

# JAYASWAL NECO INDUSTRIES LIMITED

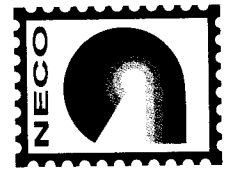
CIN : L28920MH1972PLC016154

(FORMERLY JAYASWALS NECO LIMITED)

REGD. OFFICE : F-8, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR - 440 016 (INDIA)

PHONES : +91-7104-237276, 237471, 237472, 236251, 325682, 325683, 325684,

FAX : +91-7104-237583, 236255 • E-mail : contact@necoindia.com • Website : www.necoindia.com



29<sup>th</sup> September, 2016

To,  
Manager (Listing),  
National Stock Exchange of India,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai

Manager (Listing)  
Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai – 400001

Dear Sirs,

**Sub.- Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including proceedings of 43<sup>rd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2016**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following:

1. Summary of the proceedings of 43<sup>rd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2016 at the Registered Office of the Company situated at F-8, MIDC Industrial Area, Hingna Road, Nagpur - 440016.
2. Re-appointment of Shri Basant Lall Shaw and Shri Pramod Kumar Bhardwaj, as Directors retiring by rotation (Details covered under the proceedings of AGM- Point no. 1 above).
3. Re-appointment of Shri S. N. Singh, Smt. Raji Nathani, Shri Darshan Kumar Sahni and Shri Arvind Iyer as Independent Directors of the Company (Details covered under the proceedings of AGM- Point no. 1 above).
4. Re-appointment of Shri Arbind Jayaswal, as Managing Director, Shri Ramesh Jayaswal, as Joint Managing Director and Shri Pramod Kumar Bhardwaj, as Executive Director & CFO of the Company for the period of 3 years (Details covered under the proceedings of AGM- Point no. 1 above).
5. Appointment of M/s. Pathak H. D. & Associates, Chartered Accountants, Mumbai (Registration No. 107783W), as the Statutory Auditors of the Company in place of retiring Auditor M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Registration No. 101720W) and fixing of their remuneration (Details covered under the proceedings of AGM- Point no. 1 above).
6. Adoption of New Set of Articles of Association of the Company inter-alia to enable the Company to delink its subsidiary Jayaswal Neco Industries Limited (Details covered under the proceedings of AGM- Point no. 1 above).
7. Alteration in the incidental or ancillary objects for the attainment of the Main Objects Clause of the Memorandum of Association of the Company inter-alia to enable the Company to delink its subsidiary Jayaswal Neco Industries Limited (Details covered under the proceedings of AGM- Point no. 1 above).

You are requested to take the above submission on record.

Thanking you,

Yours faithfully,

For JAYASWAL NECO INDUSTRIES LIMITED

ASHUTOSH MISHRA  
COMPANY SECRETARY  
Membership No. : A23011



Encl.: As above

#### BRANCH OFFICES :

"NECO HOUSE" D-307, Defence Colony,  
NEW DELHI - 110 024. (INDIA)  
PHONES : 0 1 1 - 3 2 0 4 1 6 9 5  
FAX NO. : 0 1 1 - 2 4 6 4 2 1 9 0

301, TULSIANI CHAMBERS  
NARIMAN POINT, MUMBAI 400 021 (INDIA)  
P.H. : (0 2 2) 4 2 1 3 - 4 8 1 3,  
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TRUST HOUSE, 5th FLOOR,  
32-A, CHITTARANJAN AVENUE,  
KOLKATA - 700012 INDIA FAX : 033-22122560  
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178-A, LIGHT INDUSTRIAL AREA,  
BHILAI - 490026 CHHATISGARH, INDIA  
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F A X : 0 7 8 8 - 2 2 8 6 6 7 9

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## SUMMARY OF PROCEEDINGS OF THE 43<sup>RD</sup> ANNUAL GENERAL MEETING

The 43rd Annual general Meeting (AGM) of the Members of Jayaswal Neco Industries Limited (The Company) was held on Thursday, 29th September, 2016 at 12.30 p.m. at the Registered Office of the Company at F-8, MIDC Industrial Area, Hingna Road, Nagpur-440016.

Shri Basant Lall Shaw, Chairman chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting in order.

The Register of Directors' and Key Managerial Personnel and their Shareholding prepared pursuant to the provisions of Section 170 of the Companies Act, 2013 and the rules thereunder was made available for inspection of the Members.

With the permission of the Chairman and members present Shri Ashutosh Mishra, Company Secretary read out the Auditors' Report.

Thereafter Shri P. K. Bhardwaj, Executive Director and CFO of the Company briefed the Members on the Financial Statements and working of the Company during the year under review i.e. 2015-16.

Thereafter it was informed to the members present:

a. That pursuant to provision of Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided to the Members the facility to cast their vote electronically in respect all business mentioned in the Notice dated 12<sup>th</sup> August, 2016.

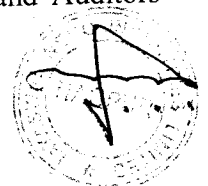
b. That the remote e-voting facility was kept open for a period starting from Sunday, 25<sup>th</sup> September, 2016 (9.00 a.m.) to Wednesday, 28<sup>th</sup> September, 2016, (5.00 p.m.).

c. That Members who have not casted their votes electronically were provided an opportunity to cast their votes at the Meeting through ballot Papers.

Shri Shantanu Jog, Scrutinizer was present in the meeting and was available to scrutinize the voting process (both e-voting and ballot) in a fair and transparent manner.

The following items of business as set out in the Notice of AGM dated 12<sup>th</sup> August, 2016 were transacted at the Meeting:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.



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PHONES : 0 7 8 8 - 2 2 8 2 8 4 5  
F A X : 0 7 8 8 - 2 2 8 6 6 7 9

2. To consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016 and the report of the Auditors thereon.
3. To appoint a Director in place of Shri Basant Lall Shaw (DIN: 00249729), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Pramod Kumar Bhardwaj (DIN: 03451077), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
5. To appoint M/s. Pathak H. D. & Associates, Chartered Accountants, Mumbai (Registration No. 107783W), as the Statutory Auditors of the Company in place of retiring Auditor M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Registration No. 101720W) and fix their remuneration.
6. To ratify the appointment of Auditors M/s. Agrawal Chhallani & Co., Chartered Accountants, Nagpur (Registration No. 100125W) and fix their remuneration.
7. Re-appointment of Shri S. N. Singh as an Independent Director for the term of 5(five) years starting from 22<sup>nd</sup> September, 2016 upto 21<sup>st</sup> September, 2021.
8. Re-appointment of Smt. Raji Nathani as an Independent Director for the term of 5(five) years starting from 22<sup>nd</sup> September, 2016 upto 21<sup>st</sup> September, 2021.
9. Re-appointment of Shri Darshan Kumar Sahni as an Independent Director for the term of 5(five) years starting from 22<sup>nd</sup> September, 2016 upto 21<sup>st</sup> September, 2021.
10. Re-appointment of Shri Arvind Iyer as an Independent Director for the term of 5(five) years starting from 13<sup>th</sup> November, 2016 upto 12<sup>th</sup> November, 2021.
11. Re-appointment of Shri Arbind Jayaswal, as Managing Director of the Company for a period of 3(three) years w.e.f 1<sup>st</sup> January, 2017 upto 31<sup>st</sup> December, 2019.
12. Re-appointment of Shri Ramesh Jayaswal, as Joint Managing Director of the Company for a period of 3(three) years w.e.f 1<sup>st</sup> January, 2017 upto 31<sup>st</sup> December, 2019.
13. Re-appointment of Shri P. K. Bhardwaj, as Executive Director and Chief Financial Officer of the Company a period of 3(three) years w.e.f 25<sup>th</sup> February, 2017 upto 24<sup>th</sup> February, 2020.
14. To approve the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2017.
15. Adoption of New Set of Articles of Association of the Company.
16. Alteration in the incidental or ancillary objects for the attainment of the Main Objects Clause of the Memorandum of Association of the Company.



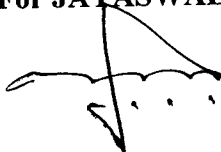
The Chairman invited the questions on the proposed resolutions from the members and the questions raised were duly replied.  
Thereafter resolutions were put to vote by Ballot.

Chairman informed the members that the results of the voting will be declared on receipt of Scrutinizer's Report.

The meeting ended with the vote of thanks by the Joint Managing Director of the Company.

Yours faithfully,

**For JAYASWAL NECO INDUSTRIES LIMITED**



**ASHUTOSH MISHRA**  
**COMPANY SECRETARY**  
Membership No. : A23011