, 2015 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 Mrs. Parviz Batliwala (DIN 02875266), who retires by rotation and being eligible offers herself 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 provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm Registration No.110417W) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to reimbursement of service tax, as applicable and out-of-pocket expenses incurred in connection with the audit of the accounts of the Company."

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, Mr. Jai Prakash Agarwal (DIN 00242232), who was appointed as an Additional Director of the Company with effect from 21st January, 2015 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 his 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."

6. 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, Mr. Vishal Jain (DIN 00709250), who was appointed as an Additional Director of the Company with effect from 21st January, 2015 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 his 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."

7. To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution :

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Extraordinary General Meeting of the Company held on 28th January, 1998, and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force),

consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and / or charge all or any of the movable or immovable properties of the Company, wheresoever situate, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company in favour of any financial institutions, banks and others for securing the credit facilities sanctioned / to be sanctioned by them to the Company.”

8. To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution :

“RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Extraordinary General Meeting of the Company held on 28th January, 1998 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.30 crores.

RESOLVED FURTHER that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

9. 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Devarajan Swaminathan & Co., Cost Accountants, appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015 at a remuneration of Rs.80,000/- (Rupees eighty thousand only) plus service tax and out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

10. To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Schedule I of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association as laid before this meeting, duly initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution and to the entire exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board

C. B. Sagvekar

Vice President and Company Secretary

Mumbai, 27th May, 2015.

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.5 to 10 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 11th August, 2015 to 14th August, 2015 (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 14th August, 2015. 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 10th August, 2015.
(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 7th August, 2015, 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, 2007. Shareholders who have not encashed their dividend warrant(s) so far, for the financial years ended 31st March, 2008 to 31st March, 2014 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 10th July, 2014

(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 2014-15 is being sent to the members whose E-mail Ids are registered with the Company / Depository Participants for receiving documents electronically. For members who have not registered their E-mail Ids, the physical copy of the Annual Report 2014-15 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 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March, 2015, and Clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the hundred and eighth Annual General Meeting (AGM) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting by means of Ballot at the AGM. The Company has engaged the services of the 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 Tuesday, 11th August, 2015, (10 a.m.) and ends on Thursday, 13th August, 2015, (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. 7th August, 2015, 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) 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) * 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. 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 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) 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. 7th August, 2015 may follow the same procedure as mentioned above for e-Voting.
- (xxi) 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 providing the facility of Ballot Form in terms of Clause 35B of the Listing Agreement, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The members who have registered their e-mail id with the Registrar or Depositories and whom the Annual Report is sent by e-mail, such members are sent Ballot Form along with the postage prepaid envelope separately. The members who have not registered their e-mail id with the Registrar or Depositories, such members are sent Ballot Form along with the postage prepaid envelope with physical copy of Annual Report. The Ballot form duly completed and signed should be sent in the enclosed postage prepaid envelope addressed to the Scrutinizer not later than 5 p.m. on 13th August, 2015. The Ballot forms received thereafter will not be considered.

(III) Voting At AGM :

Members attending the meeting who have not cast their votes by remote e-voting or by Ballot Form prior to the meeting will be able to exercise their voting right at the meeting through Ballot.

(IV) 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. 7th August, 2015. 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, voting through ballot form, as well as voting at the meeting through ballot.
 - (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. 7th August, 2015, 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 i.e. 17th August, 2015. 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.

Item No. 5

The Board of Directors of the Company had appointed Mr. Jai Prakash Agarwal as an Additional Director of the Company with effect from 21st January, 2015. Mr. Jai Prakash Agarwal 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.

Mr. Jai Prakash Agarwal, 57, is a Graduate in Commerce and holds professional qualification of Company Secretary. He has more than 25 years of experience in manufacturing sector.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, alongwith with requisite deposit from a member signifying his intention to propose Mr. Jai Prakash Agarwal 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 Mr. Jai Prakash Agarwal's knowledge and experience would benefit the Company and recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

Mr. Jai Prakash Agarwal may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding and his relatives' shareholding and remuneration as a Director.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in Item No.5 of the Notice.

Item No. 6

The Board of Directors of the Company had appointed Mr. Vishal Jain as an Additional Director of the Company with effect from 21st January, 2015. Mr. Vishal 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.

Mr. Vishal Jain, 42, is BE, MBA. He has more than 18 years of experience in roles spanning supply chain management, financial advisory and wealth management.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, alongwith with requisite deposit from a member signifying his intention to propose Mr. Vishal 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 Mr. Vishal Jain's knowledge and experience would benefit the Company and recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the members.

Mr. Vishal Jain, may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding and his relatives' shareholding and remuneration as a Director.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in Item No.6 of the Notice.

Item No. 7

The Members of the Company at their Extraordinary General Meeting held on 28th January, 1998, had passed an Ordinary Resolution pursuant to Section 293(1)(a) of the Companies Act, 1956, giving consent to the Board of Directors for creating mortgages / charges on Company's assets in favour of Financial Institutions / Banks / any other person for securing any loan or cash credit and other facilities.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Company is required to obtain the Shareholders' consent by way of passing Special Resolution for the purpose of mortgaging / creating charges on properties of the Company to secure the loans or cash credit and other facilities.

The approval of the Members for creation of mortgage or charge is therefore now being sought by way of a Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors recommend the Special Resolution set out at Item No.7 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.7.

Item No. 8

The members of the Company at their Extraordinary General Meeting held on 28th January, 1998, accorded consent pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 to the Board of Directors to borrow monies in excess of paid up share capital and free reserves that is to say, reserves not set apart for any specific purpose provided that the amount of monies so borrowed or to be borrowed shall not at any time exceed the limit of Rs.15 crores (Rupees fifteen crores).

In view of the overall increase in the business activities of the Company and to meet the Capital Expenditure requirement and for additional working capital needs from time to time, it is considered desirable to increase the Company's existing borrowing limit of Rs.15 crores to Rs.30 crores.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

The Resolution set out under Item No.8 of the Notice is to seek Member's approval to enhance the borrowing limit to Rs.30 crores.

The Board of Directors recommend the Special Resolution set out at Item No.8 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.8.

Item No. 9

The Board of Directors of the Company at their Meeting held on 21st May, 2014, have approved the appointment of M/s. Devarajan Swaminathan & Co., Cost Accountants, to conduct the audit of Cost Records for the year ending 31st March, 2015, on a remuneration of Rs.80,000/- plus service tax and out-of-pocket expenses.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the Financial Year ending 31st March, 2015 as set out in the Resolution.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested in the said Resolution set out at Item No.9 of the Notice.

Item No. 10

The existing Articles of Association ("AoA") of the Company are based on the provisions contained in the Companies Act, 1956 and therefore contains references to specific sections of the Companies Act, 1956. In view of the implementation of the Companies Act, 2013 together with various Schedules thereto and the Rules made thereunder, in replacement of the Companies Act, 1956, several regulations of the existing AoA of the Company require alteration, additions or deletions. Therefore, it is considered expedient to fully replace the existing AoA of the Company with the new set of Articles, with a view to bring the Articles in consonance with the provisions of the Companies Act, 2013 and Rules made thereunder.

The proposed new set of Articles of the Company is available on the Company's website www.josts.com for perusal by the Members. A copy of the aforesaid draft AoA would be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and a copy thereof will also be available at the meeting venue for inspection by the Members.

The Board of Directors, recommend the Special Resolution set out at Item No.10 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in concerned or interested in the Resolution.

By Order of the Board

C. B. Sagvekar

Vice President and Company Secretary

Mumbai, 27th May, 2015.

Registered Office:

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

Directors' Report

The Directors present herewith their Hundred and Seventh Annual Report with the Audited Statement of Accounts for the year ended 31st March, 2015.

	Year ended 31-3-2015 Rs. Lakhs	Previous Year ended 31-3-2014 Rs. Lakhs
1. Financial Results		
Profit / (Loss) before tax	104.26	388.99
Less: Provision for Income-tax	50.00	120.00
Profit / (Loss) after tax	54.26	268.99
Balance brought forward from previous year	1093.27	962.36
Amount available for appropriation	1147.53	1231.35
Less: Appropriations		
Proposed dividend	38.23	95.58
Tax on proposed dividend	8.00	15.50
General Reserve	5.00	27.00
Balance carried forward	1096.30	1093.27

2. Dividend

The Directors are pleased to recommend a dividend of Rs.5/- (50%) per share for the financial year ended 31st March, 2015.

3. Operations

Income for the year under review was Rs.7538 Lakhs as against Rs.7244 Lakhs in the previous year. The profit before tax was Rs.104 Lakhs as against Rs.389 Lakhs in the previous year. Generally business should continue to progress. Barring unforeseen circumstances, there should be improved results in the current year.

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

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as Annexure "A" to the Directors' Report.

5. Directors' Responsibility Statement

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following Statement in terms of Sections 134(3)(c) and 134(5) of the Companies Act, 2013 :

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any ;

- (ii) and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date ;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- (iv) the annual accounts have been prepared on a going concern basis ;
- (v) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively ; and
- (vi) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. Particulars of employees

The information required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not given as no employee, employed throughout the year was in receipt of the remuneration of Rs.60 lakhs or more for the year under review and no employee, employed for the part of the year was in receipt of remuneration of Rs.5 lakhs or more per month.

7. Extract of Annual Return

The extract of the Annual Return in MGT-9 as provided under sub-section (3) of Section 92 of the Companies Act, 2013 is annexed as Annexure "B" to the Directors' Report.

8. Deposits

During the year under review, the Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

9. Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

10. Code of Conduct (Code) for Board Members and Senior Management

During the current financial year, the Company has adopted voluntarily, the Code for enhancing further ethical and transparent process in managing the assets and affairs of the Company. This Code has been posted on the website of the Company (www.josts.com).

11. Whistle Blower Policy

In compliance with the provisions of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its powers) Rules, 2014, the Company has established during the current financial year, a Whistle Blower Policy (Policy) to encourage Directors and Employees of the Company to bring to Company's attention, the instances of unethical behaviour, actual or suspected incidence of fraud or violation of the Code that could adversely impact the Company's operations, business performance or reputation. The Policy has been posted on the website of the Company (www.josts.com). During the year 2014-15, no instances of unethical behaviour, actual or suspected fraud or violation of the code have been reported.

12. Committees of the Board

The Board of Directors have constituted the following Committees in compliance with the Companies Act, 2013. These Committees deal with specific areas and activities which concern the Company.

(i) Audit Committee	Mr. F. K. Banatwalla - Chairman
	Mr. Marco Wadia - Member
	Mr. Shailesh Sheth - Member
(ii) Nomination and Remuneration Committee	Mr. Shailesh Sheth - Chairman
	Mr. Marco Wadia - Member
	Mr. F. K. Banatwalla - Member
(iii) Share Transfer and Stakeholders Relationship Committee	Mr. Shailesh Sheth - Chairman
	Mr. B. H. Reporter - Member
	Mr. F. K. Banatwalla - Member

13. Independent Directors' Meeting

During the year under review, the Independent Directors in their separate Meeting held on 11th February, 2015 have, inter-alia, reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, and assessed the quality, quantity and timeliness of flow of information between the management and the Board so as to enable the Board to effectively and reasonably perform their duties.

14. Risk Management Policy

The Company has developed and implemented during the current financial year, a Risk Management Policy in compliance with the provisions of Section 134 (3) (n) of the Companies Act, 2013.

Risk Management is an organisation-wide approach towards identification, assessment, communication and management of risk in a cost-effective manner - a holistic approach to managing risk. Generally, this involves reviewing operations of the organisation, identifying potential threats to the organisation and the likelihood of their occurrence and then making appropriate actions to address the most likely threats.

The Policy provides for constitution of Risk Management Core Group (RMCG) consisting of Functional / Departmental / Productline heads and headed by Chief Executive Officer (CEO) of the Company.

The RMCG shall be collectively responsible for developing the Company's Risk Management principles and Risk Management expectations, in addition to those specific responsibilities as outlined in the Policy. The RMCG will provide updates to the Audit Committee and Board of Directors of the Company on key risks faced by the Company, if any, and the relevant mitigant actions.

The major risks such as Operational Risk, Financial Risk, External Environment and Strategic Risk have been identified and the Risk Management process has been formulated.

The Risk Management Policy has been posted on the website of the Company (www.josts.com).

15. Nomination and Remuneration Policy

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has framed Nomination and Remuneration Policy (the Policy) during the current financial year, which has been approved by the Board of Directors of the Company. The Policy applies to the Board of Directors, Key Managerial Personnel and the Senior Management Personnel. The Policy lays down criteria for selection and appointment of Board Members, Key Managerial Personnel and Senior Management Personnel and also lays down a framework in relation to remuneration of the aforesaid persons.

A Nomination and Remuneration Policy has been posted on the website of the Company (www.josts.com).

16. Performance Evaluation

As per the Performance Evaluation Policy of the Company, read with the provisions of the Companies Act, 2013, the Board of Directors shall evaluate the performance of the following :

- i) its own performance as a body;
- ii) each Independent Director and Non-Independent Director; and
- iii) Committees of the Board.

As per the performance evaluation process, the Board evaluated its own performance as well as that of individual directors and the following Committees of the Board :

- i) Audit Committee
 - ii) Nomination and Remuneration Committee; and
 - iii) Share Transfer and Stakeholders' Relationship Committee
- and found the same to be satisfactory.

17. Key Managerial Personnel

In compliance with the provisions of Section 203 of the Companies Act, 2013, the Board of Directors of the Company have appointed the following Key Managerial Personnel :

Mr. R. P. Pargaonkar	-	Chief Executive Officer
Mr. C. B. Sagvekar	-	Vice President and Company Secretary
Mr. M. G. Naik	-	Chief Financial Officer

18. Meetings of the Board

During the year, seven Board Meetings and six Committee Meetings were convened and held. Details of attendance are given in "General information to Shareholders" on Page No. 35.

19. Related Party Transactions

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

20. Auditors

(i) Statutory Auditors

Messrs. Sorab S. Engineer & Co., Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules made thereunder as Auditors of the Company.

(ii) Cost Auditors

The Board of Directors of the Company at their Meeting held on 21st May, 2014, have approved the appointment of M/s. Devarajan Swaminathan & Co., Cost Accountants, to conduct the audit of Cost Records for the year ending 31st March, 2015, on a remuneration of Rs.80,000/- plus service tax and out-of-pocket expenses.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, a resolution seeking Members' ratification for the remuneration payable to M/s. Devarajan Swaminathan & Co., Cost Auditors is included at Item No.9 of the Notice convening the Annual General Meeting.

The Cost Audit Report for the Financial Year 2013-2014 was filed with Ministry of Corporate Affairs (MCA) on 26th December, 2014.

(iii) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sandeep Dar & Co., Company Secretaries, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as Annexure "C" to the Directors' Report.

The observations made by the Secretarial Auditor in his report are self-explanatory and therefore do not call for any further comments.

21. Disclosure pursuant to Section 197 (12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014

Disclosure with respect to the remuneration of Directors and Employees as required under Section 197 (12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as 'Annexure D' to the Directors' Report.

22. Internal Control System and Adequacy

The Company has an adequate internal control system commensurate with its size and nature of its business. The Internal Audit is entrusted to Internal Auditors, namely, M/s. Uday & Uday, Chartered Accountants, who submit their report periodically to the Audit Committee. Significant audit observations and corrective actions taken by the Management are presented to the Audit Committee

23. Significant and Material Orders passed by the Regulators or Courts

There are no significant and material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

24. Prevention of Sexual Harassment

The Company is in the process of establishing an "Internal Complaints Committee" in compliance with the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013.

However, during the year under review, no complaints of Sexual Harassment were reported to the Board.

25. Change in Promoter and Promoter Group

On 21st January, 2015, the erstwhile Promoter and Promoter Group, namely, Mr. B. H. Reporter, Mrs. A. B. Reporter, Mrs. Parviz Batliwala, Mr. Farrokh J. Batliwala, Ms. Shireen J. Batliwala, Bullows India Private Limited and Phiroze Sethna Private Limited sold their entire shareholding i.e. 3,69,910 Equity Shares (48.38%) to the new Promoter and Promoter Group, namely, Mr. Jai Prakash Agarwal, Mr. Vishal Jain, Mrs. Krishna Agarwal, Mr. Abhishek Agarwal, J. P. Agarwal & Sons (HUF), Mr. Rajendra Kumar Agarwal, Mrs. Anita Agarwal and Mrs. Shikha Jain, pursuant to the Share Purchase Agreement entered into between them on 30th August, 2014.

26. Directors

- (i) Mr. Pradeep Bhargava resigned with effect from 26th February, 2015 on medical grounds after serving on the Board of the Company for about 6 years.

The Board takes this opportunity to place on record its appreciation for the advice, guidance and valuable contribution from Mr. Pradeep Bhargava.

- (ii) Mr. Jai Prakash Agarwal was appointed as an Additional Director of the Company with effect from 21st January, 2015 who holds office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company. 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 the appointment of Mr. Jai Prakash Agarwal as Director of the Company.
- (iii) Mr. Vishal Jain was appointed as an Additional Director of the Company with effect from 21st January, 2015 who holds office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company. 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 the appointment of Mr. Vishal Jain as Director of the Company.
- (iv) In accordance with Article 122 of the Articles of Association of the Company, Mrs. Parviz Batliwala retire by rotation at the ensuing Annual General Meeting and being eligible offer herself for reappointment.
- (v) All the Independent Directors have given declaration that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013.

On behalf of the Board of Directors

B. H. Reporter
Chairman

Mumbai, 27th May, 2015.

Annexure “A” to the Directors’ Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo Pursuant to Provisions of Section 134 of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014

(A) Conservation of Energy

- (i) The steps taken or impact on conservation of energy - Regular monitoring of all equipments and devices which consume electricity is in place in the factory. Water consumption is also monitored as regular function of maintenance Dept.
- (ii) The Steps taken by the company for utilizing alternate sources of energy - We have prepared the plan for Solar Energy use and studying financial and economic feasibility.
- (iii) The capital investment on energy conservation equipments - As reported earlier, generator, air conditioners, lighting devices have all been replaced which are energy efficient.

(B) Technology Absorption

- (i) The efforts made towards technology absorption - This is on going process for all our manufactured products.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution - Product quality improvements is at the heart of Technology upgrades.
- (iii) In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - No technology was imported during the last three years.
 - (a) The details of technology imported - Not Applicable
 - (b) The year of import - Not Applicable
 - (c) Whether the technology been fully absorbed - Not Applicable
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - Not Applicable
- (iv) The expenditure incurred on Research and Development - We spend around one percent of revenues on R&D.

(C) Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

The information is provided in Notes to the Financial Statements under Note No. 34 and 35.

On behalf of the Board of Directors

Mumbai, 27th May, 2015.

B. H. Reporter
Chairman

Annexure “B” to the Directors’ Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN : **L28100MH1907PLC000252**

Registration Date : 9th May, 1907

Name of the Company : **Jost’s Engineering Company Limited**

Category/Sub-Category of the Company : Company Limited by shares/Indian Non-Government Company

Address of the Registered office and contact details : Great Social Building,
60 Sir Phirozeshah Mehta Road,
Mumbai - 400 001.
Tel. No. 022-61202300
Fax No. 022-61202345

Whether listed company Yes / No : Yes

Name, Address and Contact details of Registrar and Transfer Agent, if any : **M/s. Computech Sharecap Limited**
147, Mahatma Gandhi Road,
3rd Floor, Opp. Jehangir Art Gallery,
Fort, Mumbai - 400 001.
Tel. No. 022-22635000 / 01 / 02
Fax No. 022-22635005

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the products / services	% to total turnover of the Company
1	Sale of Manufactured Material Handling Equipments	4353000	64.20
2	Sale of Traded Goods - Engineered Products	–	25.02

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
–	NOT APPLICABLE				

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
I) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2014)				No. of Shares held at the end of the year (As on 31st March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
• Individual/HUF	188870	0	188870	24.70	370340	550	370890	48.50	23.80
• Central Govt.	0	0	0	0	0	0	0	0	0
• State Govt	0	0	0	0	0	0	0	0	0
• Bodies Corporate	147040	0	147040	19.23	0	0	0	0	-19.23
• Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
• Any Other(specify)	0	0	0	0	0	0	0	0	0
Subtotal (A)(1):	335910	0	335910	43.93	370340	550	370890	48.50	4.57
(2) Foreign									
a) NRIs Individuals	0	34000	34000	4.45	0	0	0	0	-4.45
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Subtotal (A)(2):	0	34000	34000	4.45	0	0	0	0	-4.45
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	335910	34000	369910	48.38	370340	550	370890	48.50	0.12
B. Public Shareholding									
1) Institutions									
(i) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
(ii) Banks/FI	5	590	595	0.08	5	590	595	0.08	-
(iii) Central Govt	0	0	0	0	0	0	0	0	0
(iv) State Govt	0	0	0	0	0	0	0	0	0
(v) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(vi) Insurance Companies	0	0	0	0	0	0	0	0	0
(vii) FIs	0	0	0	0	0	0	0	0	0
(viii) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(ix) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	5	590	595	0.08	5	590	595	0.08	-
2) Non-Institutions									
a) Bodies Corp									
i) Indian	2666	430	3096	0.40	11547	430	11977	1.57	1.17
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	155682	39359	195041	25.50	163343	37134	200477	26.22	0.72
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	182785	0	182785	23.90	175175	0	175175	22.91	-0.99
c) Others (Specify) (NRI)	10183	3040	13223	1.74	2496	3040	5536	0.72	-1.02
Sub-total (B)(2):	351316	42829	394145	51.54	352561	40604	393165	51.42	-0.12
Total Public Shareholding (B)= (B)(1)+(B)(2)	351321	43419	394740	51.62	352566	41194	393760	51.50	-0.12
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A)+(B)+(C)	687231	77419	764650	100.00	722906	41744	764650	100.00	-

II) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of Total Shares of the company	% of shares Pledged/encumbered to total shares	
1	Mr. B. H. Reporter	76420	9.99	–	0	0	–	–9.99
2	Mrs. Aloo B. Reporter	73450	9.61	–	0	0	–	–9.61
3	Mrs. Parviz Batliwala	39000	5.10	–	0	0	–	–5.10
4	Ms. Shireen J. Batliwala	17000	2.22	–	0	0	–	–2.22
5	Mr. Farrokh J. Batliwala	17000	2.22	–	0	0	–	–2.22
6	M/s. Phiroze Sethna Private Limited	76000	9.94	–	0	0	–	–9.94
7	M/s. Bullows India Private Limited	71040	9.29	–	0	0	–	–9.29
8	Mr. Jai Prakash Agarwal	0	0	–	80550	10.53	–	10.53
9	Mrs. Krishna Agarwal	0	0	–	40000	5.23	–	5.23
10	Mr. Vishal Jain	0	0	–	92908	12.15	–	12.15
11	Mrs. Shikha Jain	0	0	–	92477	12.09	–	12.09
12	Mr. Abhishek Agarwal	0	0	–	25000	3.27	–	3.27
13	Mr. Rajendra Kumar Agarwal	0	0	–	17000	2.22	–	2.22
14	Mrs. Anita Agarwal	0	0	–	17000	2.22	–	2.22
15	M/s. J. P. Agarwal & Sons (HUF)	0	0	–	5955	0.78	–	0.78

III) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
A.	Erstwhile Promoter & Promoter Group				
1.	Mr. B. H. Reporter				
	At the beginning of the year	76420	9.99	76420	9.99
	Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	76420	9.99	76420	9.99
	At the end of the year	Nil	0	Nil	0
2.	Mrs. Aloo B. Reporter				
	At the beginning of the year	73450	9.61	73450	9.61
	Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	73450	9.61	73450	9.61
	At the end of the year	Nil	0	Nil	0
3.	Mrs. Parviz Batliwala				
	At the beginning of the year	39000	5.10	39000	5.10
	Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	39000	5.10	39000	5.10
	At the end of the year	Nil	0	Nil	0
4.	Ms. Shireen J. Batliwala				
	At the beginning of the year	17000	2.22	17000	2.22
	Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	17000	2.22	17000	2.22
	At the end of the year	Nil	0	Nil	0
5.	Mr. Farrokh J. Batliwala				
	At the beginning of the year	17000	2.22	17000	2.22
	Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	17000	2.22	17000	2.22
	At the end of the year	Nil	0	Nil	0
6.	M/s. Phiroze Sethna Private Limited				
	At the beginning of the year	76000	9.94	76000	9.94
	Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	76000	9.94	76000	9.94
	At the end of the year	Nil	0	Nil	0
7.	M/s. Bullows India Private Limited				
	At the beginning of the year	71040	9.29	71040	9.29
	Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	71040	9.29	71040	9.29
	At the end of the year	Nil	0	Nil	0

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
	New Promoters				
1)	Mr. Jai Prakash Agarwal				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	80550	10.53	80550	10.53
	At the end of the year	80550	10.53	80550	10.53
2)	Mrs. Krishna Agarwal				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	40000	5.23	40000	5.23
	At the end of the year	40000	5.23	40000	5.23
3)	Mr. Vishal Jain				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	92908	12.15	92908	12.15
	At the end of the year	92908	12.15	92908	12.15
4)	Mrs. Shikha Jain				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	92477	12.09	92477	12.09
	At the end of the year	92477	12.09	92477	12.09
5)	Mr. Abhishek Agarwal				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	25000	3.27	25000	3.27
	At the end of the year	25000	3.27	25000	3.27
6)	Mr. Rajendra Kumar Agarwal				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	17000	2.22	17000	2.22
	At the end of the year	17000	2.22	17000	2.22
7)	Mrs. Anita Agarwal				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	17000	2.22	17000	2.22
	At the end of the year	17000	2.22	17000	2.22
8)	M/s. J. P. Agarwal & Sons (HUF)				
	At the beginning of the year	Nil	0	Nil	0
	Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	5955	0.78	5955	0.78
	At the end of the year	5955	0.78	5955	0.78

IV) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
1	Mr. Akshay Raheja	38200	5.00	38200	5.00
2	Mr. Viren Raheja	38200	5.00	38200	5.00
3	Mr. Sharad Kanayalal Shah	35880	4.69	56425	7.38
4	Mr. Subbarayan Behram Kumaramangalam	21980	2.87	0.00	0.00
5	Mrs. Sodhi Parvathi Devi	17540	2.29	0.00	0.00
6	Mrs. Shireen Nowrosji Gamadia	16000	2.09	200	0.03
7	Mrs. Varsha Sharad Shah	14985	1.96	21595	2.82
8	Mr. Saraiya Bhavin Ramakant	9387	1.23	10677	1.40
9	Ms. Jigna Kanayalal Shah	8078	1.06	10078	1.32
10	Ms. Laila Hitchens	8000	1.05	0.00	0.00
11	Mr. Sulemanji Mohsin Roowala	7283	0.95	7283	0.95
12	Mr. Mustaali Mohsin Roowala	7283	0.95	7283	0.95
13	Mr. Hardik Idramal Jain	0.00	0.00	5595	0.73
14	Mr. Haresh Babulal Shah	0.00	0.00	3700	0.48

V) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
1.	Mr. Jai Prakash Agarwal - Director				
	At the beginning of the year	0	0	-	-
	Increase - Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	-	-	80550	10.53
	At the end of the year	-	-	80550	10.53
2.	Mr. Vishal Jain - Director				
	At the beginning of the year	0	0	-	-
	Increase - Purchase on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	0	0	92908	12.15
	At the end of the year	-	-	92908	12.15
3.	Mr. Marco Wadia - Director				
	At the beginning of the year	50	0.01	-	-
	Date wise Increase/ decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	0	0
	At the end of the year	-	-	50	0.01

Sr. No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
4.	Mr. B. H. Reporter - Director				
	At the beginning of the year	76420	9.99	-	-
	Decrease - Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	-	-	-76420	-9.99
	At the end of the year	-	-	0	0
5.	Mrs. Parviz Batliwala - Director				
	At the beginning of the year	39000	5.10	-	-
	Decrease - Sale on 21/01/2015 pursuant to Share Purchase Agreement dt. 30/08/2014	-	-	-39000	-5.10
	At the end of the year	-	-	0	0
6.	Mr. Shailesh Sheth - Director				
	At the beginning of the year	0	0	-	-
	Date wise Increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	0	0
7.	Mr. F. K. Banatwalla - Director				
	At the beginning of the year	0	0	-	-
	Date wise Increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	0	0
8.	Mr. R. P. Pargaonkar - CEO				
	At the beginning of the year	0	0	-	-
	Date wise Increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	0	0
9.	Mr. C. B. Sagvekar - Company Secretary				
	At the beginning of the year	0	0	-	-
	Date wise Increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	0	0
10.	Mr. M. G. Naik - CFO				
	At the beginning of the year	0	0	-	-
	Date wise Increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	0	0

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (Rs. in Lakhs)

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	119.08	0.00	0.00	119.08
II) Interest due but not paid	0.00	0.00	0.00	0.00
III) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (I+II+III)	119.08	0.00	0.00	119.08
Change in Indebtedness during the financial year				
• Addition	117.47	0.00	0.00	117.47
• Reduction	0.00	0.00	0.00	0.00
Net Change	117.47	0.00	0.00	117.47
Indebtedness at the end of the financial year				
I) Principal Amount	236.55	0.00	0.00	236.55
II) Interest due but not paid	0.00	0.00	0.00	0.00
III) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (I+II+III)	236.55	0.00	0.00	236.55

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director, Whole-time Director and / or Manager (Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD /Manager	Total Amount
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of Perquisites u/s 17 (2) of the Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2.	Stock Option	NOT APPLICABLE	
3.	Sweat Equity		
4.	Commission		
	• As % of profit		
	• Others, specify		
5.	Others, please specify Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. F. K. Banatwalla	Mr. Marco Wadia	Mr. Shailesh Sheth	Mr. Pradeep Bhargava (upto 26/02/2015)	
1.	Independent Directors					
	Fee for attending board / committee meetings	0.59	0.55	0.54	0.37	2.05
	Commission (Provision)	0.45	0.45	0.45	0.45	1.80
	Others, please specify	–	–	–	–	–
	Total (1)	1.04	1.00	0.99	0.82	3.85
2.	Other Non-Executive Directors	Mr. B. H. Reporter	Mrs. Parviz Batliwala	Mr. Jai Prakash Agarwal (w.e.f. 21/01/2015)	Mr. Vishal Jain (w.e.f. 21/01/2015)	Total Amount
	Fee for attending board / committee meetings	0.35	0.10	0.10	0.05	0.60
	Commission (Provision)	0.67	0.67	0.67	0.67	2.68
	Others, please specify	–	–	–	–	–
	Total (2)	1.02	0.77	0.77	0.72	3.28
	Total (B) = (1+2)					7.13
	Total Managerial Remuneration					7.13
	Overall Ceiling as per the Act (3% of the net profit calculated under Section 198 of the Companies Act, 2013)					

C. Remuneration to Key Managerial Personnel other than MD / WTD/Manager

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total Amount
1.	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	26.72	20.29	5.25	52.26
	b) Value of Perquisites u/s 17 (2) of the Income-tax Act, 1961	0.81	Nil	Nil	0.81
	c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil	Nil
	• as % of profit	NA	NA	NA	NA
	• others, specify	NA	NA	NA	NA
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	27.53	20.29	5.25	53.07

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty	}				
Punishment			NONE		
Compounding					
B. DIRECTORS					
Penalty	}				
Punishment			NONE		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	}				
Punishment			NONE		
Compounding					

On behalf of the Board of Directors

Mumbai, 27th May, 2015.

B. H. Reporter
 Chairman

Annexure “C” to the Directors’ Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Jost’s Engineering Company Limited
Great Social Building, 60, Sir Phirozeshah Mehta Road,
Mumbai - 400001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jost’s Engineering Company Limited (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 (hereinafter referred to as “Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The following other laws applicable to the Company, compliances of which are relied upon the representation by the management.
- (a) Factories Act, 1948;
 - (b) Micro, Small And Medium Enterprises Development Act, 2006;
 - (c) Trade Unions Act, 1926;
 - (d) Industrial Dispute Act, 1947
 - (e) The Payment of Wages Act, 1936
 - (f) The Minimum Wages Act, 1948
 - (g) Employees' State Insurance Act, 1948
 - (h) The Employees' Provident Funds and Misc. Provisions Act, 1952
 - (i) The Payment of Bonus Act, 1965
 - (j) The Payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company had received a notice from Bombay Stock Exchange (BSE) for non submission of Corporate Governance Report for the quarter ended 31st December, 2014 in compliance of provisions of revised Clause 49 of the listing agreement. In this connection, the Company had informed to the BSE that the Revised Clause 49 is not mandatory to the Company in view of Circular No.CIR/CFD/Policy Cell/7/2014 dated 15-9-2014 and Annexure thereto, issued by SEBI.
2. We understand that the Company is in the process of finalising and adopting in the Current Year, the Whistle Blower Policy and Nomination and Remuneration Policy and other policies under the Companies Act, 2013 and Rules made thereunder.
3. The Company has filed MGT-10 return for the change exceeding 2% in the shareholding of the Promoters / Top ten shareholders, except the change in the shareholding of two shareholders under top ten category. We are informed that the Company is taking necessary steps to file MGT-10 return in respect of those two shareholders.

We further report that the Board of directors of the company is duly constituted with proper balance of Non-Executive Directors and Independent directors. The Company during the audit period did not have any executive director(s) and appointed Key Managerial Personnel, i.e. Chief Executive Officer, Company Secretary and Chief Financial Officer as required under the provisions of Section 203 of the Companies Act, 2013 and Rules made thereunder.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the following specific events / actions occurred having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. In terms of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, a committee of Independent Directors was formed to give its recommendations on the open offer made by the acquirers to the shareholders of the Company.
2. We are informed that on 21st January, 2015, the erstwhile Promoter and Promoter Group, namely, Mr. B. H. Reporter, Mrs. A. B. Reporter, Mrs. Parviz Batliwala, Mr. Farrokh J. Batliwala, Ms. Shireen J. Batliwala, Bullows India Private Limited and Phiroze Sethna Private Limited sold their entire shareholding i.e. 3,69,910 Equity Shares (48.38%) to the new Promoter and Promoter Group, namely, Mr. Jai Prakash Agarwal, Mr. Vishal Jain, Mrs. Krishna Agarwal, Mr. Abhishek Agarwal, J. P. Agarwal & Sons (HUF), Mr. Rajendra Kumar Agarwal, Mrs. Anita Agarwal and Mrs. Shikha Jain, pursuant to the Share Purchase Agreement entered into between them on 30th August, 2014 and the Company has complied with SEBI Takeover Regulations, Companies Act, 2013 and the Rules made thereunder, in respect of the aforesaid change in the Promoter and Promoter Group.

For **Sandeep Dar & Co.**

Proprietor

FCS: 3159

C. P. No.: 1571

Navi Mumbai: 27th May, 2015.

Annexure “D” to the Directors’ Report

Disclosure pursuant to Section 197 (12) of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below :

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year 2014-15 :

Name of the Directors	Nature of Directorship	Ratio
Mr. B. H. Reporter	Chairman and Non-executive Director	0.28 : 1
Mr. Marco Wadia	Non-executive independent Director	0.27 : 1
Mr. Shailesh Sheth	Non-executive independent Director	0.27 : 1
Mr. F. K. Banatwalla	Non-executive independent Director	0.29 : 1
Mr. Pradeep Bhargava	Non-executive independent Director	0.23 : 1
Mrs. Parviz Batliwala	Non-executive Director	0.21 : 1
Mr. Jai Prakash Agarwal * (Appointment w.e.f. 21-1-2015)	Non-executive Director	–
Mr. Vishal Jain * (Appointment w.e.f. 21-1-2015)	Non-executive Director	–

Note :

- Directors’ Remuneration includes sitting fees for attending board / committee meetings and profit related commission.
- * Since this information is for part of the year, the same is not comparable.
- Employees for the purpose above includes all employees excluding employees governed under collective bargaining.
- For computing median remuneration, only employees who have worked for the complete financial year 2014-15 have been considered.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year :

Name	Designation	Percentage Increase in remuneration
Mr. B. H. Reporter	Chairman and Non-executive Director	–
Mr. Marco Wadia	Non-executive independent Director	–
Mr. Shailesh Sheth	Non-executive independent Director	–
Mr. F. K. Banatwalla	Non-executive independent Director	–
Mr. Pradeep Bhargava	Non-executive independent Director	–
Mrs. Parviz Batliwala	Non-executive Director	–
Mr. Jai Prakash Agarwal	Non-executive Director	Not Applicable *
Mr. Vishal Jain	Non-executive Director	Not Applicable *
Mr. R. P. Pargaonkar	Chief Executive Officer	–
Mr. C. B. Sagvekar	Company Secretary	5.57%
Mr. M. G. Naik	Chief Financial Officer	–

Note : * Since Mr. Jai Prakash Agarwal and Mr. Vishal Jain were appointed as Directors during the year 2014-15 (i.e. w.e.f. 21-1-2015), the percentage increase in their remuneration is not applicable.

(iii) The percentage increase in the median remuneration of employees in the financial year :
13.10 %

(iv) The number of permanent employees on the rolls of Company :
296 as on 31st March, 2015.

(v) The explanation on the relationship between average increase in remuneration and Company performance :

The average increase in remuneration of the employees was 12.93%. There is no direct relationship between average increase in the remuneration of the employees with year to year financial performance of the Company. However, the increase in remuneration is considered taking into account, the individual performance vis a vis Company's annual plans, retention and motivation of the best talent that suits the requirement of the Company, criticality of the roles and responsibility of the individual concerned and the current compensation trends in the market.

(vi) Comparison of the remuneration of the key managerial personnel against the performance of the Company :

There is no direct relationship of remuneration of the Key Managerial Personnel with year to year financial performance of the Company.

(vii) (a) Variation in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year :

Particulars	31st March, 2015	31st March, 2014	% Change
Closing Market price per share (BSE)	(Rs.) 795.25	(Rs.) 260.00	205.87
Market Capitalisation	(Rs. Crores) 60.81	(Rs. Crores) 19.88	205.89
Price Earnings Ratio	112.01	7.39	1415.70

(b) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer :

Particulars	31st March, 2015	Rights Issue on 1st March, 1993	% Change
Market Price per share (BSE)	Rs.795.25	Rs.40.00 *	1888.12

* The Company made a Right Issue on 1-3-1993 at a price of Rs.40/- (including premium of Rs.30/- per share).

(viii) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

The average percentage increase in the last financial year in the salaries of employees other than Managerial Personnel was 15.11%. For computing average percentage increase in the salaries of the employees only the employees who have worked for the complete financial year 2013-14 and 2014-15 have been considered to make the figures comparable. There was no overall increase in the remuneration of Key Managerial Personnel in the last year.

(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company :

There is no direct relationship between the remuneration of the Key Managerial Personnel and year to year financial performance of the Company.

(x) The key parameters for any variable component of remuneration availed by the Directors :

All the Directors of the Company are Non Executive Directors and the variable component of their remuneration includes profit related commission.

(xi) The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year :

All the Directors are non-executive Directors and who receive remuneration by way of sitting fees and profit related commission. During the financial year 2014-15, the remuneration of all the Employees is in excess of the remuneration of the highest paid Director.

(xii) Affirmation that the remuneration is as per the Remuneration Policy of the Company :

The remuneration is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors

B. H. Reporter
Chairman

Mumbai, 27th May, 2015.

General Information to Shareholders

Attendance of Directors at Board Meetings, Committee Meetings and last Annual General Meeting

Name of the Director	Attendance at Meetings during 2014-15		
	Board Meetings	Committee Meetings	Last AGM
Mr. B. H. Reporter	7	–	Yes
Mr. Marco Wadia	7	5	Yes
Mr. Shailesh Sheth	6	6	Yes
Mr. F. K. Banatwalla	7	6	Yes
Mr. Pradeep Bhargava (upto 26.02.2015)	5	3	Yes
Mrs. Parviz Batliwala	2	–	Yes
Mr. Jai Prakash Agarwal (w.e.f. 21.01.2015)	2	–	No
Mr. Vishal Jain (w.e.f. 21.01.2015)	1	–	No

Sitting Fees to Directors :

The following directors have been paid sitting fee during the year 2014-15.

Name of the Director	Sitting fees paid (Rs.)
Mr. B. H. Reporter	35,000
Mr. Marco Wadia	55,000
Mr. Shailesh Sheth	54,000
Mr. F. K. Banatwalla	59,000
Mr. Pradeep Bhargava	37,000
Mrs. Parviz Batliwala	10,000
Mr. Jai Prakash Agarwal	10,000
Mr. Vishal Jain	5,000

Listing :

The Company's Equity shares have been listed on Bombay Stock Exchange.

Shareholding Pattern as on 31st March, 2015.

A. Shareholding of Promoter and Promoter group	No. of Shares	%
(i) Indian	3,70,890	48.50
(ii) Foreign (NRI)	–	–
Sub-Total	3,70,890	48.50
B. Public Shareholding		
(i) Financial Institutions/Banks	595	0.08
(ii) Bodies Corporate	11,977	1.56
(iii) Individuals	3,75,652	49.13
(iv) Individuals (NRI)	5,536	0.73
Sub-Total	3,93,760	51.50
GRAND TOTAL	7,64,650	100.00

Shares held in physical / demat mode as on 31st March, 2015.

	Demat	Physical	Total
No. of Shares	7,22,906	41,744	7,64,650
%	94.54	5.46	100.00
No. of Folios	1450	306	1756

To our Shareholders

We have just finished, hopefully, last of the toughest year where capital investments continued to be low.

The results of the year 2014-15 show marginal rise in Revenues compared to the previous year. Income for the year is Rs.7538 lacs as against Rs.7244 lacs in the previous year. Profit before tax stands at Rs.104 lacs as against Rs.389 lacs in the previous year. The Board of Directors has recommended a dividend of 50% (Rs.5/- per share).

The year 2014-15 saw a sea change in the country. New Government with clear majority took charge at Center. There is an air of optimism and expectations of good economic growth and ease of doing business. Given the reform push and the concrete steps being taken by Government to kickstart stalled projects, the prospects of beginning of a new capex cycle seem quite likely. We hope our customers will also start investing and we expect our product lines should also be doing better going forward.

Some of the key segments like Power and Automobiles to which our Company caters to continued to be slow last year which should show growth in coming year. Organized as well as unorganized competition vying for higher shares affected the price realizations affecting the profitability.

With a hope of market pick up, we are sharply focusing on increasing market share for revenue growth.

In **Engineered Products Division**, we operate in various private and Government segments. Automobile and auto ancillaries continued their decline which affected our bookings to large extent. We observed some movement in power segment wherein our Electrical business showed some improvement. Education and R&D establishments continued to invest at past rates. Going forward, we hope that a stable Government at the center will boost capital goods investments which should benefit our Company. During the year, Government has imposed Service Tax on commission earned in foreign currency and it impacted the Division adversely affecting the overall bottom line.

We plan to strengthen our Services business further by adding resources. This will help deepen our existing customer relationships deeper and also provide an opportunity to add new customers.

The **Material Handling Division** did slightly better in terms of order booking. We also used the year to focus on better Quality of products, streamlining manufacturing activities and focusing on commercial discipline. Lot of global competition, unorganized sector competition continues to put pressure on margins.

We do expect that warehousing and logistics activities to pick up as the overall health of economy improves. We are well placed to capture this growth.

Productivity improvement, Human resources and talent management continues to be the key challenge. Training, system and process focus, better employee engagement, sharper accountability culture continue to be our thrust areas in this regard. We are also planning to invest in CRM solutions to further improve our sales force productivity and customer experience.

We thank our Employees, Principals, Bankers, Suppliers, Shareholders and all the people associated with the Company, for their total co-operation and support.

Mumbai, 27th May, 2015.

B. H. Reporter
Chairman

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JOST'S ENGINEERING COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Jost's Engineering Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operation effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, Read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements - Refer Note 26 to the financial statements.
 - ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm Registration No. 110417W

CA. N. D. Anklesaria
Partner

Mumbai: 27th May, 2015.

Membership No. 10250

ANNEXURE TO THE AUDITORS' REPORT
Referred to in paragraph 1 of our Report of even date.

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of its Fixed Assets.
- b. All the assets have not been physically verified by the management during the year but there is a regular programme of verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. We are informed that no material discrepancies were noticed on such verification.
- ii. a. As explained to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c. On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material, having regard to the size of the company and the same have been properly dealt with.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the clauses (iii) (a) and (iii) (b) of paragraph 3 of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in the internal controls.
- v. The Company has not accepted any deposits from the public to which the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder and directions issued by R.B.I. would apply.
- vi. According to the information and explanations given to us, the Company is required to maintain cost records for certain products manufactured by the Company under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014. We are of the opinion that prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of these records.

ANNEXURE TO THE AUDITORS' REPORT (contd.)

Referred to in paragraph 1 of our Report of even date.

- vii. a. The Company is generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Valued Added Tax, Cess and any other material statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no outstanding statutory dues as at the last day of the financial year which were outstanding for a period of more than six months from the date they became payable.
- b. According to the records of the Company as at 31st March 2015, the following are the particulars of disputed dues on account of Income Tax, Sales Tax, Service Tax, Custom Duty and Excise Duty matters which have not been deposited.

Name of the Statute	Nature of Dues	Amount (Rs. in Lakhs)	Period to which matter relates	Forum where dispute is pending
The Andhra Pradesh General Sales Tax Act, 1956	Works Contract Tax	19.78		Asst. Commissioner Of Sales Tax (Appeals), Kanchipuram.
The Central Sales Tax Act, 1956 and Bombay Sales Tax Act, 1956	Sales Tax	0.33	A.Y. 2005-2006	Deputy Commissioner of Sales Tax, Mazgaon Mumbai.
The Central Sales Tax Act, 1956	Sales Tax	155.96	A.Y. 2002-2003	Jt. Commissioner Of Sales Tax (Appeals) Mumbai.
The Central Sales Tax Act, 1956	Sales Tax	138.66	A.Y. 2003-2004	Jt. Commissioner Of Sales Tax (Appeals) Mumbai.
The Bombay Sales Tax Act, 1956	Sales Tax	211.78	A.Y. 2003-2004	Jt. Commissioner Of Sales Tax (Appeals) Mumbai,
The Central Sales Tax Act, 1956	Sales Tax	19.18	A.Y. 2008-2009	Asst. Commissioner of Sales Tax Business Audit I Mumbai
MVAT Act, 2002	Sales Tax	3.25	A.Y. 2008-2009	Asst. Commissioner of Sales Tax Business Audit I Mumbai
Central Excise Act	Central Excise	42.55	1.4.2008 to 26.2.2010	Commissioner of Central Excise (Appeals) Mumbai - III, Belapur.
Central Excise Act	Central Excise	61.24	29.4.2008 to 31.7.2008	Commissioner of Central Excise (Appeals) Mumbai III, Belapur.
Central Excise Act	Central Excise	101.09	1.11.2012 to 31.10.2013	CESTAT Mumbai.
Central Excise Act	Central Excise	303.11	27.2.2010 to 31.10.2012	CESTAT, Mumbai.
Central Excise Act	Central Excise	647.79	1.5.2008 to 31.3.2013	CESTAT, Mumbai.
Central Excise Act	Central Excise	51.86	1.10.2011 to 31.3.2013	Additional Commissioner of Central Excise, Mumbai III Commissionerate.
Central Excise Act	Central Excise	19.78	1.12.2011 to 31.3.2013	Additional Commissioner of Central Excise, Pune III Commissionerate.
Central Excise Act	Central Excise	26.74	1.11.2013 to 31.3.2014	Additional Commissioner of Central Excise, Mumbai III Commissionerate.
Central Excise Act	Central Excise	25.76	1.4.2013 to 31.10.2014	Additional Commissioner of Central Excise, Mumbai III Commissionerate.
Finance Act	Service Tax	4.27	1.1.1999 to 31.3.2002	Assistant Commissioner of Service Tax, Mulund Division, Mumbai - III.
Finance Act	Service Tax	0.39	1.4.2002 to 31.3.2003	Assistant Commissioner of Service Tax, Mulund Division, Mumbai - III.
Finance Act	Service Tax	0.78	1.4.2005 to 20.9.2005	Assistant Commissioner of Service Tax, Division VI, Mumbai.
Finance Act	Service Tax	1.58	29.9.2001 to 29.1.2002	CESTAT Mumbai.
Finance Act	Service Tax	5.09	1.7.2000 to 31.3.2003	CESTAT Mumbai.
The Income Tax Act, 1961	Income Tax	6.99	A.Y. 2009-2010	CIT (A) - 5
The Income Tax Act. 1961	Income Tax	47.71	A.Y. 2011-2012	CIT (A) - 5

- c. The Company has transferred the amounts which are required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under within time.

ANNEXURE TO THE AUDITORS' REPORT (contd.)
Referred to in paragraph 1 of our Report of even date.

- viii. The Company has no accumulated losses as at 31st March, 2015 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given by the Management, during the year there is no default in the repayment of dues to any financial institutions or banks.
- x. In our opinion and according to the information and explanations given by the Management, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. On the basis of the records examined by us, and relying on the information compiled by the Company for co-relating the funds raised to the end-use of term loans, we state that the Company has, prima facie, applied the term loans for the purpose for which they were obtained.
- xii. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm Registration No. 110417W

CA. N. D. Anklesaria
Partner

Mumbai: 27th May, 2015.

Membership No. 10250

Balance Sheet as at 31st March, 2015

Particulars	Note No.	As at 31st March 2015 Rs. Lakhs	As at 31st March 2014 Rs. Lakhs
I. EQUITY AND LIABILITIES			
1) Shareholders' funds:			
(a) Share Capital	2	76.46	76.46
(b) Reserves and Surplus	3	1,441.88	1,446.58
2) Non-current liabilities:			
(a) Long-term borrowings	4	–	3.68
(b) Other Long term liabilities	5	20.96	21.46
(c) Long-term provisions	6	335.19	347.47
3) Current liabilities:			
(a) Short-term borrowings	7	236.55	99.76
(b) Trade payables	38	1,790.06	1,662.18
(c) Other current liabilities	8	422.67	411.14
(d) Short-term provisions	9	145.43	188.58
Total		<u>4,469.20</u>	<u>4,257.31</u>
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets		200.05	237.34
(ii) Intangible assets		5.12	4.65
(iii) Capital work-in-progress		–	–
	10	<u>205.17</u>	<u>241.99</u>
(b) Non-current investments	11	1.00	1.00
(c) Long-term loans and advances	12	19.04	18.01
2 Current assets			
(a) Current investments	13	9.87	8.92
(b) Inventories	14	1,046.66	1,053.59
(c) Trade receivables	15	2,556.79	2,363.05
(d) Cash and Cash Equivalents	16	240.29	247.07
(e) Short-term loans and advances	17	386.64	318.49
(f) Other current assets	18	3.74	5.19
Total		<u>4,469.20</u>	<u>4,257.31</u>

Summary of Significant Accounting Policies 1

Notes referred to above form an integral part of the Balance Sheet and should be read in conjunction therewith

As per our report of even date attached

For **SORAB S. ENGINEER & CO.**

Chartered Accountants

Firm Registration No. 110417W

CA N. D. ANKLESARIA

Partner

Membership No. 10250

Mumbai, 27th May, 2015

For and on behalf of the Board

F. K. Banatwalla Director

Jai Prakash Agarwal Director

Vishal Jain Director

C. B. Sagvekar Vice President and Company Secretary

M. G. Naik Chief Financial Officer

Mumbai, 27th May, 2015

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note No.	For the year ended	For the year ended
		31st March 2015	31st March 2014
		Rs. Lakhs	Rs. Lakhs
I. Revenue from operations	19	7,526.94	7,230.07
II. Other income	20	10.83	13.73
III. Total Revenue (I + II)		7,537.77	7,243.80
IV. Expenses:			
Cost of Materials Consumed	30	3,248.59	3,157.23
Purchases of Traded Goods	32	1,538.63	1,334.27
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	72.76	31.80
Employee benefits expenses	22	1,271.62	1,203.99
Other expenses	23	1,218.14	1,051.21
Finance costs	24	25.24	23.74
Depreciation and amortization expenses	10	58.53	52.57
Total expenses		7,433.51	6,854.81
V. Profit before exceptional and extraordinary items and tax (III-IV)		104.26	388.99
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V-VI)		104.26	388.99
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII-VIII)		104.26	388.99
X. Tax expense:			
(1) Current tax		50.00	120.00
(2) Deferred tax		-	-
(3) Short / (excess) provision for previous years		-	-
XI. Profit for the year (IX-X)		54.26	268.99
XII. Earnings per equity share: (in Rs.)	41		
(1) Basic		7.10	35.18
(2) Diluted		7.10	35.18

Summary of Significant Accounting Policies 1

Notes referred to above form an integral part of the statement of Profit and Loss and should be read in conjunction therewith

As per our report of even date attached

For **SORAB S. ENGINEER & CO.**

Chartered Accountants

Firm Registration No. 110417W

CA N. D. ANKLESARIA

Partner

Membership No. 10250

Mumbai, 27th May, 2015

For and on behalf of the Board

F. K. Banatwalla Director

Jai Prakash Agarwal Director

Vishal Jain Director

C. B. Sagvekar Vice President and Company Secretary

M. G. Naik Chief Financial Officer

Mumbai, 27th May, 2015

Cash Flow Statement for the year ended 31st March, 2015

	31st March, 2015 Rs. Lakhs	31st March, 2014 Rs. Lakhs
A) CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT BEFORE TAX	104.26	388.99
ADJUSTMENTS FOR:		
DEPRECIATION	58.53	52.57
DIVIDEND INCOME	(1.09)	(1.52)
INTEREST EXPENSES	25.24	23.74
INTEREST INCOMES	(9.35)	(10.71)
(PROFIT) / LOSS ON SALE OF ASSETS	(0.39)	(0.05)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	177.20	453.02
ADJUSTMENTS FOR:		
TRADE AND OTHER RECEIVABLES	(261.47)	45.34
INVENTORIES	6.93	(187.45)
TRADE AND OTHER PAYABLES	167.10	119.10
CASH GENERATED FROM OPERATIONS	89.76	430.01
DIRECT TAXES (FBT, Adv Tax & Tax Provisions)	(68.78)	(209.03)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	20.98	220.98
EXTRAORDINARY ITEMS	-	-
NET CASH FROM OPERATING ACTIVITIES	A 20.98	220.98
B) CASH FLOW FROM INVESTING ACTIVITIES:		
PURCHASE OF INVESTMENTS	-	3.63
PURCHASE/ADDITIONS TO FIXED ASSETS	(36.50)	(16.31)
SALE OF FIXED ASSETS	2.45	1.35
SALE OF INVESTMENTS	(0.94)	-
INTEREST RECEIVED	9.35	10.71
DIVIDEND RECEIVED	1.09	1.52
NET CASH USED IN INVESTING ACTIVITIES	B (24.55)	0.90
C) CASH FLOW FROM FINANCING ACTIVITIES:		
PROCEEDS FROM (REPAYMENT OF) BORROWINGS	133.11	(111.07)
DIVIDENDS PAID - ON EQUITY SHARES INCLUDING TAX	(111.08)	(133.30)
DIVIDENDS PAID - PREFERENCE SHARES INCLUDING TAX	-	-
INTEREST PAID	(25.24)	(23.74)
NET CASH USED IN FINANCING ACTIVITIES	C (3.21)	(268.10)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	A+B+C (6.78)	(46.22)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	247.07	293.29
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	240.29	247.07

Notes : 1. Figures in brackets represent deductions/outflows.
2. The figures for the previous year have been regrouped wherever necessary.

As per our report of even date attached

For **SORAB S. ENGINEER & CO.**

Chartered Accountants

Firm Registration No. 110417W

CA N. D. ANKLESARIA

Partner

Membership No. 10250

Mumbai, 27th May, 2015

For and on behalf of the Board

F. K. Banatwalla Director

Jai Prakash Agarwal Director

Vishal Jain Director

C. B. Sagvekar Vice President and
Company Secretary

M. G. Naik Chief Financial Officer

Mumbai, 27th May, 2015

Notes to the Financial Statements for the year ended 31st March, 2015

Note 1.

Significant Accounting Policies:

a. Basis of accounting:

The Financial statements are prepared under the historical cost convention on an accrual basis and are in accordance with the requirements of the Companies Act, 2013 ("the Act") and comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014.

The preparation of financial statements requires the management to make estimates and assumptions in the reported amounts of assets and liabilities (including current liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

b. Fixed assets and Depreciation/Amortisation:

All fixed assets are at cost of acquisition less depreciation/amortisation.

The carrying value of the fixed assets as on April 1, 2014 as well as the additions during the year have been depreciated over the remaining useful life of the assets on the written down value method as prescribed under Part C of Schedule II to the Companies Act, 2013.

Depreciation on additions to Fixed Assets has been provided on a prorata basis from the date of such additions.

c. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. No borrowing costs were eligible for capitalisation during the year.

d. Inventories:

Inventories are valued at cost or net realisable value whichever is lower. Cost is arrived at on the basis of weighted average method and includes applicable production overheads.

e. Investments:

Long-term investments are stated at cost. Provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments, where applicable.

Current Investments are stated at lower of cost and fair value.

f. Impairment of Assets:

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets when at the balance sheet date there are indications of impairment and the carrying amount of the assets, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss.

Notes to the Financial Statements for the year ended 31st March, 2015

Note 1. Significant Accounting Policies: (contd.)

g. Retirement Benefits:

The Company has various schemes of Retirement benefits such as Provident Fund, Superannuation and Gratuity. The Superannuation and Gratuity Schemes are duly approved by Income-tax authorities and the Company's contributions to all these schemes are charged against revenue every year. The Gratuity and Superannuation Fund benefits are administered by a Trust formed for this purpose through the Life Insurance Corporation of India. In respect of gratuity, a provision has been made on the basis of an actuarial valuation as at the end of the year.

The liability in respect of employees eligible for Leave encashment is provided for on the basis of an actuarial valuation as at the end of the year.

h. Foreign currency transactions:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. In respect of monetary items denominated in foreign currencies, exchange differences arising out of settlement or on conversion at the closing rate are recognised in the Statement of Profit and Loss, there being no liability incurred in foreign exchange for the purpose of acquiring fixed assets.

i. Taxation:

Provision for taxation has been made in accordance with the Income-tax laws and rules prevailing at the time of the relevant assessment years. Deferred tax has not been recognised in view of the position stated in Note 39.

j. Earning per share:

The Company reports basic and diluted earning per share (EPS) in accordance with Accounting Standard 20 - Earnings per share.

k. Contingent Liabilities:

Provision is made for all known liabilities. Contingent liabilities, if any, are disclosed in the accounts by way of a note.

Notes to the Financial Statements for the year ended 31st March, 2015

Note 2: Share Capital

Paid up share capital

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Rs. Lakhs	Number	Rs. Lakhs
Authorised				
Equity Shares of Rs. 10/- each	1,000,000	100.00	1,000,000	100.00
Issued				
Equity Shares of Rs. 10/- each	764,650	76.47	764,650	76.47
Subscribed & Fully Paid up				
Equity Shares of Rs. 10/- each	764,590	76.46	764,590	76.46
Subscribed but not fully Paid up				
Equity Shares of Rs. 10/- each	60	0.01	60	0.01

a. Reconciliation of shares outstanding at the beginning and end of the year

Particulars	Equity Shares	
	Number	Rs. Lakhs
Shares outstanding at the beginning of the year	764,650	76.46
Shares Issued during the year	–	–
Shares bought back during the year	–	–
Shares outstanding at the end of the year	764,650	76.46

b. The Equity Shares of the Company have voting rights and are subject to the restrictions as prescribed under the Companies Act, 2013.

c. The Company has no holding Company or subsidiaries or associates of holding Company.

d. List of shareholders holding more than 5% shares

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Burjor H. Reporter			76,420	9.99
Mrs. Aloo B. Reporter			73,450	9.61
Mrs. Parviz J. Batliwala			39,000	5.10
Bullows India Private Limited			71,040	9.29
Phiroze Sethna Private Limited			76,000	9.94
Mr. Jai Prakash Agarwal	80,550	10.53		
Mrs. Krishna Agarwal	40,000	5.23		
Mrs. Shikha Jain	92,477	12.09		
Mr. Vishal Jain	92,908	12.15		
Mr. Sharad K Shah	56,425	7.38		

e. During the last 5 years, the Company has neither issued any bonus shares nor allotted any shares pursuant to a contract without payment being received in Cash.
No shares have been bought back during the last 5 years.

f. Unpaid calls

As per records of the Company, no calls remain unpaid by the directors and officers of the Company as on 31st March, 2015.

g. As per records of the Company, no shares have been forfeited by the Company during the year.

Notes to the Financial Statements for the year ended 31st March, 2015

Note 3: Reserves and Surplus

Particulars	As at 31 March 2015 Rs. Lakhs	As at 31 March 2014 Rs. Lakhs
a. Securities Premium Account		
As per last Balance Sheet	115.79	115.79
b. General Reserve		
Opening Balance	237.52	210.52
(+) Current Year Transfer	5.00	27.00
(-) Adjustment of Depreciation (Note No. 45)	(12.73)	-
Closing Balance	<u>229.79</u>	<u>237.52</u>
c. Profit and Loss Account		
Opening balance	1,093.27	962.36
(+) Net Profit/(Net Loss) for the current year	54.26	268.99
(+) Transfer from Reserves	-	-
(-) Proposed Equity Dividend	38.23	95.58
(-) Distribution Tax on Proposed Equity Dividend	8.00	15.50
(-) Interim Dividends	-	-
(-) Transfer to Reserves	5.00	27.00
Closing Balance	<u>1,096.30</u>	<u>1,093.27</u>
Total	<u><u>1,441.88</u></u>	<u><u>1,446.58</u></u>

Note 4: Long Term Borrowings

Secured

a. Loan from banks

Secured by hypothecation of underlying assets

Long Term Debt

-	3.68
---	------

Total

-	3.68
---	------

Details of terms of Repayments

The above Loan is repayable in monthly instalments.

There has been no default in repayment of Principal and Interest on the above Loan.

Note 5: Other Long Term Liabilities

a. Dealer Deposits

20.96	21.46
-------	-------

Total

<u>20.96</u>	<u>21.46</u>
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Note 6: Long Term Provisions

Provision for employee benefits

Superannuation

30.83	49.58
-------	-------

Gratuity

209.34	220.06
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Leave Encashment

95.02	77.83
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Total

<u>335.19</u>	<u>347.47</u>
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Notes to the Financial Statements for the year ended 31st March, 2015

Note 7: Short Term Borrowings

Particulars	As at 31 March 2015 Rs. Lakhs	As at 31 March 2014 Rs. Lakhs
Cash Credit From a Bank		
Secured by hypothecation of stock and book debts and an equitable mortgage of the Company's properties at Thane on a pari-passu basis	233.16	99.76
Loan from Bank		
Secured by hypothecation of underlying assets	3.39	–
Total	<u>236.55</u>	<u>99.76</u>

Details of terms of Repayments

The above Loan is repayable in monthly instalments.

There has been no default in repayment of Principal and Interest on the above Loan.

Rate of Interest

- Cash Credit from banks carry interest rates ranging from 12.5% p.a. to 13.5% p.a.
- Loan from bank carries interest rate ranging from 12.5% p.a. to 13.5% p.a.

Note 8: Other Current Liabilities

(a) Current Maturities of Long Term Debt	–	15.64
(b) Income received in advance	17.47	23.09
(c) Dealer Deposits	2.41	2.41
(d) Unpaid dividends	15.60	14.99
(e) Other current liabilities	154.78	160.10
(f) Other Payables		
Central Excise, Customs Duty, VAT and Service Tax Payable	1.30	4.89
Tax Deducted at Source	12.00	11.25
Salary and Reimbursements	103.25	104.28
Provident Fund and other Employee Deductions	11.90	14.96
Advances from Customers	103.96	59.53
Total	<u>422.67</u>	<u>411.14</u>

Note 9: Short Term Provisions

Particulars	As at 31 March 2015		As at 31 March 2014	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
Provisions				
Provision for tax	1,175.49		1,125.49	
Less: Advance payment of income-tax	<u>1,167.70</u>	7.79	<u>1,098.93</u>	26.56
Provision for warranty claims		14.43		6.27
Proposed Equity Dividend		38.23		95.58
Distribution Tax on Proposed Equity Dividend		8.00		15.50
Provision for employee benefits				
Superannuation		4.06		1.19
Gratuity		49.51		21.78
Leave Encashment		23.41		21.70
Total		<u>145.43</u>		<u>188.58</u>

Notes to the Financial Statements for the year ended 31st March, 2015

Note 10: Fixed Assets

Rs. Lakhs

A Gross block, accumulated depreciation and net block

Particulars	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1st April 2014	Additions during the year	Deletion/ adjustments during the year	Balance as at 31st March 2015	Balance as at 1st April 2014	Opening WDV Adjustment (Note No. 45)	Dep. charge for the year	Dep. due to deletion/ adjustments	Balance as at 31st March 2015	Balance as at 31st March 2014	Balance as at 31st March 2015
a) Tangible Assets											
Leasehold Land	1.02	-	-	1.02	0.53	-	0.12	-	0.65	0.49	0.37
Buildings	42.61	-	-	42.61	40.22	-	0.03	-	40.25	2.39	2.36
Computers & Peripherals	276.83	12.25	8.96	280.12	262.54	9.01	8.92	8.04	272.43	14.29	7.69
Furniture and Fixtures	75.90	2.49	1.13	77.26	65.59	0.53	3.18	0.99	68.31	10.31	8.95
Office Equipment	21.21	2.87	1.10	22.98	19.02	1.09	0.82	1.06	19.87	2.19	3.11
Plant & Machinery	489.03	17.03	2.22	503.84	303.58	2.10	36.71	1.26	341.13	185.45	162.71
Vehicles	54.32	-	-	54.32	32.10	-	7.36	-	39.46	22.22	14.86
Total	960.92	34.64	13.41	982.15	723.58	12.73	57.14	11.35	782.10	237.34	200.05
(Previous Year)	(955.67)	(14.81)	(9.56)	(960.92)	(682.54)	-	(49.30)	(8.26)	(723.58)	(273.13)	(237.34)
b) Intangible Assets											
Technical Know-How	102.01	-	-	102.01	102.01	-	-	-	102.01	-	-
Trademarks	0.02	-	-	0.02	0.02	-	-	-	0.02	-	-
Computer Software	118.02	1.86	-	119.88	113.37	-	1.39	-	114.76	4.65	5.12
Total	220.05	1.86	-	221.91	215.40	-	1.39	-	216.79	4.65	5.12
(Previous Year)	(218.55)	(1.50)	-	(220.05)	(212.13)	-	(3.27)	-	(215.40)	(6.42)	(4.65)
Total	1,180.97	36.50	13.41	1,204.06	938.98	12.73	58.53	11.35	998.89	241.99	205.17
(Previous Year Total)	(1,174.22)	(16.31)	(9.56)	(1,180.97)	(894.67)	-	(52.57)	(8.26)	(938.98)	(279.55)	(241.99)

Note: As per Accounting Standard - 28 - "Impairment of Assets" issued by the Institute of Chartered Accountants of India, no provision for Impairment of Assets is required.

Notes to the Financial Statements for the year ended 31st March, 2015

Note 11: Non Current Investments

Particulars	Nominal Value Rs.	Number of Shares	As at 31 March 2015 Rs. Lakhs	As at 31 March 2014 Rs. Lakhs
A Trade Investments (At Cost)				
a. Investment in Equity instruments (Unquoted) (Fully Paid up)				
The Zoroastrian Co-operative Bank Ltd.	25	4,000	1.00	1.00
Total (A)			<u>1.00</u>	<u>1.00</u>
Total			<u><u>1.00</u></u>	<u><u>1.00</u></u>
a Aggregate Book Value of Investments				
Unquoted - At Cost			1.00	1.00
b There is no diminution in the value of the Investment.				
c Disclosure as per AS-13 (Accounting For Investments)				
Long Term Investments			1.00	1.00

Note 12: Long Term Loans and Advances

a. Security Deposits				
Unsecured, considered good			19.04	18.01
Total			<u>19.04</u>	<u>18.01</u>

Note 13: Current Investments (At cost)

Particulars	NAV as on 31st March 2015 Rs.	Number	As at 31 March 2015 Rs. Lakhs	As at 31 March 2014 Rs. Lakhs
A. Investments in Mutual Funds				
Reliance Money Manager Fund	1,002.74	673.540	6.75	8.92
Reliance Liquid Plus Fund	1,002.76	311.420	3.12	—
Total			<u>9.87</u>	<u>8.92</u>
a Aggregate Book Value of Investments				
Quoted - At Cost			9.87	8.92

Footnote:

Market Value of Quoted Investments - Rs. 9.88 Lacs (Previous Year - Rs. 8.93 Lacs).

Notes to the Financial Statements for the year ended 31st March, 2015

Note 14: Inventories (Valued at lower of cost or net realisable value)

Particulars	As at 31 March 2015 Rs. Lakhs	As at 31 March 2014 Rs. Lakhs
a. Raw Materials and components	557.37	495.32
b. Work-in-progress	181.99	189.44
c. Finished goods	16.46	–
d. Stock-in-trade	285.45	367.22
e. Stores and spares	5.39	1.61
Total	1,046.66	1,053.59

Note 15: Trade Receivables

(Unsecured - Considered good unless otherwise stated)

Trade receivables outstanding for a period exceeding six months from the date they are due for payment

Considered good	485.08	884.01
Considered doubtful	62.01	57.60
	547.09	941.61
Less: Provision for doubtful debts	62.01	57.60
	485.08	884.01
Others	2,071.71	1,479.04
	2,071.71	1,479.04
Total	2,556.79	2,363.05

Note 16: Cash and Cash Equivalents

Cash and cash equivalents

a. Cash on Hand	1.33	1.17
b. Balances with Banks on Current Accounts (with Scheduled Banks)	129.50	100.44
	130.83	101.61

Other Bank Balances

a. Balances held for unpaid dividends	15.60	14.99
b. Bank Deposits as Margin money	93.86	130.47
	109.46	145.46
Total	240.29	247.07

Notes to the Financial Statements for the year ended 31st March, 2015

Note 17: Short term loans and advances

Particulars	As at 31 March 2015		As at 31 March 2014	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
Advances Recoverable in Cash or in Kind				
Unsecured, considered good	127.30		164.82	
Unsecured, considered doubtful	<u>5.63</u>	132.93	<u>11.59</u>	176.41
Less : Provision for doubtful advances		<u>5.63</u>		<u>11.59</u>
		127.30		164.82
Balances with Government authorities		<u>259.34</u>		<u>153.67</u>
Total		<u><u>386.64</u></u>		<u><u>318.49</u></u>

Note 18: Other Current Assets

Interest Accrued on Bank Deposits		<u>3.74</u>	<u>5.19</u>
Total		<u><u>3.74</u></u>	<u><u>5.19</u></u>

Notes to the Financial Statements for the year ended 31st March, 2015

Note 19: Revenue from operations

Particulars	For the year ended 31 March 2015 Rs. Lakhs	For the year ended 31 March 2014 Rs. Lakhs
A Sale of manufactured goods	5,193.89	5,007.60
Less: Excise duty	588.63	469.39
Sale of manufactured goods (net of excise)	<u>4,605.26</u>	<u>4,538.21</u>
B Sale of traded goods	2,031.53	1,708.31
Other Operating Revenues		
C Commission Income	519.72	582.43
D Sale of services	354.48	392.59
E Scrap and sundry sales	6.75	8.53
F Other operating income	9.20	–
Total	<u><u>7,526.94</u></u>	<u><u>7,230.07</u></u>

Note 20: Other Income

A Interest Income	9.35	10.71
B Dividend Income	1.09	1.52
C Net gain/loss on foreign currency transactions and translation (NET)	–	1.45
D Net gain/loss on sale of fixed assets (NET)	0.39	0.05
Total	<u><u>10.83</u></u>	<u><u>13.73</u></u>

Note 21: Changes in Inventories

Changes in Inventories of Finished Goods,
Work-in-Progress and Stock in Trade

Opening Stocks :

Finished Goods - Manufactured	–	25.66
Finished Goods - Traded	367.22	397.04
Work-in-Progress	189.44	165.76
	<u>556.66</u>	<u>588.46</u>

Less: Closing Stocks :

Finished Goods - Manufactured	16.46	–
Finished Goods - Traded	285.45	367.22
Work-in-Progress	181.99	189.44
	<u>483.90</u>	<u>556.66</u>
	<u>72.76</u>	<u>31.80</u>

* Includes increase in Excise Duty on Closing Stock of Finished Goods Rs. 1.94 Lacs (Previous Year increase of Rs. Nil)

Notes to the Financial Statements for the year ended 31st March, 2015

Note 22: Employee Benefit Expenses

Particulars	For the year ended 31 March 2015 Rs. Lakhs	For the year ended 31 March 2014 Rs. Lakhs
A Salaries and incentives	1,146.20	1,057.62
B Contributions to provident and other funds	88.12	105.05
C Staff welfare expenses	37.30	41.32
Total	1,271.62	1,203.99

Note 23: Other Expenses

a Sub contract and labour charges	67.28	70.46
b Stores and spare parts consumed (indigenous)	13.43	11.63
c Fuel and power	35.98	35.85
d Repairs to buildings	2.18	0.02
e Repairs to machinery	5.57	4.96
f Rent	96.62	90.17
g Rates and taxes	43.92	18.33
h Insurances	14.24	12.68
i Travelling expenses	135.08	118.52
j Postage, telephone and internet	39.51	36.33
k Printing and stationery	12.59	13.59
l Legal and professional charges	164.07	129.77
m Conveyance expenses	80.89	75.26
n Provision for doubtful debts	40.79	42.79
o Provision for doubtful advances & Deposits	4.48	-
p Freight on sales	154.67	155.00
q Commission expense	55.14	50.33
r Motor vehicle expense	10.98	9.31
s Commission to directors	4.50	9.00
t Directors' fees	2.65	1.45
u Net gain/loss on foreign currency transactions and translation (NET)	31.31	-
v Miscellaneous expenses	202.26	165.75
Total	1,218.14	1,051.21

Note 24: Finance Costs

A Interest expense	25.24	23.74
Total	25.24	23.74

Notes to the Financial Statements for the year ended 31st March, 2015

25. Capital and other Commitments:

Estimated amount of contracts to be executed on capital account and not provided for as at 31st March 2015 – Rs. NIL (31.03.14 Rs. Nil)

	As At		As At	
	31.03.2015		31.03.2014	
	Rs. Lakhs		Rs. Lakhs	
26. Contingent Liabilities not provided for:				
i) Disputed Sales Tax matters		548.94		669.67
ii) Disputed Service Tax matters		12.11		12.11
iii) Bank Guarantees for performance contracts		420.31		479.22
iv) Disputed Income Tax Matters		54.70		54.70
v) Central excise matters		1413.83		1287.50
vi) Other disputed matters		8.50		8.50
	Qty.	March, 2015	Qty.	March, 2014
	Nos.	Rs. Lakhs	Nos.	Rs. Lakhs
27. Sales:				
Material Handling Equipment	14153	4039.75	2738	4024.18
Other Equipment	1050	1658.48	1157	1273.15
Components, accessories, spares, etc. (Including traded goods)		938.56		949.19
		6636.79		6246.52
28. Opening Stock of Finished Goods:				
Material Handling Equipment	0	0.00	4	25.66
Other Equipment	290	231.30	279	159.66
Components, accessories, spares, etc. (Including traded goods)		135.92		237.38
		367.22		422.70
29. Closing Stock of Finished Goods:				
Material Handling Equipment	1	16.46	0	0.00
Other Equipment	249	133.63	290	231.30
Components, accessories, spares, etc. (Including traded goods)		151.82		135.92
		301.91		367.22
30. Cost of Materials consumed:				
Steel	124.79 tons	53.55	202.66 tons	80.25
Batteries	679 Nos.	389.18	639 Nos.	365.33
Others		2805.86		2711.65
Value of raw materials and components consumed		3248.59		3157.23

Notes to the Financial Statements for the year ended 31st March, 2015

		March, 2015 Rs. Lakhs		March, 2014 Rs. Lakhs
31. Value of imported raw materials and components consumed	15.06%	489.31	9.29%	293.21
Value of indigenous raw materials and components consumed	84.94%	2759.28	90.71%	2864.02
	<u>100.00%</u>	<u>3248.59</u>	<u>100.00%</u>	<u>3157.23</u>

Consumption in quantity and value has been ascertained on the basis of opening stock plus purchases less closing stock and includes adjustments on account of excesses and shortages as ascertained on physical count.

	Qty. Nos.	March, 2015 Rs. Lakhs	Qty. Nos.	March, 2014 Rs. Lakhs
32. Purchase of Traded goods:				
Other Equipment	1009	1056.84	1168	980.81
Components, accessories, spares, etc.		481.79		353.46
		<u>1538.63</u>		<u>1334.27</u>
33. C.I.F. value of imports in respect of:				
(i) Components		474.23		452.22
(ii) Traded goods		162.98		262.54
34. Expenditure in Foreign Currency:				
(i) Travelling		5.49		4.36
(ii) Exhibition		Nil		3.43
(iii) Membership Subscription		Nil		0.02
35. Earnings in Foreign Exchange:				
(i) Commission		513.84		573.84
(ii) Export of goods (F.O.B. value)		7.24		29.54
36. Details of Auditors' Remuneration: (Excluding Service Tax)				
(a) Audit fees		11.00		11.00
(b) Report under Section 44AB of Income-tax Act, 1961		4.05		4.00
(c) Other services		6.50		6.80
(d) Reimbursement of out-of-pocket expenses		0.44		0.43
37. Transactions with related parties as identified by the Company and relied upon by the Auditors:				
(a) Names of related parties and nature of relationship:				
Bullows India Private Limited	}		Associate Companies	
Bullows Paint Equipment Private Limited				
Phiroze Sethna Private Limited				
Gramos Chemicals (India) Private Limited				
B. H. Reporter, Chairman	}		Board of Directors, being Key Management Personnel	
F. K. Banatwalla				
S. Sheth				
M. Wadia				
Pradeep Bhargava (upto 26.02.2015)				
Parviz Batliwala				
J P Agarwal (w.e.f. 21.01.2015)				
Vishal Jain (w.e.f. 21.01.2015)				

Notes to the Financial Statements for the year ended 31st March, 2015

37. (b) Nature of transactions:	March, 2015	March, 2014
Associate Companies:	Rs. Lakhs	Rs. Lakhs
Purchase of Machinery / Goods		
Bullows Paint Equipment Private Limited	0.02	0.45
Sale of Goods		
Bullows Paint Equipment Private Limited	0.02	1.70
Phiroze Sethna Private Limited	0.65	0.34
Services Rendered		
Phiroze Sethna Private Limited	Nil	Nil
Amount Received Against Expenses		
Bullows Paint Equipment Private Limited	2.46	2.56
Phiroze Sethna Private Limited	Nil	Nil
Amount Paid Against Expenses		
Gramos Chemicals (India) Pvt. Ltd.	46.01	36.40
Phiroze Sethna Private Limited	Nil	Nil
Receivable As At The End of The Year		
Phiroze Sethna Private Limited	Nil	Nil
Bullows Paint Equipment Private Limited	0.53	0.04
Payable As At The End of the year		
Bullows Paint Equipment Private Limited	Nil	Nil

Key Management Personnel;

Names of the Directors	March, 2015		March, 2014	
	Commission	Sitting	Commission	Sitting
	Paid	fees paid	Paid	fees paid
B. H. Reporter	2.24	0.35	8.00	0.30
S. Sheth	1.13	0.54	1.25	0.25
M. Wadia	1.13	0.55	1.25	0.30
F. K. Banatwalla	1.13	0.59	1.25	0.25
Pradeep Bhargava	1.13	0.37	1.25	0.25
Parviz Batliwala	2.24	0.10	0.00	0.10
J. P. Agarwal	-	0.10	-	-
Vishal Jain	-	0.05	-	-

Notes to the Financial Statements for the year ended 31st March, 2015

38. Micro and Small Enterprises Dues

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures regarding:

- Amount due and outstanding to suppliers as at the end of the accounting year.
- Interest paid during the year.
- Interest payable at the end of the accounting year.
- Interest accrued and unpaid at the end of the accounting year have not been given.

The Company is making efforts to get the confirmations from the suppliers as regards their status under the Act.

39. Deferred Tax :

Nature of timing difference	Deferred tax (Liability)/Asset As At 31st March, 2014 Rs. Lakhs	Credit/(charge) for the year Rs. Lakhs	Deferred tax (Liability)/Asset As At 31st March, 2015 Rs. Lakhs
Deferred Tax Assets (DTA)			
(a) Provision for doubtful debts	26.66	2.88	29.54
(b) Disallowances U/S 43B	137.49	6.22	143.71
Sub-total	164.15	9.10	173.25
Deferred Tax Liabilities (DTL)			
(a) On Depreciation	(8.36)	(7.01)	(15.37)
Sub-total	(8.36)	(7.01)	(15.37)
As a measure of prudence DTA has been restricted to the extent of DTL.	8.36	7.01	15.37
Net Amount	Nil	Nil	Nil

Notes to the Financial Statements for the year ended 31st March, 2015

40. Segment Information

(i) Primary Segments - Business Segment	Material Handling	Engineered Products	31.03.2015 Rs. Lakhs Total
A REVENUE:			
Segment revenue			
Sales to external customers	4753.86 [4781.33]	1882.92 [1465.19]	6636.78 [6246.52]
Commission income	(7.54) [17.31]	527.27 [565.12]	519.73 [582.43]
Other income	168.76 [178.94]	203.69 [220.16]	372.45 [401.10]
	<u>4915.08</u> [4977.58]	<u>2613.88</u> [2252.47]	<u>7528.96</u> [7230.05]
Unallocated income	–	–	8.80 [13.74]
Total			<u>7537.76</u> <u>[7243.80]</u>
B RESULTS:			
Segment results/operating (loss)/profit	125.28 [314.75]	370.63 [417.97]	495.91 [732.72]
Unallocated income (Including income from Interest/Dividend)			8.80 [9.97]
Unallocated expenses			375.21 [329.96]
Interest Expenses			25.24 [23.74]
(Loss)/profit before tax			104.26 [388.99]
Provision for taxation - current tax			50.00 [120.00]
Excess Provisions for Income Tax in respect of earlier years			0.00 [0.00]
Profit after tax			<u>54.26</u> <u>[268.99]</u>

Notes to the Financial Statements for the year ended 31st March, 2015

40. Segment Information (contd.)

			31.03.2015
(i) Primary Segments - Business Segment (contd.)	Material Handling	Engineered Products	Rs. Lakhs Total
C OTHER INFORMATION:			
a) Segment assets	2810.74 [2824.28]	1344.48 [1126.21]	4155.22 [3950.49]
b) Unallocated assets			313.98 [306.83]
Total assets			4469.20 [4257.32]
c) Segment liabilities	1846.85 [1892.35]	724.06 [544.91]	2570.91 [2437.26]
d) Unallocated liabilities (Including share capital and reserves)			1898.29 [1820.05]
Total liabilities			4469.20 [4257.31]
e) Cost incurred during the financial year to acquire segment fixed assets	12.23 [12.82]	18.21 [1.50]	30.44 [14.32]
f) Cost incurred during the financial year to acquire segment fixed assets (Unallocated)			6.06 [1.99]
g) Depreciation	30.89 [28.41]	22.07 [18.17]	52.96 [46.58]
h) Depreciation (Unallocated)			5.58 [5.99]
i) Non-cash expenses other than depreciation	0.00 [0.00]	0.00 [0.00]	0.00 [0.00]

Note:

The Company has disclosed Business Segments as the Primary Segments. The segments have been identified taking into account the nature of the products, the differing risks & returns, the organisational structure and internal reporting system. The Company's operations predominantly relate to manufacturing of Material Handling Equipment.

The other Business Segment reported is Engineered Products.

There are no reportable geographical segments as the export turnover is not significant. Segment results include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.

41. Earning per Share

	Year ended March, 2015	Year ended March, 2014
i. Profit after tax (Rs. in Lakhs)	54.26	268.99
ii. Weighted average number of Equity Shares (Nos.)	764650	764650
iii. Earning per share (Rs.) (Basic and Diluted)	7.10	35.18
iv. Face value per share (Rs.)	10	10

Notes to the Financial Statements for the year ended 31st March, 2015

42. Disclosure in respect of provision for Warranty Claims:

Particulars	2014-15 Rs. Lakhs	2013-14 Rs. Lakhs
Opening provision	6.27	14.39
Provision reversed during the year on account of expiry of warranty period	–	21.30
Fresh provision made for current year (Net)	8.16	13.18
Closing Provision	14.43	6.27

43. During the Year the Company has provided Rs. 41.01 Lakhs (Previous Year Rs. 44.79 Lakhs) on account of Gratuity and Rs. Nil (Previous Year Rs. 13.47 Lakhs) on account of Superannuation payable to its employees. The amounts due as on 31st March, 2015 to the Gratuity Fund and Superannuation Fund are Rs. 258.84 Lakhs (Previous Year Rs. 241.83 Lakhs) and Rs. 34.89 Lakhs (Previous Year Rs. 50.77 Lakhs) respectively.

44. Employee Benefits:

Consequent to the adoption of Accounting Standard on Employee Benefits (AS15) (Revised 2005) issued by the Institute of Chartered Accountants of India, the following disclosures have been made as required by the Standard:

DEFINED BENEFIT PLANS

A. CONTRIBUTION TO GRATUITY FUND

The details of the Company's Gratuity Fund for its employees are given below which have been certified by Life Insurance Corporation of India as on 31st March, 2015 and relied upon by the auditors.

I. Components of Employer Expenses:

	Particulars	31.03.2015 Rs. Lakhs	31.03.2014 Rs. Lakhs
(a)	Current Service Cost	13.02	12.82
(b)	Interest Cost	21.80	20.62
(c)	Expected Return on Plan Assets	1.70	1.90
(d)	Curtailment Cost/Credit	–	–
(e)	Past service Cost	–	–
(f)	Settlement Cost	–	–
(g)	Actuarial Losses/(Gains)	12.13	9.02
(h)	Total Expense recognised in Statement of Profit and Loss under payments to and Provisions for Employees	45.25	40.56

II. Net Liability/(Asset) recognised in Balance Sheet as at 31st March, 2015

	Particulars	31.03.2015 Rs. Lakhs	31.03.2014 Rs. Lakhs
(a)	Present Value of obligation as at 31st March, 2015	284.89	272.51
(b)	Fair Value of Plan Assets as at 31st March, 2015	14.68	24.66
(c)	Liability/(Asset) recognised in the Balance Sheet	270.21	247.85

Notes to the Financial Statements for the year ended 31st March, 2015

44. Employee Benefits (contd.)

DEFINED BENEFIT PLANS (contd.)

III. Change in Defined Benefit Obligation (DBO) during the year ended 31st March, 2015

	Particulars	31.03.2015 Rs. Lakhs	31.03.2014 Rs. Lakhs
(a)	Present Value of obligation as at 31st March, 2014	272.51	257.80
(b)	Current Service Cost	13.02	12.82
(c)	Interest Cost	21.80	20.62
(d)	Curtailment Cost / Credit	-	-
(e)	Settlement Cost / Credit	-	-
(f)	Plan Amendments	-	-
(g)	Acquisitions	-	-
(h)	Actuarial Loss / (Gain)	12.13	9.02
(i)	Benefit Paid	34.57	27.75
(j)	Present value of obligation as at 31st March, 2015	284.89	272.51

IV. Change in the fair value of Plan Assets

	Particulars	31.03.2015 Rs. Lakhs	31.03.2014 Rs. Lakhs
(a)	Fair value of Plan Assets as at 31st March, 2014	24.66	24.51
(b)	Acquisition Adjustment	-	-
(c)	Expected Returns on Plan Assets	1.70	1.90
(d)	Actuarial Gain/(Loss)	-	-
(e)	Actual Company contribution	22.89	26.00
(f)	Benefits Paid	(34.57)	(27.75)
(g)	Fair Value of Plan Assets as at 31st March, 2015	14.68	24.66

V. Actuarial assumptions:

	Particulars	31.03.2015	31.03.2014
(a)	Discount Rate	8%	8%
(b)	Salary Escalation	3%	3%

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Notes to the Financial Statements for the year ended 31st March, 2015

44. Employee Benefits (contd.)

DEFINED BENEFIT PLANS (contd.)

B. LEAVE ENCASHMENT

Payments to and Provisions for Employees includes Rs. 23.85 Lakhs (Previous Year net of Rs. 3.68 Lakhs) towards provision made as per Actuarial Valuation in respect of accumulated Leave Encashment.

DEFINED CONTRIBUTION PLANS

The company has recognised the following amounts in the Statement of Profit and Loss for Defined Contribution Plans:

Particulars	31.03.2015 Rs. Lakhs	31.03.2014 Rs. Lakhs
Provident Fund (State Plan)	42.75	25.54
Employees State Insurance (State Plan)	2.88	3.58
Superannuation Fund	0.00	13.47

45. During the year ended 31st March, 2015, the company has provided depreciation on Fixed Assets considering the remaining useful lives specified in schedule II of the Companies Act 2013, or as reassessed by the company. Consequently the depreciation for the year ended 31st March, 2015 is higher by Rs. 6.48 Lakhs.

Further an amount of Rs. 12.73 Lakhs representing the carrying amount of assets with revised useful life as Nil as on 1st April, 2014 has been charged to the Opening Reserves as on 1st April, 2014.

46. Change in Promoter and Promoter Group

On 21st January, 2015, the erstwhile Promoter and Promoter Group, namely, Mr. B. H. Reporter, Mrs. A. B. Reporter, Mrs. Parviz Batliwala, Mr. Farrokh J. Batliwala, Ms. Shireen J. Batliwala, Bullows India Private Limited and Phiroze Sethna Private Limited sold their entire shareholding i.e. 3,69,910 Equity Shares (48.38%) to the new Promoter and Promoter Group, namely Mr. Jai Prakash Agarwal, Mr. Vishal Jain, Mrs. Krishna Agarwal, Mr. Abhishek Agarwal, J. P. Agarwal & Sons (HUF), Mr. Rajendra Kumar Agarwal, Mrs. Anita Agarwal and Mrs. Shikha Jain, pursuant to the Share Purchase Agreement entered into between them on 30th August, 2014.

47. Certain balances for the receivables and payables of the Company are subject to reconciliation, confirmation and consequential adjustments/provisions, the amounts whereof have not been determined.

48. The figures for the previous year have been regrouped/restated wherever necessary to conform to the classification of the current year.

Signatures to Notes 1 to 48

As per our report of even date attached

For **SORAB S. ENGINEER & CO.**

Chartered Accountants

Firm Registration No. 110417W

CA N. D. ANKLESARIA

Partner

Membership No. 10250

Mumbai, 27th May, 2015

For and on behalf of the Board

F. K. Banatwalla Director

Jai Prakash Agarwal Director

Vishal Jain Director

C. B. Sagvekar Vice President and
Company Secretary

M. G. Naik Chief Financial Officer

Mumbai, 27th May, 2015



Since 1907

Jost's Engineering Company Limited

Registered Office: Great Social Building, 60, Sir Phirozeshah Mehta Road, Mumbai 400001. India
 CIN : L28100MH1907PLC000252, Tel. : +91 22 6120 2300, Fax : +91 22 6120 2345
 E-mail : jostsho@josts.in Website : www.josts.com

BALLOT FORM

Registered Folio/DP ID & Client ID	
Name and Address of the shareholder(s)	
Joint Holder 1 Joint Holder 2	
Number of Share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following resolutions stated in the Notice of the Hundred and Eighth Annual General Meeting of the Company to be held on Friday, August 14, 2015 by sending my/our assent or dissent to the said Resolutions by placing the tick (☐) mark at the appropriate box below:

Item No.	Description of Resolutions	No. of Shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
1	Adoption of Financial Statements for the year ended 31st March, 2015 and reports of Directors and Auditors thereon.			
2	Declaration of Dividend for the year ended 31st March, 2015.			
3	Re-appointment of Mrs. Parviz Batliwala (DIN 02875266) who retires by rotation.			
4	Appointment of Messrs. Sorab S. Engineer & Co., Chartered Accountants, as Auditors and fixing their remuneration.			
5	Appointment of Mr. Jai Prakash Agarwal (DIN 00242232) as a Director liable to retire by rotation.			
6	Appointment of Mr. Vishal Jain (DIN 00709250) as a Director liable to retire by rotation.			
7	Consent of the Company to the Board of Directors to mortgage and / or charge any movable or immovable properties of the Company.			
8	Consent of the Company to the Board of Directors for borrowing monies in excess of aggregate of paid up capital and free reserves subject to limit of Rs. 30 crores.			
9	Appointment of M/s. Devarajan Swaminathan & Co. as Cost Auditors for the year ended 31st March, 2015.			
10	Approval for adoption of new set of Articles of Association in substitution and entire exclusion of existing Articles of Association of the Company.			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions given overleaf carefully before exercising your vote.

(P.T.O.)

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting by Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the Note No. 8 appended to the Notice of the Meeting.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer, M/s. Sandeep Dar & Co., Company Secretaries, at the self-address envelope enclosed with the form.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depository. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next name joint holder. A Power of Attorney (PoA) holder may vote on behalf of a Member, mentioning the registration number of the PoA registered with the Company or enclosing an attested copy of the PoA. Exercise of vote by ballot is not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (☐) mark in the column provided in the Ballot Form.
5. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on 7th August, 2015.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 13th August, 2015 (5.00 p.m. IST). Ballot Form received thereafter will not be considered.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot will be final.
10. The Results of the e-voting / ballot will be declared not later than three days of conclusion of the Annual General Meeting i.e. 17th August, 2015. 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.

To :

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.

Dear Sir,

Consent for receiving documents in electronic form

Members holding shares in Electronic Mode

I / We hereby give my / our CONSENT to the Company to use my / our registered E-mail ID in my / our Demat Account with the Depository Participant for sending the Notices of General Meetings, Annual Report, Postal Ballot and other Shareholders' communication to me / us.

1. Name(s) of Shareholder(s) : 1
- (including joint holder, if any) 2
- 3
2. No. of Shares held :
3. DP ID / Client ID Number :
4. Signature(s) of the Shareholder(s) : 1
- 2
- 3

Members holding shares in Physical Mode

I / We hereby give my / our CONSENT to the Company, to use my / our following e-mail id for sending the Notices of General Meetings, Annual Report, Postal Ballot and other Shareholders' communication to me / us.

1. Name(s) of Shareholder(s) : 1
- (including joint holder, if any) 2
- 3
2. No. of Shares held :
3. Registered Folio Number :
4. E-mail ID :
5. Signature(s) of the Shareholder(s) : 1
- 2
- 3

Place :

Date :