

JAYASWAL NECO INDUSTRIES LTD

CIN : L28920MH1972PLC016154

(FORMERLY JAYASWALS NECO LIMITED)

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

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28th September, 2018

To,
Manager (Listing),
National Stock Exchange of India,
Exchange Plaza, 5th 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.:- Outcome and Proceedings of 45th Annual General Meeting of the Company held on 28th September, 2018.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we like to submit that 45th Annual General Meeting (AGM) of the Company was held on 28th September, 2018 at 12.30 p.m. at the Registered Office of the Company. The following items of business as set out in the Notice of AGM dated 27th July, 2018 were transacted at the Meeting-

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ramesh Jayaswal (DIN: 00249947), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To accord consent to the continuance of Shri Basant Lall Shaw as the Director of the Company.
4. To accord consent to the continuance of Shri Darshan Kumar Sahni as an Independent Director of the Company.
5. To accord consent to the appointment of Shri Rajendra Prasad Mohanka as an Independent Director for the term of 5(five) years starting from 27th July, 2018 upto 26th July, 2023.
6. To approve Related Party Transactions with NSSL Private Limited for the period from 01st April, 2019 to 31st March, 2020.
7. To ratify the remuneration of Cost Auditors for the Financial Year ending 31st March, 2019.

Further, the Summary of the proceedings of 45th Annual General Meeting of the Company is enclosed herewith for your reference and records.

You are requested to take the above submission on record.

Thanking you,

Yours faithfully,

For JAYASWAL NECO INDUSTRIES LIMITED



Ashutosh Mishra
General Manager (Company Secretary & Compliance Officer)
Membership No.: A23011

Encl.: As above

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SUMMARY OF PROCEEDINGS OF THE 45th ANNUAL GENERAL MEETING OF JAYASWAL NECO INDUSTRIES LIMITED FOR THE FINANCIAL YEAR 2017-18

The 45th Annual General Meeting (AGM) of the Members of Jayaswal Neco Industries Limited (The Company) was held on Friday, the 28th September, 2018 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 presided over 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 and the Register of Contracts in which Directors of the Company are interested prepared pursuant to the provisions of Section 189 of the Companies Act, 2013 and the rules thereunder were made available for inspection of the Members.

With the permission of the members present the notice of the Annual General Meeting was taken as read.

With the permission of the Chairman and members present Shri Ashutosh Mishra, Company Secretary read out the Auditors' Report and for the information of the members specifically read out the Auditor's qualification set out in the Auditor's Report and explanations of the Directors therefor in their 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. 2017-18.

After that the Chairman invited Queries from the Members on the Financial Statements of the Company. There were no queries raised by the Members on the Financial Statements.

Thereafter it was informed to the members present:

- a. That pursuant to the provisions of Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided to the Members the facility to cast their vote electronically in respect of all business mentioned in the Notice dated 27th July, 2018.
- b. That the remote e-voting facility was kept open for a period starting from Monday, 24th September, 2018 (9.00 a.m.) to Thursday, 27th September, 2018 (5.00 p.m.).
- c. That the Members who have not casted their votes electronically are entitled to cast their votes at the Meeting through ballot.
- d. That Shri Shantanu Jog, Scrutinizer is present in the meeting and is available to scrutinize the voting process (both e-voting and ballot) in a fair and transparent manner.



Thereafter the following business items as set out in the Notice of AGM dated 27th July, 2018 were explained and proposed resolutions related thereto were read out at the Meeting:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ramesh Jayaswal (DIN: 00249947), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To accord consent to the continuance of Shri Basant Lall Shaw as the Director of the Company.
4. To accord consent to the continuance of Shri Darshan Kumar Sahni as an Independent Director of the Company.
5. To accord consent to the appointment of Shri Rajendra Prasad Mohanka as an Independent Director for the term of 5(five) years starting from 27th July, 2018 upto 26th July, 2023.
6. To approve Related Party Transactions with NSSL Private Limited for the period from 01st April,2019 to 31st March,2020.
7. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2019.

Thereafter the Chairman invited the questions on the proposed resolutions from the Members. There were no questions asked by the Members on the proposed resolutions.

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.

Yours faithfully,
For Jayaswal Neco Industries Limited



Ashutosh Mishra
General Manager (Company Secretary & Compliance Officer)
Membership No. : A23011