

# JAYASWAL NECO INDUSTRIES LIMITED

CIN - L28920MH1972PLC016154

Regd. Office : F-8, MIDC Industrial Area, Hingna Road, Nagpur 440 016.

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## NOTICE

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of **Jayaswal Neco Industries Limited** will be held on **Monday, the 15th day of January, 2018** at 12.30 P.M. at the Registered Office of the Company at F-8, MIDC Industrial Area, Hingna Road, Nagpur- 440016 (MH) to transact the following business:

### Special Business

#### 1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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 Section 61(1)(a) and all other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) of the Companies Act, 2013 and the rules made thereunder and in accordance with the provisions of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) divided into 1,00,00,00,000 (One Hundred Crores) equity shares of Rs. 10/- each to Rs. 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 2,50,00,00,000 (Two Hundred Fifty Crores) Equity Shares of Rs. 10/- each by creating additional 1,50,00,00,000 (One Hundred Fifty Crores) Equity Shares of Rs. 10/- each which shall rank pari passu with the existing equity shares."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required or are necessary to give effect to this resolution."

#### 2. TO AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

**"RESOLVED THAT** in accordance with Sections 13, 61(1) and all other applicable provisions of the Companies Act, 2013 read with the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Capital Clause of the Memorandum of Association of the Company be and is hereby altered by way of deletion of existing Clause V of the Memorandum of Association and it's substitution with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) divided into 2,50,00,00,000 (Two Hundred Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each with powers to the Board to increase or reduce the Capital and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions as may be determined by the Board and to vary, modify or abrogate any such rights, privileges and conditions including the power to convert the un-issued Equity Share Capital into Preference Share Capital and vice-versa in such manner as may for the time being be provided by the regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher or lower denominations."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 3. TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY

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, other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, approval of the shareholders be and is hereby accorded to amend the Articles of Association of the Company by substituting existing Articles 223 and 225 with the new Articles 223 and 225 as follows:

##### 223 Quorum of Board Meeting

"The Quorum for Board Meeting shall be as provided in the Act but shall include at least 1 (One) Nominee Director appointed by the Lenders of the Company except when the Nominee Director has asked for leave of absence in writing and such leave is granted by the Chairperson of the Board and in such case the Lenders can appoint an observer to attend the meeting on his behalf."

##### 225 Chairperson

"The Directors from among their number may elect a Chairperson of the Board of Directors; If no such Chairperson is elected, or if at any meeting the Chairperson is not present at the time appointed for holding the same the Directors present shall choose one of their number to be chairperson of such meeting. Besides this the Lenders at their discretion, may appoint non-executive chairman on the Board."



“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded to amend any other Article of the Articles of Association of the Company to align it with the conditions stipulated in the Master Restructuring Agreement.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and to take all such steps to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

#### 4. FURTHER ISSUE OF SHARES TO PROMOTERS ON PREFERENTIAL BASIS UNDER DEBT RESTRUCTURING SCHEME

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 Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“Regulations”) as amended from time to time, subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the BSE Limited, National Stock Exchange of India Limited, SEBI, RBI etc.), subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors (“Board”) of the Company which includes a duly constituted Committee thereof, consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, out of un-issued Equity Share Capital of the Company, 10,03,80,000 (Ten Crores Three Lacs Eighty Thousand) Equity Shares of Rs. 10/- each to the below specified Promoter/Associate Entities on Preferential Basis towards Promoters Contribution of Rs.58 Crores and the conversion of the Unsecured Loans of Rs. 42.38 Crores of Promoter/Associate Entities into Equity Shares under the Debt Restructuring Scheme of the Company, as per details mentioned below:

Sr. No.	Name of the Promoter/Associate Entities	No. of Shares
1	Apex Spinning Mills Pvt. Ltd.	80,00,000
2	Jayaswal Neco Infrastructures Pvt. Ltd.	1,40,00,000
3	Jayaswal Neco Steel & Mining Limited	1,75,00,000
4	Nine Star Plastic Packaging Services Pvt. Ltd.	1,05,00,000
5	Jayaswal Neco Metallica Pvt. Ltd.	1,15,00,000
6	Jayaswal Neco Power Pvt. Ltd.	30,00,000
7	Jayaswal Neco Energy Pvt. Ltd.	1,35,00,000
8	Maa Usha Urja Limited	2,23,80,000
	<b>TOTAL</b>	<b>10,03,80,000</b>

in such manner, form and number to above specified incorporated bodies whether or not such corporate bodies are members of the Company, upon such terms and conditions as the Board may in its absolute discretion deem fit.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Relevant Date as per the Regulations for the determination of price of the Equity Shares to be issued and allotted referred to above, is 30 days prior to the date of this Extra Ordinary General Meeting i.e. 15th December, 2017.”

“**RESOLVED FURTHER THAT** the issue and allotment of Equity Shares on preferential basis to the proposed Promoter/Associate Entities shall rank pari-passu with the existing Equity Shares of the Company in all respects and be subject to the provisions of Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions and difficulties that may arise in regard to the offer, issue or allotment of Equity Shares as above and utilization of the proceeds of issue, listing thereof and to do all such acts, deeds and things as it may in its absolute discretion deem fit and necessary in connection with the above matter without being required to seek any further consent or approval of the Members.”

#### 5. FURTHER ISSUE OF SHARES ON PREFERENTIAL BASIS TO LENDERS ON CONVERSION OF DEBT INTO EQUITY UNDER THE DEBT RESTRUCTURING SCHEME:-

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 Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“Regulations”), the Banking Regulation Act, 1949 and other applicable statutes, if any, as amended from time to time, subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the BSE

Limited, National Stock Exchange of India Limited, SEBI, RBI etc.), subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors ("Board") of the Company which includes a duly constituted committee thereof, consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, out of un-issued Equity Share Capital of the Company, 1,31,55,19,780 (One Hundred Thirty One Crore Fifty Five Lakh Nineteen Thousand Seven Hundred Eighty) Equity Shares of Rs. 10/- each to the below specified lenders of the Company on Preferential Basis on conversion of Debt into Equity under the Debt Restructuring Scheme of the Company, as per details mentioned below:

Sr. No.	Name of the Lender	Amount of Debt to be converted into Equity (Amount in Rs.)	No of Shares to be Issued
1	State Bank of India	4,41,97,69,980	44,19,76,998
2	Punjab National Bank	2,98,07,05,400	29,80,70,540
3	Union Bank of India	1,92,06,16,590	19,20,61,659
4	Central Bank of India	1,00,16,33,050	10,01,63,305
5	Oriental Bank of Commerce	58,81,48,740	5,88,14,874
6	Indian Overseas Bank	59,22,04,600	5,92,20,460
7	IDBI Bank Ltd	58,13,72,050	5,81,37,205
8	Bank of India	37,91,96,510	3,79,19,651
9	Bank of Maharashtra	38,35,44,680	3,83,54,468
10	ICICI Bank	6,42,47,080	64,24,708
11	Andhra Bank	18,69,17,580	1,86,91,758
12	UCO Bank	5,68,41,540	56,84,154
	<b>TOTAL</b>	<b>13,15,51,97,800</b>	<b>1,31,55,19,780</b>

in such manner, form and number to above specified Lenders whether or not such Lenders are members of the Company, upon such terms and conditions as the Board may in its absolute discretion deem fit."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Relevant Date as per the Regulations for the determination of price of the Equity Shares to be issued and allotted referred to above, is 30 days prior to the date of this Extra Ordinary General Meeting i.e. 15th December, 2017."

**"RESOLVED FURTHER THAT** the issue and allotment of Equity Shares on preferential basis to the proposed Lenders shall rank pari-passu with the existing Equity Shares of the Company in all respects and be subject to the provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions and difficulties that may arise in regard to the offer, issue or allotment of Equity Shares as above and listing thereof and to do all such acts, deeds and things as it may in its absolute discretion deem fit and necessary in connection with the above matter without being required to seek any further consent or approval of the Members."

**6. TO APPROVE GRANTING THE RIGHT OF CONVERSION OF THE WHOLE OR PART OF THE LOAN/FACILITY INTO EQUITY SHARES UPON OCCURRENCE OF EVENT OF DEFAULT AS PER THE TERMS OF MASTER RESTRUCTURING AGREEMENT**

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 62(3) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("Regulations"), the Banking Regulation Act, 1949 and other applicable statutes, if any, as amended from time to time and in accordance with the provisions of the Memorandum and Articles of Association of the Company and other applicable regulations, if any, the consent of the Members of the Company be and is hereby accorded to the Board to issue, offer and allot equity shares (the "Shares") to the Lenders providing the Restructured Facilities upon exercise of their right of conversion of either the whole/ part of the outstanding amounts under the Restructured Facilities into Equity Shares of the Company upon occurrence of the event of Default on such terms and conditions as shall be set forth in the Master Restructuring Agreement entered into/to be entered into, inter-alia amongst the Company, the Lenders and the State bank of India acting as the Monitoring Institution, as amended restated, supplemented or modified from time to time ("Master Restructuring Agreement")."



**“RESOLVED FURTHER THAT** the Company may issue the Shares to the Lenders pursuant to the conversion of the Restructured Facilities into equity shares of the Company in accordance with the terms and conditions as would be set out in the Master Restructuring Agreement.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the terms and conditions set out in the Master Restructuring Agreement which shall provide, inter-alia, the right to the Lenders to convert the whole or part of the Restructured Facilities together with accumulated interest, into fully paid-up Equity Shares of the Company at a price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Banking Regulation Act, 1949 and any other applicable Laws including Income Recognition and Assets Classification Norms and in the manner specified in the notice of conversion in writing to be given by the Lenders to the Company (hereinafter referred to as the “Notice of Conversion”) in accordance with the following stipulations:

- (i) The conversion right reserved as aforesaid may be exercised by the Lenders upon the occurrence of an Event of Default (as defined in the Master Restructuring Agreement) in terms of the Master Restructuring Agreement;
- (ii) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up Shares to the respective Lenders as from the date of conversion and the Lenders shall accept the same in satisfaction of the part of the loans so converted; and
- (iii) The part of the Restructured Facilities so converted shall cease to carry interest as from the date of conversion and the loans shall stand correspondingly reduced. Upon such conversion, the instalments of the Restructured Facilities payable after the date of conversion as per the Master Restructuring Agreement shall stand reduced proportionately by the amounts of the Restructured Facilities so converted. The Shares so allotted and issued to the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. The said Shares shall rank pari-passu with the existing equity shares of the Company in all respects.”

**“RESOLVED FURTHER THAT** in the event of the Lenders exercising the conversion right as per the Master Restructuring Agreement the Company shall at its cost get the Shares issued to the Lenders, listed immediately and in accordance with the timelines as specified in the Master Restructuring Agreement with the relevant Stock Exchanges in accordance with the provision of the Applicable Laws.”

**“RESOLVED FURTHER THAT** the Lenders shall have the right to convert the outstanding under the Restructured Facilities, either in full or in part, whether the same is due or not, into shares of the Company in accordance with Applicable Laws including the guidelines issued by RBI from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to issue and allot to the Lenders such number of Shares for conversion of the said portion of the Restructured Facilities as may be desired by the Lenders.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to increase the authorized share capital of the Company from time to time by such amount that the Lenders can exercise their right to convert the whole or part of the outstanding loan in relation to the Restructured Facilities along with all accrued interest and all other amounts payable to the Lenders, into fully paid up Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the terms of the Master Restructuring Agreement to be entered into by the Company with the Lenders and all other documents required in connection with the Master Restructuring Agreement and the transactions contemplated therein, be and are hereby approved by the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Shares and the utilisation of the issue proceeds as per the terms with the Lenders and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the issue, appoint banks and other intermediaries or agencies concerned or as the Board may suo-moto decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorized herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and

execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

“**RESOLVED FURTHER THAT** copies of the aforesaid resolutions, certified to be true, be furnished to the Lenders and the Monitoring Institution and the Lenders and the Monitoring Institution be requested to act thereon.”

**By Order of the Board of Directors**

**Dated: 11.12.2017**

**Ashutosh Mishra**

**General Manager**

**Registered Office:**

**(Company Secretary & Compliance Officer)**

**F-8, MIDC Industrial Area,**

**Membership No. A23011**

**Hingna Road, Nagpur-440016**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business above is attached herewith.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**
3. **Instruments appointing proxy or proxies duly filled in, stamped & signed should, however, be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.**
4. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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.**
5. Corporate Members are requested to send Board resolution duly certified, authorizing their representative to attend and vote on their behalf at the EGM.
6. Relevant documents, if any, referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Ministry of Corporate Affairs has taken a corporate “Green initiative in the corporate governance” by allowing paperless compliance by Companies. As per the MCA Circular, Service of documents through electronic mode i.e. e-mail by the Company will be a valid compliance of Section 101 of the Companies Act, 2013. As such the members who are yet to register are requested to furnish/register their e-mail id's at [necoindia.gogreen@sharexindia.in](mailto:necoindia.gogreen@sharexindia.in) along with their Folio No. and No. of shares/ Client ID/ DP ID with Depository Participants (DP) for shares held in electronic form or with the Registrar and Share Transfer Agent (Sharex Dynamic (India) Private Limited), to enable the Company to send all notices, periodical statements etc. of the Company through electronic mode.
8. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Members have been provided with the facility to cast their votes on the Resolutions proposed to be passed in the Extra-Ordinary General Meeting (EGM) by electronic means ('remote e-voting') or by Ballot at EGM. The Members may cast their votes using an electronic voting system from the place other than the venue of the Meeting ('remote e-voting'). Instructions and other information relating to remote e-voting are given in the Notice under Note No. 13 and 14.
9. Voting rights will be in proportion to the shares registered in the name of the Members as on 8th January, 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the EGM.
10. Members who cast their votes by remote e-voting prior to EGM, may attend the Meeting but will not be entitled to cast their vote again.
11. The facility for voting through Ballot shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Ballot.
12. The Company has engaged the services of National Securities Depositories Limited (NSDL) for providing e-voting facility.



### 13. Instructions and information relating to 'remote e-voting' are as under:

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@necoindia.com](mailto:scrutinizer@necoindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**14. Other information Instructions relating to Evoting:**

- a) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b) The e-voting period shall commence at 9.00 a.m. on Thursday, 11th January, 2018 and end at 5.00 p.m. on Sunday, 14th January, 2018. During the period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Monday, 8th January, 2018 may cast their vote electronically. The e-voting module shall be blocked by NSDL for voting thereafter.
- c) 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. 8th January, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [helpdesk@nsdl.co.in](mailto:helpdesk@nsdl.co.in).
- d) 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 as well as voting at the EGM through ballot.
- e) Shri Shantanu Jog, Company Secretary, Proprietor M/s. Shantanu Jog and Associates, Company Secretaries, Nagpur, has been appointed by the Board of Directors of the Company to act as the Scrutinizer to scrutinize the voting process (remote e-voting and ballot) in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman. Shri Shantanu Jog has submitted his consent to act as scrutinizer and will be available for the said purpose.
- f) The Chairman shall, at the EGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer through “Ballot” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.



- g) The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
- h) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.necoindia.com](http://www.necoindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

**Members are requested to bring their attendance slip along with their copy of Notice to the Extra-Ordinary General Meeting.**

## **EXPLANATORY STATEMENT**

**[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]**

### **ITEM NO. 1:**

#### **TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

The Members are hereby informed that under the Debt Restructuring Scheme, Company is to allot Equity Shares to Promoters and Lenders on preferential basis to the tune of Rs. 1415.90 crores. Further, the Authorized Share Capital of the Company presently stands at Rs. 10,00,00,00,000/- (Rupees One Thousand Crores Only) divided into 1,00,00,00,000 (One Hundred Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and the Paid-up Share Capital presently is Rs. 63862.58 Lacs divided into 63,86,33,063 (Sixty Three Crores Eighty Six Lakhs Thirty Three Thousand Sixty Three) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Considering the above proposed issue of Equity Shares under the Debt Restructuring Scheme of the Company, it is proposed to increase the Authorized Share Capital to Rs. 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores Only) divided into 2,50,00,00,000 (Two Hundred Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by addition of 150,00,00,000 (One Hundred Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Pursuant to Section 61(1)(a) of the Companies Act, 2013, increase in the Authorised Share Capital requires approval of the Members of the Company. Hence the Board recommends the resolution set out at Item No. 1 of the Notice for Members approval as an Ordinary Resolution.

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

### **ITEM NO. 2:**

#### **TO AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

As the Members are aware, that the Company is to allot shares to Promoters and Lenders to the tune of Rs. 1415.90 crores under Debt Restructuring Scheme of the Company and for this purpose increase in the Authorized Share Capital of the Company to Rs. 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores Only) divided into 2,50,00,00,000 (Two Hundred Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each has been proposed.

Further, to reflect the above increase in the Authorized Share Capital, the Capital Clause of the Memorandum of Association of the Company is required to be suitably amended by deletion of the existing Clause V of the Memorandum of Association of the Company and its substitution with the new Clause V.

Pursuant to Section 13 and Section 61(1) of the Companies Act, 2013, amendment of Memorandum of Association requires approval of the Members of the Company. Hence the Board recommends the resolution set out at Item No. 2 of the Notice for Members approval as a Special Resolution.

The draft of the proposed Memorandum of Association shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

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

### **ITEM NO. 3:**

#### **TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Under the Debt Restructuring Scheme, the Company has to enter into Master Restructuring Agreement (MRA), which is to be signed between the Company and its lenders. As per the conditions stipulated in the draft MRA the Company is required to amend various articles in the Articles of Association of the Company to align it with the conditions of the MRA.



Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of the Members of the Company by way of a Special Resolution. Hence the Board recommends the resolution set out at Item No. 3 of the Notice for Members approval as a Special Resolution.

The draft of the proposed Articles of Association and draft Master Restructuring Agreement shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in the said resolution except to the extent any of the provision in the Articles of Association relates to him/her.

**ITEM NO. 4 AND 5:**

**FURTHER ISSUE OF SHARES TO PROMOTERS AND LENDERS ON PREFERENTIAL BASIS UNDER DEBT RESTRUCTURING SCHEME**

Lenders of the Company under Joint Lending Forum (JLF) mechanism led by State Bank of India has actively been considering restructuring of the debt of the Company under the restructuring guidelines issued by the Reserve Bank of India in that behalf. Further the Joint Lenders Forum (JLF) had given its in-principle approval for the Debt Restructuring Scheme of the Company on 7th September, 2017 and the Independent Evaluation Committee formed as per RBI Guidelines has also recommended the Debt Restructuring Scheme (hereinafter referred as "Scheme") to JLF vide its Meeting held on 2nd November, 2017.

As per the conditions of the Scheme and as per RBI guidelines, the Promoters' of the Company are required to upfront contribute Rs. 100.29 crore either in the form of cash or unsecured loan to be converted into equity as their contribution against the bankers sacrifice. Considering this, Promoter/Associate Entities have infused funds aggregating to Rs. 58.00 crores as Promoter's Upfront Contribution and have also consented for conversion of their Unsecured Loan to the tune of Rs. 42.38 crores standing in the books of the Company into equity shares for implementation of the scheme. The details of Promoter /Associate Entities and their Upfront Contribution are given below:

Sr. No.	Name of the Promoter/ Associate Entities	Amount Contributed in cash (A)	Amount of Unsecured Loan (B)	Total Amount towards Promoters' Contribution (A+B)
1	Apex Spinning Mills Pvt. Ltd.	7.00	1.00	8.00
2	Jayaswal Neco Infrastructures Pvt. Ltd.	10.00	4.00	14.00
3	Jayaswal Neco Steel & Mining Limited	13.50	4.00	17.50
4	Nine Star Plastic Packaging Services Pvt. Ltd.	8.50	2.00	10.50
5	Jayaswal Neco Metallica Pvt. Ltd.	6.50	5.00	11.50
6	Jayaswal Neco Power Pvt .Ltd.	3.00	--	3.00
7	Jayaswal Neco Energy Pvt. Ltd.	9.50	4.00	13.50
8.	Maa Usha Urja Limited	--	22.38	22.38
	<b>TOTAL</b>	<b>58.00</b>	<b>42.38</b>	<b>100.38</b>

Further, under the Scheme the total debt of the Lenders aggregating to Rs. 4831.88 crores has been considered for restructuring. Out of the above debt of Rs. 4831.88 crores, debt amounting to Rs. 1315.52 crores is proposed to be converted into Equity Shares of the Company under the Scheme and the remaining amount of Rs. 3516.36 crores will continue as sustainable debt under the scheme. The Bank wise proposed conversion of Debt into Equity and Continued Debt as given below:

Sr. No.	Name of the Bank	Continued Debt A	Debt Conversion into Equity B	Grand Total (A+B)
1	State Bank of India	1,370.54	441.98	1,812.52
2	Punjab National Bank	728.40	298.07	1,026.47
3	Union Bank of India	466.93	192.06	658.99
4	Central Bank of India	228.06	100.16	328.22
5	Oriental Bank of Commerce	149.05	58.81	207.87
6	Indian Overseas Bank	120.73	59.22	179.95
7	IDBI Bank Ltd.	186.75	58.14	244.89
8	Bank of India	77.31	37.92	115.23
9	Bank of Maharashtra	78.19	38.35	116.55
10	ICICI Bank	60.71	6.42	67.13
11	Andhra Bank	38.11	18.69	56.80
12	UCO Bank	11.59	5.68	17.27
	<b>TOTAL</b>	<b>3,516.36</b>	<b>1,315.52</b>	<b>4,831.88</b>



Thus, under the Debt Restructuring Scheme, the Company has to issue equity shares of Rs. 10/- each on Preferential Basis to the Promoter / Associate Entities against their upfront contribution of Rs. 100.38 crores and to the Lenders against their proposed convertible portion of debt of Rs. 1315.52 crores as follows:

Sr. No.	Name of the Promoter / Associate Entities	No. of Shares to be issued
1	Apex Spinning Mills Pvt. Ltd.	80,00,000
2	Jayaswal Neco Infrastructures Pvt.Ltd	1,40,00,000
3	Jayaswal Neco Steel & Mining Limited	1,75,00,000
4	Nine Star Plastic Packaging Services Pvt.Ltd	1,05,00,000
5	Jayaswal Neco Metallica Pvt.Ltd	1,15,00,000
6	Jayaswal Neco Power Pvt.Ltd	30,00,000
7	Jayaswal Neco Energy Pvt.Ltd	1,35,00,000
8	Maa Usha Urja Limited	2,23,80,000
	<b>TOTAL</b>	<b>10,03,80,000</b>

Sr. No.	Name of the Bank / Lender	No. of Shares to be issued
1	State Bank of India	44,19,76,998
2	Punjab National Bank	29,80,70,540
3	Union Bank of India	19,20,61,659
4	Central Bank of India	10,01,63,305
5	Oriental Bank of Commerce	5,88,14,874
6	Indian Overseas Bank	5,92,20,460
7	IDBI Bank Ltd	5,81,37,205
8	Bank of India	3,79,19,651
9	Bank of Maharashtra	3,83,54,468
10	ICICI Bank	64,24,708
11	Andhra Bank	1,86,91,758
12	UCO Bank	56,84,154
	<b>TOTAL</b>	<b>1,31,55,19,780</b>

The Board place before the Members the resolutions as proposed under Section 42 and 62 of the Companies Act, 2013 and seek their consent and authority to offer, issue and allot out of the un-issued Equity Share Capital of the Company 10,03,80,000 (Ten Crores Three Lacs Eighty Thousand) Equity Shares of Rs. 10/- each, on Preferential Basis to the specified Promoter/Associate Entities and 1,31,55,19,780 (One Hundred Thirty One Crore Fifty Five Lakh Nineteen Thousand Seven Hundred Eighty) Equity Shares of Rs. 10/- each on Preferential Basis to the specified Lenders as contemplated.

In Compliance with the provisions of Regulation 72, 73 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("Regulations") as amended, the following further details are being furnished:

**(a) OBJECT OF THE ISSUE**

The object of the present issue of Equity Shares is to meet the conditions stipulated under the Debt Restructuring Scheme of the Company by way of bringing upfront Promoters Contribution and conversion of the unsustainable part of the debt of the Lenders into Equity Shares.

**(b) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE PREFERENTIAL OFFER**

Promoters through their existing bodies corporate/associate entities intend to subscribe 10,03,80,000 Equity Shares of Rs. 10/- each out of the total 141,58,99,780 Equity Shares being issued on preferential basis to Promoters and Lenders. Directors and Key Managerial Personnel do not propose to subscribe to the offer in their personal capacities.

**(c) SHARE HOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE ISSUE OF SHARES ON PREFERENTIAL BASIS**

Category of Shareholders	Before Issue		After issue	
	No of Equity Shares	Percentage	No of Equity Shares	Percentage
<b>A) Promoter Group</b>	<b>439302841</b>	<b>68.79</b>	<b>539682841</b>	<b>26.27</b>
<b>Sub - Total (A)</b>	<b>439302841</b>	<b>68.79</b>	<b>539682841</b>	<b>26.27</b>
<b>B) Public Shareholdings</b>				
i) Financial Institution, Banks, Mutual Funds and Others	13212080	2.07	1328731860	64.67
ii) Other Bodies Corporate, NRI, OCB and Clearing Members	126367017	19.79	126367017	6.15
iii) Individuals	59751125	9.35	59751125	2.91
<b>Sub-Total (B)</b>	<b>199330222</b>	<b>31.21</b>	<b>15148500026</b>	<b>73.73</b>
<b>TOTAL (A+B)</b>	<b>638633063</b>	<b>100.00</b>	<b>2054532843</b>	<b>100.00</b>

**d) PROPOSED TIME WITHIN WHICH THE ALLOTMENT WILL BE COMPLETED**

The proposed issue will be completed within 15 days from the date of passing of the resolution. In the event any of the regulatory approvals sought by the Company does not come within the said 15 days, then as per the proviso to Regulation 74, the 15 days period shall stand postponed and will be reckoned from the date of receipt of such approval or permission, as the case may be from the regulatory authorities concerned.

**e) IDENTITY OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEES**

Sr. No.	Identity of the Allottees	Number of Equity Shares and % to Total Paid-up Equity Capital (Pre- issue)	Number of Equity Shares to be allotted	Number of Equity Shares and % to Total Paid up Equity Capital (Post- issue)	Change in percentage After issue
<b>PROMOTER / ASSOCIATE ENTITIES</b>					
1.	Apex Spinning Mills Pvt. Ltd.	35299600	8000000	43299600	-3.42
		5.53		2.11	
2.	Jayaswal Neco Infrastructures Pvt. Ltd.	34385500	14000000	48385500	-3.02
		5.38		2.36	
3.	Jayaswal Neco Steel and Mining Limited	13250000	17500000	30750000	-0.57
		2.07		1.50	
4.	Nine Star Plastic Packaging Services Pvt. Ltd.	44294600	10500000	54794600	-4.27
		6.94		2.67	
5.	Jayaswal Neco Metallics Pvt. Ltd.	40710500	11500000	52210500	-3.83
		6.37		2.54	
6.	Jayaswal Neco Power Pvt. Ltd.	36354500	3000000	39354500	-3.77
		5.69		1.92	
7.	Jayaswal Neco Energy Pvt. Ltd.	39732000	13500000	53232000	-3.63
		6.22		2.59	
8.	Maa Usha Urja Limited	--	22380000	22380000	1.09
		--		1.09	
	<b>Total (A)</b>	<b>244026700</b>	<b>100380000</b>	<b>344406700</b>	<b>21.44</b>
		<b>38.21</b>		<b>16.76</b>	



The pre and post allotment holding of the other allottees i.e., Lenders/Banks have not been specified here due to the reason that the ultimate beneficial owner of the shares of the said allottees are not the natural persons.

**f) THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND / OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES.**

All the proposed allottees mentioned in the resolution at Item No. 4 of the Resolution i.e., Promoter /Associate Entities are under ultimate control of the Promoters of the Company namely Shri Basant Lall Shaw (DIN 00249729), Shri Arbind Jayaswal (DIN 00249864), Shri Ramesh Jayaswal (DIN 00249947), Mrs. Nisha Jayaswal (DIN 00624372) and Mrs. Rita Jayaswal (DIN 00626119) and their relatives.

All the proposed allottees mentioned in the resolution at Item No. 5 of the Resolution are Lenders/Banks and not are not under the control of any natural person.

The proposed Allottees in terms of the Regulations, are not disqualified to acquire the Equity Shares proposed to be offered to them. Consequent to the said Preferential Issue of shares to the Promoter/ Associate Entities and the Lenders, Promoter Group's shareholding will come down to 26.27% from 68.79% and the Lenders shareholding will be 64.03%.

**g) RECOMPUTATION OF PRICE /AMOUNT PAYABLE**

As the shares of the Company have been listed on the Stock Exchanges for more than six months, the conditions relating to recomputing the price and other matters connected therewith referred to in the Regulations are not applicable to the Company.

**h) LOCK-IN PERIOD**

The Equity Shares to be issued as above shall in terms of the Regulations be subject to lock-in period of 3 years for the allottees i.e. Promoter /Associate Entities from the date of Trading Approval and lock-in period of 1 year for the allottees i.e. Lenders from the date of Trading Approval.

**i) RELEVANT DATE AND BASIS FOR THE ISSUE PRICE**

Relevant date as per Regulation 71 of the Regulations read with explanation thereto, for the purpose of preferential issue means the date thirty days prior to the date on which the Meeting of Shareholders is held in terms of Section 62 of the Companies Act, 2013 to consider the proposed issue, which relevant date, in the present case is 15th December, 2017.

The issue price is kept at Rs. 10/- per share which is not less than the price determined in accordance with guidelines prescribed under Regulation 76 (1) and subject to the provisions of Section 53 of the Companies Act, 2013, which provides that the shares can't be issued at a discount i.e. below Rs. 10/- per share.

The Board of Directors of the Company is of the view that as the proposed issue is under the Debt Restructuring Scheme of the Company with the lenders it is in the larger interest of the Company, hence it has approved issue of shares on preferential basis to the proposed allottees at its Meeting held on 11th December, 2017.

M/s. Naresh Patadia & Co., Chartered Accountants, Statutory Auditors of the Company have verified the proposal and certified that the issue of Equity Shares is being made in accordance with the Regulations.

The certificate of the Statutory Auditor of the Company certifying that the issue is being made in accordance with the Regulations, is available for inspection at the Registered Office of the Company on all working days during normal working hours upto the date of the Extra Ordinary General Meeting.

S/Shri B L Shaw (DIN 00249729), Shri Arbind Jayaswal (DIN 00249864), Shri Ramesh Jayaswal (DIN 00249947), Directors, and their relatives hold not less than 2% Equity Shares in the proposed allottees i.e. Promoter/Associate Entities and are interested in or concerned with the resolution as specified under Item No. 4 to the extent of allotment of shares to the said allottees belonging to the Promoter Group. No other Directors, their relatives or Key Managerial Personnel is interested in or concerned with the resolutions specified in Item No. 4 and 5.

**ITEM NO. 6:**

**TO APPROVE GRANTING THE RIGHT OF CONVERSION OF THE WHOLE OR PART OF THE LOAN/FACILITY INTO EQUITY SHARES UPON OCCURRENCE OF EVENT OF DEFAULT AS PER THE TERMS OF MASTER RESTRUCTURING AGREEMENT**

Members are aware that the Company is to enter into a Master Restructuring Agreement (MRA) under the Debt Restructuring Scheme for the purpose of restructuring the outstanding principal term loan facilities aggregating to Rs. 3050,15,00,000 (Rupees Three Thousand Fifty

Crores Fifteen Lakhs) availed by the Company from the Term Loan Lenders and the Working Capital Facilities aggregating to Rs. 1081,96,00,000 (Rupees One Thousand Eighty-One Crores Ninety Six Lakhs) availed by the Company from Working Capital Lenders in accordance with the terms specified therein. The existing facilities availed by the Company shall be restructured in the manner specified in the Master Restructuring Agreement.

Pursuant to the terms of the Master Restructuring Agreement proposed to be entered into by the Company, the Lenders shall have the option of converting either the whole or any part of the outstanding amounts under the Restructured Facilities into fully paid up equity shares of the Company upon the occurrence of the event of default (as defined in the MRA) on such terms and conditions as shall be set forth in the MRA.

In terms of provisions of Section 62 (3) of the Companies Act, 2013, the Lenders can exercise the option to convert loan raised by the Company into equity shares, if the terms of such loan containing such an option have been approved before the raising of loan by a special resolution passed by the Company in General Meeting. Accordingly, the Board recommends the resolution set out at Item No. 6 of the Notice for Members approval as a Special Resolution.

The copy of the draft Master Restructuring Agreement to be executed between the Company and its lenders, shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

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

**By Order of the Board of Directors**

**Dated: 11.12.2017**

**Registered Office:**

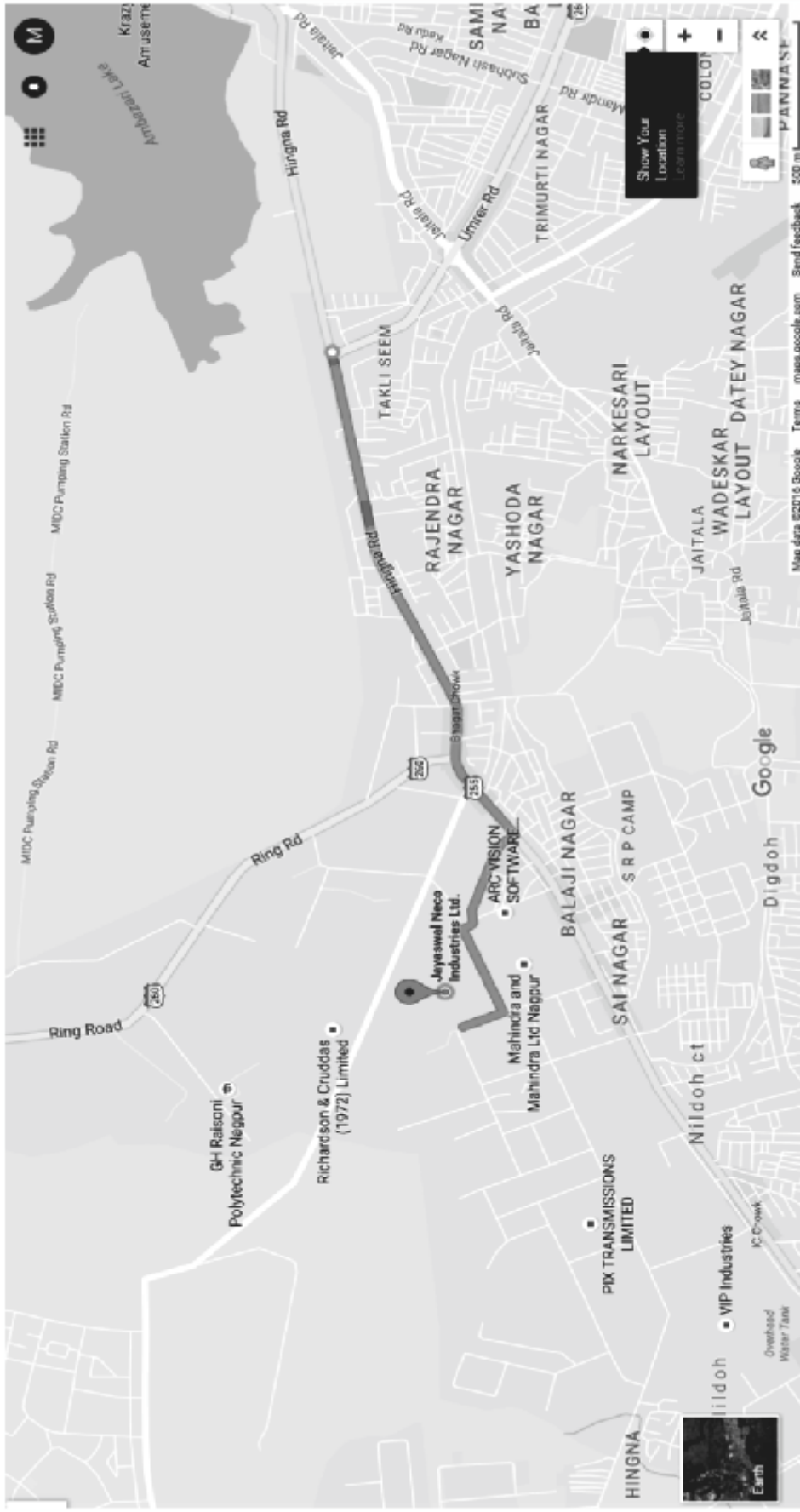
**F-8, MIDC Industrial Area,  
Hingna Road, Nagpur-440016**

**Ashutosh Mishra**

**General Manager**

**(Company Secretary & Compliance Officer)**

**Membership No. A23011**



# Route Map to Jayaswal Neco Industries Limited (EGM Venue)

## JAYASWAL NECO INDUSTRIES LIMITED

CIN - L28920MH1972PLC016154

Registered Office : F-8, MIDC Industrial Area, Hingna Road, Nagpur – 440 016.

Tel No.: 07104-237276, 237471, 237472 Fax: 07104-237583, 236255

Website: www.necoindia.com Email: contact@necoindia.com



### Form No. MGT-11

#### Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	E-mail ID :
Registered Address :	Folio No. / Client ID :
	DP ID:

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him
2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him
3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extra - Ordinary General Meeting of the Company, to be held on Monday, the 15th day of January, 2018 at 12.30 P.M. at the Registered Office of the Company at F-8, MIDC Industrial Area, Hingna Road, Nagpur – 440 016 and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution No.	Brief details of the Resolutions	Optional (Refer Note No. 2)	
		For	Against
1.	To increase the Authorised Share Capital of the Company.		
2.	To amend the Capital Clause of the Memorandum of Association of the Company.		
3.	To amend the Articles of Association of the Company.		
4.	Further issue of Shares to Promoters on Preferential basis under Debt Restructuring Scheme.		
5.	Further issue of Shares on Preferential basis to Lenders on conversion of Debt into equity under the Debt Restructuring Scheme.		
6.	To approve granting the right of conversion of the whole or part of the loan/facility into equity shares upon occurrence of event of default as per the terms of Master Restructuring Agreement.		

Signed this .....day of .....2017 / 18.

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Re. 1/- Revenue Stamp
--------------------------------------

**Note :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Optional. Please put a '✓' in the appropriate column against the resolutions indicated in the box.

BOOK POST

To,



If undelivered please return to :

**Jayaswal Neco Industries Limited**

CIN - L28920MH1972PLC016154

F-8, MIDC Industrial Area, Hingna Road, Nagpur - 440 016.

Tel. No. : (07104) 237276, 237471, 237472,

Fax No. : (07104) 237583, 236255

E-mail : [contact@necoindia.com](mailto:contact@necoindia.com), Web Site : [www.necoindia.com](http://www.necoindia.com)