

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated November 08, 2017 (“Letter of Offer”). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

The Company has dispatched hard copy of the Abridged Letter of Offer along with the Composite Application (“CAF”) to the Eligible Shareholders at their Indian addresses registered with their depository. You may also download the Letter of Offer from the websites of SEBI, the Stock Exchange where Equity Shares of our Company are listed i.e. BSE Limited and the Lead Manager to the Issue i.e. Fedex Securities Limited at www.sebi.gov.in, www.bseindia.com and www.fedsec.in respectively.



Since 1907

JOST'S ENGINEERING COMPANY LIMITED

Registered and Corporate Office: - Great Social Building, 60, Sir Phirozeshah Mehta Road, Mumbai 400001

Tel No.: 022 6237 8200 **Fax No.:** 022 6237 8201 **E-mail:** jostsho@josts.in

Contact Person: Chandrakant Bhalchandra Sagvekar, Vice President, Company Secretary & Compliance Officer

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

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF 1,68,223 EQUITY SHARES WITH A FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 594.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 584.00 PER EQUITY SHARE (“RIGHTS EQUITY SHARES”) AGGREGATING TO AN AMOUNT OF RS. 999.24 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF JOST'S ENGINEERING COMPANY LIMITED (THE “COMPANY” OR THE “ISSUER”) IN THE RATIO OF 22 RIGHTS EQUITY SHARES FOR EVERY 100 FULLY PAID-UP EQUITY SHARES HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON NOVEMBER 21, 2017 (THE “ISSUE”). THE ISSUE PRICE OF EACH RIGHTS EQUITY SHARE IS 59.4 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, PLEASE SEE “TERMS OF THE ISSUE” ON PAGE 266 OF THE LETTER OF OFFER.

The existing Equity Shares of our Company are listed on BSE Limited (“BSE”). Our Company have received “in-principle” approvals from BSE for listing of the Rights Equity Shares to be allotted in this Issue vide letter dated October 05, 2017. BSE shall be the Designated Stock Exchange for the purpose of this Issue.

Procedure: If you wish to know about processes and procedures applicable to Issue, you may refer section titled “Terms of the Issue” on page 266 of the Letter of Offer. You may also download the Letter of Offer from the websites of SEBI, BSE and the Lead Manager to the Issue i.e. Fedex Securities Limited at www.sebi.gov.in, www.bseindia.com, and www.fedsec.in respectively. You can also request the Lead Manager to the Issue or BSE to provide a hard copy of Letter of Offer. Please note that in terms of Regulation 61(3) of SEBI ICDR Regulations the Lead Manager and the Stock Exchange may charge a reasonable amount for providing hard copy of the Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is eligible to undertake the Issue in terms of Chapter IV and to make disclosure as per Part A of Schedule VIII of the SEBI ICDR Regulations.

Whether the company is compulsorily required to allot at least 75% of the net offer to public, qualified institutional buyers – Not Applicable, being a rights issue of equity shares

INDICATIVE TIMETABLE

Issue Opening Date	November 30, 2017	Finalization of basis of allotment with the Designated Stock Exchange	on or before December 22, 2017
Last Date for receipt of request for SAF	December 07, 2017	Initiation of Refunds	on or before December 26, 2017
Issue Closing Date	December 14, 2017	Credit of Rights Equity Shares to demat accounts of Allotees	on or before December 29, 2017
Commencement of trading of Rights Equity Shares on the Stock Exchange			on or before January 03, 2018

The above time table is indicative and does not constitute any obligation on our Company or the Lead Manager.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and Investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, Investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares being offered in this Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer. Investors are advised to refer to “Risk Factors” on page 15 of the Letter of Offer and on page 5 of this Abridged Letter of Offer before making an investment in this Issue.

Price information of the lead manager to the Issue: Not Applicable, being a rights issue

Name of Lead Manager and contact details	Fedex Securities Limited 305, Enterprise Centre, Nehru Road, Vile Parle (East), Mumbai – 400099, Maharashtra, India Tel No: 022 26136460/ 022 7977023417 Fax No: 022 26186966 Contact Person: Rinkesh Saraiya Email:- mb@fedsec.in Website: www.fedsec.in Investor Grievance Id:- mb@fedsec.in SEBI Registration Number: INM000010163
Names of Syndicate Members	Not Applicable, being a rights issue
Name of Registrar to the Issue and contact details	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059 Tel No: 022 62628200 Fax No: 022 62638299 E-mail: rightissue@bigshareonline.com Website: www.bigshareonline.com Contact Person: Jibu John SEBI Registration No: INR000001385 Investor Grievance Email: investor@bigshareonline.com
Banker to Issue & Refund Banker	ICICI Bank Limited Capital Market Division, 1 st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 Tel No: 022 66818924 / 923 / 932 Fax No: 022 22611138 Email: shradha.salaria@icicibank.com Contact Person: Shradha Salaria Website: www.icicibank.com SEBI Registration Number: INB100000004
Name of Statutory Auditor	Singhi & Co B2, 402B, Marathon Innova, off Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, Maharashtra, India Tel No: 022 66625537 Fax No: 022 66625539 Email: mumbai@singhico.com Contact Person: Sukhendra Lodha Firm Registration No: 302049E Peer Reviewed Certificate No: 009167
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable, being a rights issue
Name of Debenture trustee, if any	Not Applicable, being a rights issue
Self-Certified Syndicate Banks	The list of banks is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Non-Syndicate Registered Brokers	Not Applicable, being a rights issue
Details regarding website address(es)/link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	Not Applicable, being a rights issue

PROMOTERS OF ISSUER COMPANY

1. Jai Prakash Agarwal, holds a Bachelor's degree in commerce from the University of Rajasthan. He is a fellow member of the Institute of Company Secretaries of India. He has experience of more than 27 years in manufacturing sector;
2. Vishal Jain, holds a Bachelor's degree of engineering from University of Rajasthan. He holds a diploma in Business Finance from Institute of Chartered Financial Analysts of India. He also holds a degree of Master of Business Administration from National University of Singapore. Apart from these, he has completed the Chazen MBA Exchange program from the Columbia University Graduate School of Business. He has experience of more than two decades;
3. Shikha Jain, holds a Bachelor's degree of Commerce from Dayanand Saraswati University, Ajmer, Rajasthan;
4. Krishna Agarwal, aged 52 years, is a Promoter of our Company;
5. Rajendra Kumar Agarwal, holds a degree of Bachelor of Commerce from University of Calcutta. He has experience of more than two decades in stock and commodity market;
6. Anita Agarwal, holds a degree of Bachelor of Commerce from University of Calcutta. She has experience of more than two decades in stock and commodity market; and
7. J. P. Agarwal & Sons (HUF) came into existence on September 28, 1996 and its members are Krishna Agarwal, Abhishek Agarwal and Anshu Agarwal. Jai Prakash Agarwal is the Karta of J. P. Agarwal & Sons (HUF).

For further details of Promoters, please refer chapter titled "Our Promoter and Promoter Group" on page 154 of the Letter of Offer.

Our Group Companies:

1. MHE Rentals India Private Limited
2. Jostsengg Global F.Z.E

None of our Group Companies are listed. For further details of Group Companies, please refer chapter titled "Our Group Companies" on page 162 of the Letter of Offer.

BUSINES MODEL/BUSINESS OVERVIEW AND STRATEGY

Our Company is engaged in the business of manufacturing, marketing and sale of material handling, industrial finishing and engineered products. We have been partnering growth over a range of business verticals across India for over a hundred years now. We manufacture a comprehensive range of material handling equipments in our ISO 9001:2008 certified plant, comprising of fully equipped fabrication, machining and assembly shop at Thane near Mumbai. Our products are sold under the brand name "JUMBO, PYGMY and JOTRUK. Our fundamental focus is to innovate, collaborate and enhance the process of serving products to the market and our customers. Our belief is providing solutions that help customers improve their processes and/ or performance of their products.

Our Business strategy:

1. Focus on Increase in Volume of Sales
2. Augment our working capital base in order to better utilize our installed capacities
3. Customer Satisfaction
4. Optimal Utilization of Resources

For details about the Company Industry Overview, please refer chapter titled "About the Company-Industry Overview" beginning on page 90 of the Letter of Offer. For further details on the business, please refer chapter titled "Our Business" beginning on page 104 of the Letter of Offer.

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent/ Whole time/ Executive/Nominee)	Experience including current/ past position held in other firms
1.	Jai Prakash Agarwal	Promoter, Chairman & Non-Executive Director	He holds a Bachelor's degree in commerce from the University of Rajasthan. He is a fellow member of the Institute of Company Secretaries of India. He has experience of more than 27 years in manufacturing sector.
2.	Vishal Jain	Promoter, Vice-Chairman & Managing Director	He holds a Bachelor's degree of engineering from University of Rajasthan. He holds a diploma in Business Finance from Institute of Chartered Financial Analysts of India. He also holds a degree of Master of Business Administration from National University of Singapore. Apart from these, he has completed the Chazen MBA Exchange program from the Columbia University Graduate School of Business. He has experience of more than two decades.
3.	Shailesh Sheth	Independent Director	He holds a Bachelors' degree of Commerce from Sydenham College of Commerce and Economics, Mumbai. He holds a post graduate Diploma in Business Administration from Indian Institute of Management, Ahmedabad. He has experience of around forty-four years working in various capacities of Indian and multinational companies
4.	Marco Wadia	Independent Director	He holds a Bachelors degree of Arts (Hons.) and a Bachelor's degree in Law. He is a qualified advocate and has experience of thirty years in legal profession. He is a partner at M/s. Crawford Bayley and Co from past sixteen years.
5.	Farokh Banatwala	Independent Director	He has worked with Indian and Foreign banks for over thirty-five years at various positions.
6.	Shikha Jain	Promoter & Non-Executive Director	She holds a Bachelor's degree of Commerce from Dayanand Saraswati University, Ajmer, Rajasthan.

OBJECTS OF THE ISSUE

Details of means of finance –

The fund requirement described below is based on the management estimates considering the current market conditions and is not appraised by any bank or financial institution or any independent agency. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan and estimates from time to time and consequently our funding requirements and deployment of funds may also change. This may also include rescheduling the proposed utilization of net proceeds and, subject to compliance with applicable law, increasing or decreasing expenditure for a particular object vis-à-vis the utilization of net proceeds

The details of the Issue Proceeds are summarised in the table below:

Particulars	Rs. in lakhs
Gross Proceeds of the Issue*	999.24**
Less – Issue related expenses	35.40
Net Proceeds	963.84

Note *assuming full subscription for and Allotment of the Rights Entitlement

** Issue Size of the rights issue approved pursuant to Rights Issue Committee meeting dated November 08, 2017

The fund requirements for each of the objects of the Issue are stated as follows:

(Rs in lakhs)

S. No.	Objects of the Issue	Total Estimated Cost	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization in Financial Year 2018
1.	Investment in our subsidiary, MHE Rentals India Private Limited (“MHE”), for the purpose of carrying on equipment's rental business. The proceeds from the issue would be used to purchase assets.	500.00	180.00	180.00
2.	Funding of enhanced Working Capital requirements and temporary repayment of credit facility	550.00	550.00	450.00
3.	General Corporate Expenses	233.84	233.84	233.84
	Total	1283.84	963.84	863.84

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/ rights issues, if any, of the Company in the preceding 10 years: Not Applicable

Name of monitoring agency, if any: In terms of Regulation 16 of the SEBI ICDR Regulations, there is no requirement for appointment of a monitoring agency as the size of the Issue does not exceed Rs. 1,000.00 million.

Terms of Issuance of Convertible Security, if any: Not Applicable, being issue of equity shares.

SHAREHOLDING PATTERN AS ON SEPTEMBER 30, 2017

Sr. No.	Particulars	Pre-Issue number of shares	% Holding of Pre issue
1.	Promoter & Promoter Group	3,70,890	48.50
2.	Public	3,93,760	51.50
	Total	7,64,650	100.00

Number/amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable.

RESTATED AUDITED FINANCIALS - STANDALONE

(Rs. In Lakhs, except per share data)

Particulars	For the year ended March 31,					For the quarter ended June 30, 2017
	2013	2014	2015	2016	2017	
Total income from operations (net)	7620.58	7230.08	7526.93	8168.52	8324.33	1,757.57
Net Profit / (Loss) before tax and extraordinary items	512.45	388.99	104.26	(194.59)	17.30	(83.73)
Net Profit / (Loss) after tax and extraordinary items	332.45	268.99	54.26	(194.59)	(199.43)	(83.73)
Equity Share Capital	76.5	76.5	76.5	76.5	76.5	76.47
Reserves and Surplus	1288.7	1446.6	1441.9	1238.1	1038.7	955.25
Net worth	1365.14	1523.04	1518.35	1314.55	1115.13	1031.72
Basic & Diluted earnings per share (Rs.) – before bonus	43.48	35.18	7.10	(25.45)	26.08	(10.95)
Basic & Diluted earnings per share (Rs.) – after bonus	43.48	35.18	7.10	(25.45)	26.08	(10.95)
Return on net worth (%)	24.35%	17.66%	3.57%	(14.80) %	17.88%	8.12%
Net Asset Value Per Share - before bonus (Rs)	178.53	199.18	198.57	171.91	145.84	134.93
Net Asset Value Per Share - after bonus (Rs)	178.53	199.18	198.57	171.91	145.84	134.93

INTERNAL RISK FACTOR - Top 5 risk factors as per the Letter of Offer

1. There are outstanding litigations against our Company and Directors. An adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business and could have a material adverse effect on our business, financial condition, results of operations and cash flows.
2. Our order book may not necessarily indicate our future income. Orders included in our order book may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.
3. We are involved in high volume-low margin business. Any disruption in our turnover or failure to regularly grow the same may have a material adverse effect on our business, results of operations and financial condition.
4. It is difficult to compare our performance between periods, as our revenue fluctuates significantly from period to period.
5. Our Company is dependent on external suppliers for key materials and components.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved:-

Sr. No	Category	No. of cases	Amount Involved (Rs. In Lakhs)
1.	Indirect Tax	20	2713.15

B. Brief details of top 5 material outstanding litigations against the company and amount involved:

Sr. No.	Particulars	Litigation Filed by	Current Status	Amount Involved
1.	The Directorate General of Central Excise Intelligence, Mumbai has issued Show Cause Cum Demand Notice alleging evading the payment of duty on the goods and imposed (a) demand of Central Excise duty for Rs. 3,33,01,675/- under Section 11A (1) of the Central Excise Act, 1944, (b) a penalty of Rs. 3,33,01,675/- under Section 11AC of Central Excise Act, 1944, (c) penalty of Rs. 15,00,000/- (Rupees Fifteen lakhs only) under Rule 26(1) of Central Excise Rules, 2002 and (f) penalty of Rs. 50,00,000/- under Rule 26(1) of Central Excise Rules, 2002. Aggrieved by the Order-In-Original, Company has filed an Appeal before the Customs, Excise & Service Tax Appellate Tribunal.	Directorate General of Central Excise Intelligence, Mumbai	Pending	7,31,03,350
2.	The Office of the Commissioner of Central Excise, Mumbai-III has issued Show Cause Notice for wrongly availing concessional rate of duty since 27 th February 2010. The Office of the Commissioner of Central Excise, Mumbai III, its Order in Original confirmed a demand of Rs. 1,57,93,226/- and imposed a penalty of Rs. 1,57,93,226/- and redemption fine of Rs. 13,25,000/- under Section 34 of Central Excise Act, 1944. Aggrieved by the Order in Original, Company has filed an Appeal before the Customs, Excise & Service Tax Appellate Tribunal.	Office of the Commissioner of Central Excise, Mumbai-III.	Pending	3,29,11,452
3.	The Directorate General of Central Excise Intelligence, Mumbai issued a Show Cause Cum Demand Notice alleging manufacturing and clearing the finished goods without payment and non-payment of Central Excise duty. The Office of the Commissioner of Central Excise, Mumbai in its Order in Original imposed a demand for an amount of Rs. 49,06,878, (b) appropriation of an amount of Rs. 2,36,203 against the demand raised, (c) imposed penalty of Rs. 49,06,878, (d) an amount of Rs. 44,187 to be appropriated against the Interest liability (e) imposed a penalty of Rs. 49,06,878 on the Company's Alandi Factory and (f) imposed a penalty of Rs. 49,06,878. The Company has filed Appeal before the Office of the Commissioner of Central Excise (Appeals), Mumbai-II.	The Directorate General of Central Excise Intelligence, Mumbai	Pending	1,99,07,902
4.	The Office of the Commissioner of Central Excise, Mumbai-III has issued Show Cause Notice alleging contravention of Section 11A(1) of Central Excise Act 1944 and imposed a demand for an amount of (a) Rs. 31,81,234 under Section 11A (1) of Central Excise Act, 1944 and (ii) imposed penalty of Rs. 31,81,234 under the then Section 11AC of the Central Excise Act, 1944. The Company has filed Appeal before the Office of the Commissioner of Central Excise (Appeals), Mumbai-II but the same was rejected. Aggrieved by the Order-In-Appeal, Company has filed an Appeal before the Customs, Excise & Service Tax Appellate Tribunal.	The Office of the Commissioner of Central Excise, Mumbai-III	Pending	63,62,468
5.	The Office of the Commissioner of Central Excise, Mumbai-III has issued Show Cause Notice alleging contravention for clearing the goods in lesser value which resulted in short payment of Central Excise Duty, for clearing the goods without determining appropriate Central Excise Duty and without debiting the duty and for failing to file the returns showing correct valuation of goods cleared an duty payable/paid. The Office of the Commissioner of Central Excise, Mumbai III in its Order In Original imposed a demand for an amount of Rs. 25,76,084 and (b) imposed penalty for an amount of 25,76,084. The Company has filed Appeal before the Office of the Commissioner of Central Excise (Appeals), Mumbai-II.	The Office of the Commissioner of Central Excise, Mumbai-III	Pending	51,52,168

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any:- There is no regulatory action taken by SEBI or stock exchanges against the Promoters/ Group Companies in last 5 financial years.

D. Brief details of outstanding criminal proceedings against Promoters: - There are no outstanding criminal proceedings against Promoters.

ANY OTHER IMPORTANT INFORMATION

Procedure for Application

The CAF for Rights Equity Shares offered as a part of the Issue would be printed for all Eligible Equity Shareholders. In case the original CAFs are not received by the Eligible Equity Shareholders or is misplaced by the Eligible Equity Shareholders, the Eligible Equity Shareholders may request the Registrar to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID Number, Client ID Number and their full name and address. In case the signature of the Eligible Equity Shareholder(s) does not match with the specimen registered with us, the application is liable to be rejected.

Please note that neither our Company nor the Lead Manager nor the Registrar to the Issue shall be responsible for delay in the receipt of the CAF/ duplicate CAF attributable to postal delays or if the CAF/ duplicate CAF are misplaced in the transit. Eligible Shareholders should note that those who are making the application in such duplicate CAF should not utilize the original CAF for any purpose, including renunciation, even if the original CAF is received or found subsequently. If any Eligible Shareholder violates any of these requirements, he/she shall face the risk of rejection of both applications.

Please note that in accordance with the provisions of the SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs, Non-Institutional Investors and Non-Retail Individual Investors complying with the eligibility conditions prescribed under the SEBI circular no. SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the conditions prescribed under the SEBI circular dated December 30, 2009 may optionally apply through the ASBA process. The Investors who are not (i) QIBs, (ii) Non- Institutional Investors, or (iii) Investors whose Application Money is more than Rs. 2,00,000 can participate in the Issue either through the ASBA process or the non ASBA process. Renoucees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must only apply for Equity Shares through the non-ASBA process, irrespective of the Application Money. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For Procedure for Application through the Applications Supported by Blocked Amount (“ASBA”) Process” on page 280 of the Letter of Offer

Please also note that by virtue of the circular No. 14 dated September 16, 2003 issued by the RBI, erstwhile Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of Investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Eligible Shareholder being an erstwhile OCB is required to obtain prior approval from RBI for applying to the Issue

Application on Plain Paper (Non – ASBA)

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with account payee cheque drawn on a bank payable at par, pay order/demand draft (after deducting banking and postal charges) payable at Mumbai which should be drawn in favour of “**Jost’s Engineering Company Limited – Rights Issue - R**” in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of “**Jost’s Engineering Company Limited – Rights Issue – NR**” in case of non-resident shareholders applying on repatriable basis and send the same by registered post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The envelope should be super scribed “**Jost’s Engineering Company Limited – Rights Issue - R**” in case of resident shareholders and Non-resident shareholders applying on non-repatriable basis, and “**Jost’s Engineering Company Limited – Rights Issue – NR**” in case of non-resident shareholders applying on repatriable basis.

The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

1. Name of the issuer, being Jost’s Engineering Company Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders;
3. Registered Folio Number/ DP and Client ID Number.
4. Number of Equity Shares held as on Record Date;
5. Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form;
6. Allotment option preferred – physical or demat form, if held in physical form;
7. Number of Equity Shares entitled to;
8. Number of Equity Shares applied for;
9. Number of additional Equity Shares applied for, if any;
10. Total number of Equity Shares applied for;

11. Total application amount paid at the rate of Rs. 594.00 per Equity Share;
12. Particulars of cheque / demand draft;
13. Savings/Current Account Number and name and address of the bank where the Applicant will be depositing the refund order. In case of Equity Shares held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories.
14. Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number of the Applicant and for each Applicant in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
15. Share certificate numbers and distinctive numbers of Rights Equity Shares, if held in physical form;
16. Allotment option preferred - physical or demat form, if held in physical form;
17. Signatures of Eligible Equity Shareholders to appear in the same sequence and order as they appear in the records of our Company or Depositories;
18. If the payment is made by a draft purchased from NRE/FCNR/NRO account, as the case may be, an account debit certificate from the bank issuing the demand draft confirming that the demand draft has been issued by debiting the NRE/FCNR/NRO account.
19. For ASBA Investors, application on plain paper should have details of their ASBA Account.
20. Additionally, non-resident Applicants shall include the representation in writing that:

“I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (“US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (“United States”). I/ we understand the Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Securities or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under the securities laws of their jurisdiction

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Applicants in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. Person” as defined in Regulation S, and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder violates such requirements, he/she shall face the risk of rejection of both the applications. Our Company shall refund such application amount to the Applicant without any interest thereon and no liability shall arise on part of our Company, Lead Manager and our Directors. In cases where multiple CAFs are submitted, including cases where an Investor submits CAFs along with a plain paper application, such applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper application format will be available on the website of the Registrar to the Issue at www.bigshareonline.com.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 22 Rights Equity Shares for every 100 Equity Shares held on the Record Date.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 22 Rights Equity Shares for every 100 Equity Shares held as on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 100 Equity Shares or is not in a multiple of 100 Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preference in the allotment of one additional Equity Share each, if such Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.

For example, if an Equity Shareholder holds 100 Equity Shares, he will be entitled to 22 Equity Shares on a rights basis. He will also be given a preferential consideration for the Allotment of one additional Equity Share if he has applied for the same.

Also, those Equity Shareholders holding less than 100 Equity Shares and therefore entitled to 'Zero' Equity Shares under this Issue shall be dispatched a CAF with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and would be given preference in the allotment of one additional Rights Issue Equity Share if, such Equity Shareholders have applied for the additional Equity Shares. However, they cannot renounce the same to third parties. CAF(s) with zero entitlement will be non-negotiable/non-renounceable.

Renunciation

This Issue includes a right exercisable by you to renounce the Rights Equity Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that we shall not Allot and/ or register the Rights Equity Shares in favour of more than three persons (including joint holders), partnership firm(s) or their nominee(s), minors, HUF, any trust or society (unless the same is registered under the Societies Registration Act, 1860 or the Indian Trust Act, 1882 or any other applicable law relating to societies or trusts and is authorized under its constitution or bye-laws to hold Equity Shares, as the case may be). Additionally, existing Eligible Equity Shareholders may not renounce in favour of persons or entities in the U.S., or to, or for the account or benefit of a "U.S. Person" (as defined in Regulation S), or who would otherwise be prohibited from being offered or subscribing for Rights Equity Shares or Rights Entitlement under applicable securities laws.

In terms of Regulation 6 of FEMA 20, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity shares offered on rights basis by our Company. Any renunciation other than as stated above is subject to the renouncer(s)/renounee(s) obtaining the approval of and/or necessary permission of the RBI under the FEMA and such permissions should be attached to the CAF or SAF. In case of Applications which are not accompanied by the aforesaid approvals, our Board reserves the right to reject such CAF or SAF.

Renunciations by OCBs

By virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, OCBs have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Accordingly, the existing Eligible Equity Shareholders who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renounee shall not renounce the same (whether for consideration or otherwise) in favour of OCB(s).

The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/ 2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. Shareholders renouncing their rights in favour of OCBs may do so provided such Renounee obtains a prior approval from the RBI. On submission of such approval to us at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the CAF.

Part 'A' of the CAF must not be used by any person(s) other than those in whose favour this Issue has been made. If used, this will render the application invalid. Submission of the CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part 'B' of the CAF) duly filled in shall be conclusive evidence for us of the fact of renouncement to the person(s) applying for Rights Equity Shares in Part 'C' of the CAF for the purposes of Allotment of such Rights Equity Shares. The Renounees applying for all the Rights Equity Shares renounced in their favour may also apply for Additional Rights Shares. Part 'A' of the CAF must not be used by the Renounee(s) as this will render the application invalid. Renounee(s) will have no further right to renounce any Rights Equity Shares in favour of any other person. In terms of Regulation 6 of Notification No. FEMA 20 12000-RB dated May 3, 2000, as amended from time to time, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity shares offered on rights basis by our Company.

The right of renunciation is subject to the express condition that our Board shall be entitled in its absolute discretion to reject the application from the Renounees without assigning any reason thereof.

Procedure for renunciation

To renounce all the Rights Equity Shares offered to an Eligible Equity Shareholder in favour of one Renounee

If you wish to renounce the offer indicated in Part 'A', in whole, please complete Part 'B' of the CAF. In case of joint holding, all joint holders must sign Part 'B' of the CAF. The person in whose favour renunciation has been made should complete and sign Part 'C' of the CAF. In case of joint Renounees, all joint Renounees must sign Part 'C' of the CAF.

To renounce in part/or renounce the whole to more than one person(s)

If you wish to either (i) accept this offer in part and renounce the balance, or (ii) renounce the entire offer under this Issue in favour of two or more Renounees, the CAF must be first spilt into requisite number of forms. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs as provided herein. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Eligible Equity Shareholder(s), who has renounced the Equity Shares, does not match with the specimen registered with our Company/Depositories, the application is liable to be rejected.

Renounee(s)

The person(s) in whose favour the Equity Shares are renounced should fill in and sign part 'C' of the CAF and submit the entire CAF to the Bankers to the Issue or any of the collection branches as mentioned on the reverse of the CAFs on or before the Issue Closing Date along with application money in full. The Renounee cannot further renounce.

Renunciation under the ASBA Process

ASBA Investors can neither be Renounees, nor can renounce their Rights Entitlement.

Additional Securities

You are eligible to apply for Additional Rights Shares over and above your Rights Entitlement, provided that you are eligible to apply for Rights Equity Shares under applicable law and you have applied for all the Rights Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for Additional Rights Shares shall be considered and Allotment shall be made at the sole discretion of the Board, in consultation with the BSE and in the manner prescribed under "Terms of the Issue" on page 252 of this Letter of Offer.

If you desire to apply for Additional Rights Shares, please indicate your requirement in the place provided for additional Equity Shares in Part A of the CAF. The Renounee applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares.

Subscription by the Promoter and Promoter Group

The Promoter and the Promoter Group of our Company vide their letters dated June 29, 2017 (the "Subscription Letters") have confirmed that they intend to subscribe to their Rights Entitlement in full in the Issue and further intend to subscribe to Rights Equity Shares renounced by any person, whether or not belonging to the Promoter Group (including any unsubscribed portion of the Issue). Further, the Promoter and Promoter Group may also apply for Additional Rights Shares along with their Rights Entitlement and/or renunciation.

Such subscriptions of Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of Additional Rights Shares (including any unsubscribed portion of the Issue) shall not result in change of control of the management of the Company in accordance with provisions of the SEBI Takeover Regulations and shall be exempt subject to fulfillment of the conditions of Regulation 10(4)(a) and (b) of the SEBI Takeover Regulations. The Promoter and Promoter Group acknowledge and undertake that their investment would be restricted to ensure that the public shareholding in the Company after the Issue does not fall below the permissible minimum level as specified in Regulation 38 of SEBI Listing Regulations read with SCRR.

In case the issue remains unsubscribed and/ or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and in compliance with the applicable laws.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Letter of Offer are true and correct.

Place : Mumbai

Date : November 22, 2017

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