

MINUTES OF THE 44th ANNUAL GENERAL MEETING OF THE MEMBERS OF JAYASWAL NECO INDUSTRIES LIMITED HELD ON WEDNESDAY, THE 27th DAY OF SEPTEMBER, 2017 AT 12.30 P. M. AT THE REGISTERED OFFICE OF THE COMPANY AT F-8, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR – 440016, MAHARASHTRA.

PRESENT:

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| 1. | Shri Basant Lall Shaw | Chairman |
| 2. | Shri Arbind Jayaswal | Managing Director |
| 3. | Shri Ramesh Jayaswal | Joint Managing Director |
| 4. | Shri P. K. Bhardwaj | Executive Director & CFO |
| 5. | Shri Darshan Kumar Sahni | Independent Director |

IN ATTENDANCE

Shri Ashutosh Mishra	Company Secretary & Compliance Officer
Shri Shantanu Jog	Scrutinizer (Practicing Company Secretary)

INVITEES

Shri Rupesh Shah	Statutory Auditors, Partner, Pathak H. D. & Associates
Smt. Shailaja Vibhute	Statutory Auditors, Partner, Agrawal Chhallani and Co.
Smt. Rachana Daga	Secretarial Auditor

No. of Members Present in Person: 36

No. of Members present through Proxy Nil

1. At 12.30 p.m. the Chairman welcomed the Members to the 44th Annual General Meeting of the Company after ascertaining that the quorum for the meeting was present, the Chairman called the meeting to order and open for the proceedings.
2. The Chairman informed the members present that Shri B. K. Agrawal, Chairman of Audit Committee, Nomination and Remuneration Committee and Share Transfer-cum-Stakeholders Relationship Committee could not attend the meeting due to certain pre-assignments and that he has delegated authority to Shri Ramesh Jayaswal, Member of the Audit Committee and Share Transfer-cum-Stakeholders Relationship Committee, for attending the Annual General Meeting on his behalf and to Shri. Darshan Kumar Sahni, Member of the Nomination and Remuneration Committee, for attending the Annual General Meeting on his behalf. He further apprised that Shri M.P. Singh, Smt Raji Nathani, Shri S. N. Singh, Shri Arvind Iyer, Shri B. P Singh and Smt. Kanika Sharma, Directors also could not attend this meeting due to certain pre- occupations .
3. The Chairman apprised the members that no proxy has been received from any member.

4. The Chairman informed the Members that the Register of Directors' & Key Managerial Personnel and their Shareholding, Register of Contracts, Secretarial Audit Report and Auditors' Report for the Financial Year 2016-17 and all other documents as specified in the Notice convening this meeting for being available for inspection of members are open for inspection of the members.
5. With the consent of the Members present, notice convening the meeting was taken as read.
6. The Chairman requested Shri Ashutosh Mishra, Company Secretary & Compliance Officer of the Company, to read out the Auditor's Report 2016-17. The Company Secretary read the Auditor's Report 2016-17. The Company Secretary also read out for the information of the shareholders the qualification and observation of the Auditors contained in Auditors' Report and in Annexure A thereof respectively and also read out the explanation of the Directors as incorporated in the Directors' Report, on the said qualification/ observation of the Auditors.
7. Shri P. K. Bhardwaj, Executive Director & CFO of the Company briefed the members on the working and financial results of the Company during the year under review i.e. 2016-17. He apprised the members with the comparative performance both at Steel Plant Division and Foundry Division during 2015-16 and 2016-17. He also briefed the members with the comparative performance of the Company as a whole during 2015-16 and 2016-17. He also apprised the members regarding the in-principle approval for Debt Restructuring received from the lenders of the Company. Thereafter, the Chairman invited Members for queries, if any, on the Financial Statements of the Company for the year 2016-17, few queries were raised by the members related to the Financial Statement 2016-17 and the same were duly replied to the satisfaction of members by the Executive Director & CFO.
8. With the permission of the Chairman, Shri Ashutosh Mishra, informed the Shareholders that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Members had been provided with the facility to cast their vote on the resolutions proposed to be passed in this Annual General Meeting (AGM) by electronic means ('remote e-voting') or by ballot at the AGM. He also informed the members that the e-voting facility was kept open from Saturday, 23rd September, 2017 (from 9.00 a.m.) to Tuesday, 26th September, 2017 (till 5.00 p.m.). Thereafter he briefed the members present in connection with the appointment of Shri Shantanu Jog, Practicing Company Secretary, Proprietor M/s. Shantanu Jog & Associates, Company Secretaries, Nagpur, as Scrutinizer to scrutinize the voting process (both e-voting and ballot) and that Shri Jog will submit his report on the voting by 29th September, 2017 to facilitate the declaration of result on the voting by the Chairman on that very day.

9. Chairman apprised the members present:
- i. That, Shri Shantanu Jog is present in the meeting and is available for the purpose for which he has been appointed.
 - ii. That all those Members of the Company who have not voted through 'remote e-voting' facility and attending this Annual General Meeting either personally or through proxy have been provided the facility to vote through ballot at the AGM.
 - iii. That the scrutinizer will first count the votes cast at the meeting through Ballot 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 his consolidated report on the voting to the Chairman for the declaration of result of the voting.
 - iv. That all the proposed resolution at the AGM, will be first explained and read out and thereafter it will be put for voting by the members through ballot.
 - v. That the members may offer comments and seek clarifications, if any on the resolutions contained in the notice once they are taken up for consideration.
10. Thereafter the Chairman with the permission of the members took up the agenda items as per the notice as follows:

BUSINESS AS PER NOTICE

ORDINARY BUSINESS

Agenda Item No. 1

1. ADOPTION OF AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON: (ORDINARY RESOLUTION)

Chairman informed that the first item of the agenda is Item No. 1 of the Notice which is an Ordinary Resolution and pertains to the adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with reports of the Board of Directors and Auditors thereon. He then requested Shri Milind Rao to read out the resolution related to item No. 1 of the Notice which is as follows:

“Resolved That the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

The Chairman then invited members to offer comments and seek clarifications, if any on the proposed resolution. Since there were no comments, Chairman proceeded towards next item.

Agenda Item No. 2

2. RE-APPOINTMENT OF SHRI MEGH PAL SINGH (DIN: 02635073) AS A DIRECTOR WHO RETIRES BY ROTATION IN THIS MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT: (ORDINARY RESOLUTION)

Chairman apprised the members that the next Item No. 2 of the Notice, is an Ordinary Resolution and relates to the re-appointment of Shri Megh Pal Singh, as a Director, who retires by rotation in this meeting and is eligible for re-appointment. He then requested Shri Vallabh Ghate to read out the resolution related to Item No. 2 of the Notice, which is as follows:

“Resolved That Shri Megh Pal Singh, who retires by rotation in this meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

The Chairman then invited members to offer comments and seek clarification on the proposed resolution. Since there were no comments, Chairman proceeded for the next item.

Agenda Item No. 3

3. APPOINTMENT OF M/S. NARESH PATADIA & CO., CHARTERED ACCOUNTANTS, NAGPUR (REGISTRATION NO. 106936W), AS THE JOINT STATUTORY AUDITORS OF THE COMPANY IN PLACE OF RETIRING AUDITOR M/S. AGRAWAL CHHALLANI & CO., CHARTERED ACCOUNTANTS, NAGPUR (REGISTRATION NO. 100125W) AND FIXATION OF THEIR REMUNERATION: (ORDINARY RESOLUTION)

Chairman informed the Members that the next Item No. 3 of the Notice is an Ordinary Resolution and relates to the appointment of M/s. Naresh Patadia & Co., Chartered Accountants, Nagpur (Registration No. 106936W), as the Joint Statutory Auditors of the Company in place of retiring Auditor M/s. Agrawal Chhallani & Co., Chartered Accountants, Nagpur (Registration No. 100125W) to hold such office from the conclusion of this Meeting till the conclusion of the Annual General Meeting of the Company for the financial year 2021-22 and fixation of their remuneration. He requested Shri Murli Lahoti to read the resolution as set out in Item No. 3 of the Notice, which is as follows:

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder and pursuant to recommendation of Audit Committee of the Board of Directors, M/s. Naresh Patadia & Co., Chartered Accountants, Nagpur (Registration No. 106936W) be and are hereby appointed as the Joint Statutory Auditors of the Company from the conclusion of this Meeting (44th AGM) to hold such office for a period of 5 (Five) years till the conclusion of the Annual General Meeting (49th AGM) {subject to ratification of their appointment at every AGM} of the Company to be held for the financial year 2021-22 at such remuneration as shall be fixed by the Board of Directors of the Company.”

The Chairman then invited members for comments and clarification on the proposed resolution. Since there were no comments, the Chairman proceeded for the next item.

4. RATIFICATION OF THE APPOINTMENT OF M/s. PATHAK H.D & ASSOCIATES., CHARTERED ACCOUNTANTS AS THE JOINT STATUTORY AUDITORS OF THE COMPANY AND FIXATION OF THEIR REMUNERATION: (ORDINARY RESOLUTION)

Chairman apprised the Members that the next Item No. 4 of the Notice is an Ordinary Resolution and relates to the ratification of the appointment of M/s. Pathak H.D & Associates., Chartered Accountants, as the Joint Statutory Auditors of the Company to hold such office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company and fixation of their remuneration. He then requested Shri Vallabh Ghate to read the resolution as set out in Item No. 4 of the Notice, which is as follows:

“Resolved That pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder and pursuant to recommendation of Audit Committee of the Board of Directors, the appointment of M/s. Pathak H. D. & Associates., Chartered Accountants, Mumbai (Registration No. 107783W), as the Joint Statutory Auditors of the Company be and is hereby ratified to hold such office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

The Chairman then invited members for the comments and to seek clarification, if any on the proposed resolution. Since there were no comments, the Chairman proceeded for the next item of the Agenda.

SPECIAL BUSINESS

Agenda Item No. 5

5. APPOINTMENT OF SHRI BHARAT PAL SINGH AS AN INDEPENDENT DIRECTOR: (ORDINARY RESOLUTION)

Chairman informed the Members that item No. 5 of the Notice is an Ordinary Resolution and relates to the consent of shareholders to the appointment of Shri Bharat Pal Singh as an Independent Director of the Company not liable to retire by rotation w.e.f. 26th May, 2017 to hold such office for 5 (Five) consecutive years for a term up to 25th May, 2022. He further apprised that the said appointment of Shri Bharat Pal Singh as an Independent Director has been done by the Board of Directors on the recommendation of Nomination and Remuneration Committee based on the performance evaluation w.e.f. 26th May, 2017 subject to approval of the shareholders. Thereafter, he requested Shri Milind Rao to read out the Resolution specified at item No. 5 of the Notice, which is as follows:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby given to the appointment of Shri Bharat Pal Singh (DIN: 00739712) as an Independent Director of the Company not liable to retire by rotation with effect from 26th May, 2017 to hold office for 5 (Five) consecutive years for a term up to 25th May, 2022.”

The Chairman then invited members to offer comments and seek clarifications on the proposed resolution. Since there were no comments, Chairman proceeded towards next item.

Agenda Item No. 6

6. RE-APPOINTMENT OF SHRI MEGH PAL SINGH AS AN EXECUTIVE DIRECTOR (STEEL): (SPECIAL RESOLUTION)

Chairman informed the Members that item No. 6 of the Notice is a Special Resolution and relates to the consent of shareholders to the Re-appointment of Shri Megh Pal Singh, as an Executive Director (Steel) of the Company liable to retire by rotation w.e.f. 13th November, 2017 to hold such office for 3 (Three) years for a term up to 12th November, 2020. He further apprised that the said re-appointment of Shri Megh Pal Singh, as an Executive Director (Steel) has been done by the Board of Directors on the recommendation of Nomination and Remuneration Committee based on the performance evaluation w.e.f. 13th November, 2017 subject to approval of the shareholders. Thereafter he requested Shri Murli Lahoti to read out the Resolution specified at item No. 6 of the Notice, which is as follows:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions of Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and further subject to other approvals, if any required, the consent of the Company, be and is hereby accorded to the re-appointment of SHRI MEGH PAL SINGH (“the Appointee”) as an Executive Director (Steel) of the Company for a period of 3 years with effect from 13th November, 2017 up-to 12th November, 2020, liable to retire by rotation, on the following terms and conditions including remuneration:

- a) Designation : Executive Director (Steel)
- b) Grade : L-10
- c) Period of Appointment : 3 years with effect from 13.11.2017
- d) Remuneration : Rs. 212500 per month in the pay scale of Rs. 100000 – 10000 – 150000 – 12500 – 212500– 15000 – 287500 – 17500 – 375000
- e) Allowances : House Rent Allowance, Children’s Education Allowance, Conveyance Allowance, Special Allowance, Personal Pay Allowance as per the rules of the Company.
- f) Perquisites : Contribution to Provident Fund, Gratuity, Leave Encashment, Leave Travel Concession, Reimbursement of medical expenses for self and family, Telephone and Car for office use etc. as per the rules applicable to senior cadre personnel of the Company.
- g) Notice Period : 3 months from either side.

- h) Minimum Remuneration : In the event of losses or inadequate profits, Salary, Allowances and Perquisites as above subject to the limits prescribed under Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT the above terms and conditions including remuneration may be varied by the Board of Directors of the Company from time to time subject to the provisions of the Companies Act, 2013 and limits specified in Schedule V thereof including any statutory modifications or re-enactment thereof as the case may be.”

“RESOLVED FURTHER THAT the draft of the Agreement to be entered into between the Company and the Appointee setting out the terms and conditions of the said appointment including the remuneration as placed before this Meeting duly initialed by the Chairman for the purpose of identification be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby also authorized to take such steps, actions and do things, deeds, matters as may be required or are necessary so as to give effect to this Resolution.”

The Chairman then invited members to offer comments and seek clarifications on the proposed resolution. Since there were no comments, Chairman proceeded towards next item.

Agenda Item No. 7

7. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2018: (ORDINARY RESOLUTION)

The Chairman informed the members that the next item No. 7 of the Notice is an Ordinary Resolution pertaining to the ratification by the members of the remuneration of M/s. Manisha & Associates, Cost Accountants, appointed as the Cost Auditors of the Company, to conduct the Audit of cost records of the Company for the financial year ending 31st March, 2018. He further apprised the members that the Board of Directors of the Company appointed vide its meeting dated 26th May, 2017, M/s. Manisha & Associates, as the Cost Auditors of the Company for the financial year 2017-18 at the remuneration of Rs. 1,25,000/-, Rs.9,000 for XBRL documents preparation plus applicable taxes and reimbursement of out of pocket expenses at actual. He then requested Shri Vallabh Ghate to read out the resolution as set out in item No. 7 of the Notice, which is as follows:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand Only), Rs. 9,000/- (Rs. Nine Thousand Only) for XBRL documents preparation plus applicable taxes and reimbursement of out of pocket expenses at actuals to M/s. Manisha & Associates, Cost Accountants, 238, Shreeram Shyam Towers, Near NIT, Sadar, Nagpur - 440 001 appointed by the Board of Directors of Company on the recommendation of the Audit Committee of the Board, as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018.”

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

The Chairman then invited members for comments and to seek clarification, if any on the proposed resolution. There were no comments on the proposed resolution.

11. There being no other business left, the Chairman requested the Scrutinizer to lock empty ballot box in the presence of the Members.
12. Thereafter, the Chairman ordered that all the resolutions in the notice be put to vote by Ballot. He requested the Members to cast their vote using ballot paper provided to them.

With the permission of the Chairman, Shri Ashutosh Mishra informed that only those members who have not cast their votes by Remote e-voting are entitled to cast their votes through ballot at AGM and any assistance in completing the ballot paper, if required may be obtained from the Scrutinizer.

13. It was also informed to the members by the Chairman that the result of e-voting and voting through ballot will be declared on the receipt of the Scrutinizer’s Report on voting and shall be placed on the Company’s website as well as the website of NSDL and Sharex Dynamic (India) Private Limited (RTA of the Company) and will simultaneously be sent to the Stock Exchanges where the shares of the Company are listed. He further apprised the members that subject to receipt of requisite number of votes the resolutions specified in the notice shall be deemed to be passed on the date of this Annual General Meeting.

There being no other business to be transacted, the Meeting concluded at 4.00 p.m. with a vote of thanks.

DATE: 03-10-2017

PLACE: NAGPUR

CHAIRMAN