

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

28<sup>th</sup> May, 2025

Dear Sir,

**Scrip Code- 505750**

**Subject: Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup>  
March, 2025**

Dear Sir/ Madam,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company issued by M/ s Akshay Gupta & Co., Company Secretaries, for the financial year 2024-25.

Kindly take the same on record.

Thanking You,  
**For Jost's Engineering Company Limited**

  


Babita Kumari  
Company Secretary  
M. No.: A40774



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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF JOSTS ENGINEERING  
COMPANY LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015]**

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

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

for the financial year ended 31<sup>st</sup> March, 2025 (“Review Period”) in respect of compliance with the provisions of:

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

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

- a. The Securities and Exchange Board of India (LODR) Regulations, 2015;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- ***(Not applicable to the company during the audit period);***
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021- ***(Not applicable to the company during the audit period);***
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations, 2021- ***(Not applicable to the company during the audit period);***
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- i. The securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- j. The securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- k. The securities and Exchange Board of India (Intermediaries) Regulations, 2008;
- l. The securities and Exchange Board of India (Procedure for Board Meetings) Regulations, 2001;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management response	Remarks
1.	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to disclosure of Pendency of any litigation(s) or dispute(s) or the outcome	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Circular No. SEBI Circular SEBI/HO/C FD/C FD-	Company failed to disclose the litigation pending before GST Authorities for the amount involving INR 55.89 Lakhs.	-	-	Company failed to disclose the litigation pending before GST Authorities for the amount involving INR 55.89 Lakhs.	-	Company is required to disclose the Pendency of any litigation (s) or dispute (s) or the outcome thereof which may have an impact on the listed entity as per the Circular issue by the SEBI Circular No. SEBI Circular	Upon reviewing our internal processes, we realized that the litigation was not disclosed as required under Regulation 30 of SEBI (Listin	The disclosure has been reported in the Integrated Corporate Governance report for the quarter ended 31st Marc



thereof which may have an impact on the listed entity as per SEBI Circular No. SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.	PoD-1/P/CIR/2023/123 dated July 13, 2023.						SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, but Company has failed to disclose the information of continuing litigation to the Stock Exchange as required to disclose Under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. However, on knowing of the facts the company has reported the disclosure in the	g Obligations and Disclosure Requirements) Regulations, 2015. We have taken immediate action to: 1. Disclose the pending litigation to the stock exchange(s) in Integrated Corporate Governance for the quarter ended 31st March, 2025 so as to compl	h, 2025 filed by the Company .
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Secretarial Standards:  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	-
2.	Adoption and timely updation of the Policies:  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	YES  YES	-  -

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

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8	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<p>YES</p> <p>NA</p>	<p>-</p> <p>b) Please refer Point no. 8a)</p>
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes <i>Except the one regarding the pendency of litigation before GST authorities as mentioned above also in point (a)</i></p>	<p>As per SEBI Circular No. SEBI/HO/CFD/C FD-PoD-1/P/CIR/2023/123 dated July 13, 2023, Company has failed to disclose the information of continuing litigation to the Stock Exchange as required to disclose Under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015</p>
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>YES</p>	<p>-</p>

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11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	YES  NA	No such event
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	No such event
13	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	NA	No additional non-compliances are observed/reported during the reporting period under review as per the explanations and confirmations provided by the management of the Company <u>EXCEPT</u> as reported above

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We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.: **NA**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Akshay Gupta & Company,  
Practicing Company Secretaries**

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**CS AKSHAY GUPTA**  
**Proprietor**

**FCS No.: 12960**

**COP No.: 21448**

**Peer Review No.: 1872/2022**

**Unique Code No.: S2018RJ64900**

**UDIN: F012960G000452663**

**Date : 27.05.2025**

**Place : Kota**