

# JAYASWAL NECO INDUSTRIES LIMITED

(CIN: L28920MH1972PLC016154)

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

Tel. No: + 91 7104 237276, 237471, Fax: + 91 7104 237583, 236255

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



## NOTICE

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of **Jayaswal Neco Industries Limited** will be held on **Friday, the 23rd day of March, 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 RATIFY THE RELATED PARTY TRANSACTIONS

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as applicable and any amendments thereto, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the shareholders do hereby ratify all existing contracts / arrangements/ agreements entered into between the Company and M/s. NSSL Private Limited, a related party within the meaning of the aforesaid Act, exceeding the limits as mentioned in the aforesaid Act during the period of Ten months from 1st April, 2017 to 31st January, 2018 as detailed below on such terms and conditions as mutually agreed upon between the parties and as detailed in the Explanatory Statement annexed hereto:

Description of Contracts	Period of Contracts	Total Cumulative Contracts Value with NSSL Pvt. Ltd. (Rs.in Lacs)
Sale, Purchase, Supply of Goods including Raw Materials, Finished Goods, Scrap, Consumables and Capital Goods and availing other services such as Machining etc.	1st April, 2017 to 31st January, 2018	11645.21

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; to sign and execute necessary documents and papers on an ongoing basis; to take such steps as may be necessary for obtaining necessary consents, approvals etc. and to approve the terms and conditions related to aforesaid transactions and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable pursuant to the above Resolution.”

#### 2. TO APPROVE THE RELATED PARTY TRANSACTIONS

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as applicable and any amendments thereto, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the shareholders be and is hereby accorded to all the contracts / arrangements/ agreements entered/likely to be entered into between the Company and M/s. NSSL Private Limited, a related party within the meaning of the aforesaid Act, exceeding the limits as mentioned in the aforesaid Act during the period from 1st February, 2018 to 31st March, 2018 and during the Financial Year 2018-19 as detailed below on such terms and conditions as agreed/may be mutually agreed upon between the parties and as detailed in the Explanatory Statement annexed hereto:

Description of Contracts	Period of Contracts	Total Estimated cumulative contracts value with M/s. NSSL Pvt. Ltd. (Rs.in Lacs)
Sale, Purchase, Supply of Goods including Raw Materials, Finished Goods, Scrap, Consumables and Capital Goods and availing other services such as Machining etc.	1st February, 2018 to 31st March, 2018	4216.85
	1st April, 2018 to 31st March, 2019	26415.13

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; to sign and execute necessary documents and papers on an ongoing basis; to take such steps as may be necessary for obtaining necessary consents, approvals etc. and

to approve the terms and conditions related to aforesaid transactions and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable pursuant to the above Resolution.”

**Dated: 12.02.2018**

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

**By Order of the Board of Directors  
Ashutosh Mishra  
General Manager  
(Company Secretary & Compliance Officer)  
Membership No. A23011**

**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 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** 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 16th March, 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 eservices 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 Monday, 19th March, 2018 and end at 5.00 p.m. on Thursday, 22nd March, 2018. During the period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Friday, 16th March, 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. 16th March, 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 resolution 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 & 2:**

#### **TO RATIFY/APPROVE THE RELATED PARTY TRANSACTIONS :**

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain prior approval of the members by way of resolution in case of sale, purchase or supply/availment of any goods, materials or services to/from any of its related parties, directly or through appointment of agent

exceeding amount equivalent to ten per cent of the turnover of the Company or Rupees One Hundred Crore, whichever is lower. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business and on an arm's length basis. Further, where any contract or arrangement is entered into by the Company with any of its related party exceeding the limits as specified above, without obtaining the approval by a resolution in the general meeting, it is required to be ratified by the Members.

The Company in its ordinary course of business and on arm's length basis sells and purchases materials to/from different parties. NSSL Private Limited is one of the related parties of the Company engaged in the business of manufacturing Industrial Valves and has a Specialized Machining Division in Nagpur. The purchase of material/products/services from NSSL Private Limited is dependent on the requirement of the Company and the ability of NSSL to supply them to the Company. During the course of its business the Company also sells its products to NSSL Private Limited.

The transactions already entered into by the Company with NSSL Private Limited during the period of Ten months from 1st April, 2017 to 31st January, 2018 are as follows:

Sr. No.	Nature of Transactions	Value of Transactions (Rs.in Lacs)
<b>Purchase of Goods by the Company from NSSL Private Limited</b>		
1.	Automotive & Tractor components for Engine & Transmission such as Cylinder Heads, Housings, Hubs, Axles etc.	6429.02
2.	Machining Charges	163.13
3.	Iron & Steel Scrap	43.96
4.	Patterns & Dies	784.31
	<b>Total Purchase of Goods</b>	<b>7420.42</b>
<b>Sale of Goods by the Company to NSSL Private Limited</b>		
1.	Iron & Steel Castings	4224.79
	<b>Total Sale of Goods</b>	<b>4224.79</b>
	<b>Total Transaction Value</b>	<b>11645.21</b>

As the total amount of the transactions of the Company with NSSL Private Limited during the above period has exceeded the limits prescribed under Section 188 of the Act and needs to be ratified by the Members of the Company pursuant to the provisions of Section 188 (3) of the Act, Board of Directors of the Company recommend the resolution set out at item no. 1 of the notice for Shareholders' approval as an Ordinary Resolution.

Further, the transactions likely to be entered by the Company with NSSL Private Limited during the period from 1st February, 2018 to 31st March, 2018 and from 1st April, 2018 to 31st March, 2019 are as follows:

Sr. No.	Nature of Transactions	Value of Transactions (Rs.in Lacs)	
<b>Estimated Purchase of Goods by the Company from NSSL Private Limited</b>			
		<b>From 1st February, 2018 to 31st March, 2018</b>	<b>From 1st April, 2018 to 31st March, 2019</b>
1.	Automotive & Tractor components for Engine & Transmission such as Cylinder Heads, Housings, Hubs, Axles etc.	2310.16	14190.59
2.	Machining Charges	20.51	123.08
3.	Iron & Steel Scrap	15.47	406.27
4.	Patterns & Dies	--	236.00
	<b>Total Estimated Purchase of Goods</b>	<b>2346.14</b>	<b>14955.94</b>
<b>Estimated Sale of Goods by the Company to NSSL Private Limited</b>			
1.	Iron & Steel Castings	1870.71	11459.19
	<b>Total Estimated Sale of Goods</b>	<b>1870.71</b>	<b>11459.19</b>
	<b>Total Estimated Transaction Value</b>	<b>4216.85</b>	<b>26415.13</b>

As the total amount of the transactions of the Company with NSSL Private Limited during the financial year 2017-18 as well as 2018-19 as specified above has exceeded or is likely to exceed the limits prescribed under Section 188 of the Act hence the transactions between the Company and NSSL Private Limited during the period from 1st February, 2018 to 31st March, 2018 and from 1st April, 2018 to 31st March, 2019 as specified above needs the approval of the Members of the Company as per Section 188 of the Act. The Board of Directors of the Company recommend the resolution set out at item no. 2 of the notice for Shareholders' approval as an Ordinary Resolution.



The other particulars related to the above transactions are as under: -

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
NSSL Private Limited	Shri Basant Lall Shaw, Chairman	Member in NSSL Private Limited holding 1.94% shares.	For details of transactions, kindly refer the table given above.	The Transactions are in the Ordinary course of Business and are at Arm's Length Basis. Though approval of shareholders would not be required under the provisions of Section 188 of the Act and the Rules framed thereunder for the above specified transactions with NSSL Private Limited, the same is being sought as an abundant precautionary measure.  Shri Anand Jayaswal, Managing Director of NSSL Private Limited is the relative of Shri Basant Lall Shaw, Shri Arbind Jayaswal and Shri Ramesh Jayaswal, being the members of Hindu Undivided Family and is also the son of Shri Arbind Jayaswal.
	Shri Arbind Jayaswal, Managing Director	Member in NSSL Private Limited holding 4.31% of shares.		
	Shri Ramesh Jayaswal, Joint Managing Director	Member in NSSL Private Limited holding 2.77% of shares.		
		Their relatives are also Members in NSSL Private Limited.		

Except as specified above none of the Directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, in the resolution set out in item no. 1 and 2 of the Notice.

All related parties shall abstain from voting on these resolutions.

**Dated: 12.02.2018**

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

**By Order of the Board of Directors  
Ashutosh Mishra  
General Manager  
(Company Secretary & Compliance Officer)  
Membership No. A23011**

# JAYASWAL NECO INDUSTRIES LIMITED

(CIN: L28920MH1972PLC016154)

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

Tel. No: + 91 7104 237276, 237471, Fax: + 91 7104 237583, 236255

Email: contact@necoindia.com website: www.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): .....

Registered address: .....

E-mail Id: .....

Folio No. / Client ID No.: ..... DP ID No.: .....

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

1. Name: ..... E-mail Id: .....

address: .....

..... Signature: ..... or failing him

2. Name: ..... E-mail Id: .....

address: .....

..... Signature: ..... or failing him

3. Name: ..... E-mail Id: .....

address: .....

..... Signature: .....

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 Friday, the 23rd March, 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 thereof 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 Ratify the Related Party Transactions.		
2	To Approve the Related Party Transactions.		

Signed this ..... day of ..... 2018

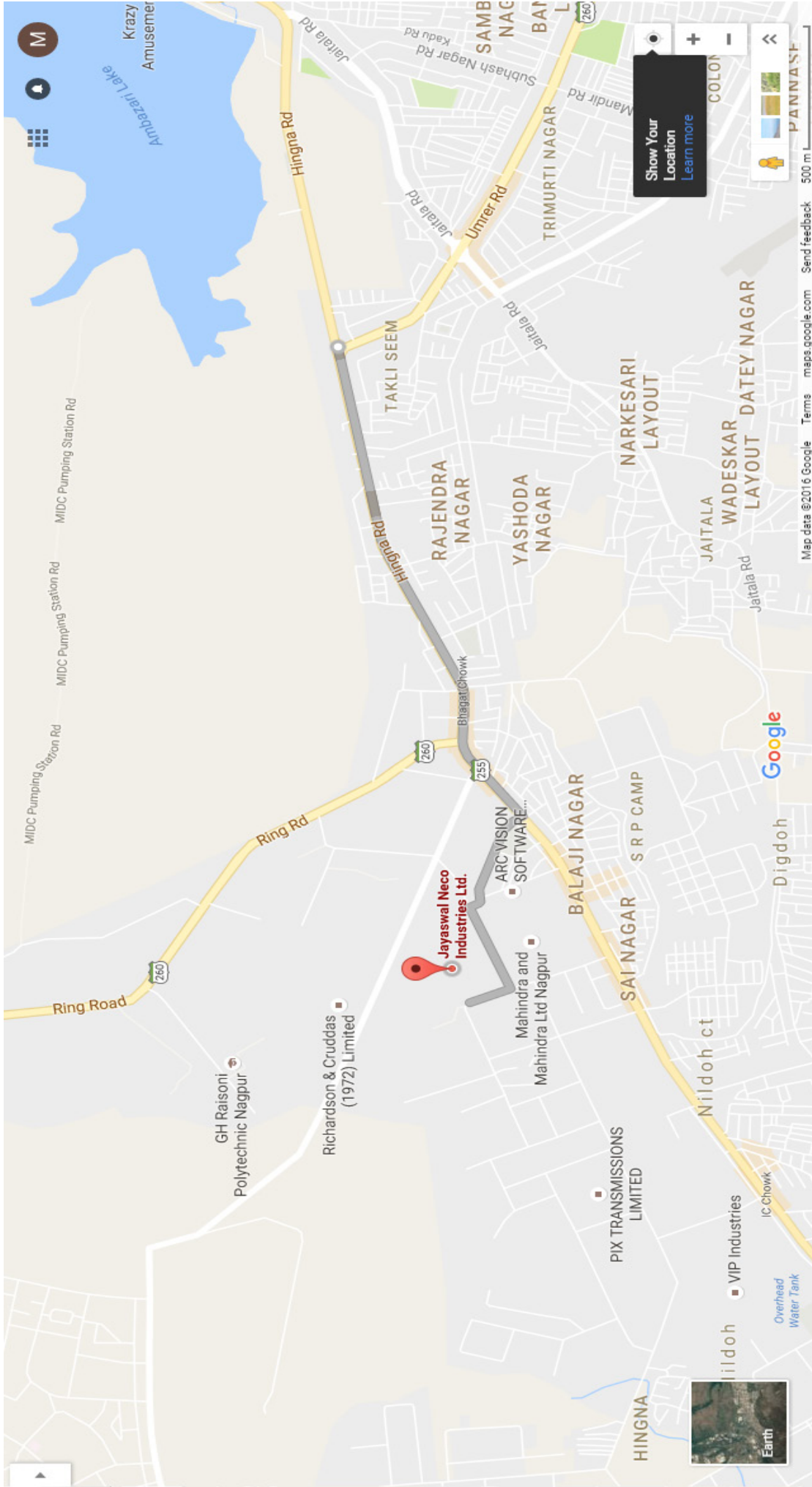
Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp of Re.  
1/-

#### NOTES:

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.



Route Map to JAYASWAL NECO INDUSTRIES LIMITED (EGM Venue)