

# JAYASWAL NECO INDUSTRIES LTD

CIN : L28920MH1972PLC016154

(FORMERLY JAYASWALS NECO LIMITED)

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

PHONES : +91-7104-237276, 237471, 237472, 237461, 237462, 236253, 236254, 236256

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



28<sup>th</sup> September, 2019

To,  
Manager (Listing),  
National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E),  
MUMBAI – 400 051.

Manager (Listing),  
Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort,  
MUMBAI – 400 001.

Dear Sir(s),

**Sub: Submission of Voting Results of 46th Annual General Meeting of the Company held on 27<sup>th</sup> September, 2019.**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the voting results of the business transacted at the 46<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> September, 2019 as Annexure I.

We are also enclosing herewith the Scrutinizer's Report on the remote e- voting and voting through Ballot paper at the AGM.

You are requested to kindly take the same on record.

Thanking you.

For Jayaswal Neco Industries Limited



Vikash Kumar Agarwal  
Company Secretary & Compliance Officer  
(Membership No. A19583)

## BRANCH OFFICES :

"NECO HOUSE" D-307, Defence Colony,  
NEW DELHI - 110 024. (INDIA)  
PHONES : 011-49070548

301, TULSIANI CHAMBERS  
NARIMAN POINT, MUMBAI 400 021 (INDIA)  
P.H. : (022) 4213-4813,  
(022) : 22832381 FAX : (022) 22832367

TRUST HOUSE, 5th FLOOR,  
32-A, CHITTARANJAN AVENUE,  
KOLKATTA-700012 INDIA FAX: 033-22122560  
PHONES: 033-22122368, 22120502

THANOD ROAD, ANJORA-491001.  
PHONES : 0788-2623410  
FAX : 0788-2623410

## Annexure I

Sr. No.	Particulars	Details	
1	Date of Annual General Meeting	27 <sup>th</sup> September, 2019	
2	Total number of shareholders on record date/Cut-off date:	37,930 Shareholders as on 19 <sup>th</sup> September, 2019.	
3	No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group	Public
		16	20
4	No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group	Public
		The Company has not provided the facility to the shareholder for attending the meeting through Video Conferencing.	

Details of the Agenda:

1 Adoption of Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and reports of the Board of Directors and Auditors thereon.

Resolution Required:			Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = [(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = [(4)/(2)] * 100$	% of votes against on votes polled $7 = [(5)/(2)] * 100$
Promoter & Promoter Group	e-Voting	439302841	439302841	100	439302841	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	439302841	439302841	100	439302841	-	100.00	-
Public Institutions	e-Voting	63021	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	63021	-	-	-	-	-	-
Public Non Institutions	e-Voting	199267201	131084784	65.7834	131084284	500	99.9996	0.0004
	Poll*		71351	0.0358	71351	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	199267201	131156135	65.8192	131155635	500	99.9996	0.0004
Total		638633063	570458976	89.3250	570458476	500	99.9999	0.0001

\*Voting through Ballot Paper

The Chairman declared that the resolution related to item no. 1 of the notice of the 46<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2019 as placed before the AGM was passed with requisite majority as an Ordinary resolution.





2 Appointment of Director in place of Shri Basant Lal Shaw (DIN: 00249729), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution Required:			Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = [(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled 6= $[(4)/(2)] * 100$	% of votes against on votes polled 7= $[(5)/(2)] * 100$
Promoter & Promoter Group	e-Voting	439302841	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	e-Voting	63021	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	e-Voting	199267201	111753469	56.0822	111752969	500	99.9996	0.0004
	Poll*		71351	0.0358	71351	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		111824820	56.1180	111824320	500	99.9996	0.0004
Total		638633063	111824820	17.5100	111824320	500	99.9996	0.0004

\*Voting through Ballot Paper

The Chairman declared that the resolution related to item no. 2 of the notice of the 46<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2019 as placed before the AGM was passed with requisite majority as an Ordinary resolution.



3 Re-appointment of Shri B.K Agrawal as an Independent Director.

Resolution Required:			Special Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = [(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = [(4)/(2)] * 100$	% of votes against on votes polled $7 = [(5)/(2)] * 100$
Promoter & Promoter Group	e-Voting	439302841	439302841	100	439302841	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		439302841	100	439302841	-	100.00	-
Public Institutions	e-Voting	63021	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	e-Voting	199267201	131084784	65.7834	131084284	500	99.9996	0.0004
	Poll*		63851	0.0320	63851	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		131148635	65.8155	131148135	500	99.9996	0.0004
Total		638633063	570451476	89.3238	570450976	500	99.9999	0.0001

\*Voting through Ballot Paper

The Chairman declared that the resolution related to item no. 3 of the notice of the 46<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2019 as placed before the AGM was passed with requisite majority as a Special Resolution.





4 To approve the Related Party Transactions.

Resolution Required:			Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = [(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = [(4)/(2)] * 100$	% of votes against on votes polled $7 = [(5)/(2)] * 100$
Promoter & Promoter Group	e-Voting	439302841	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	e-Voting	63021	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	e-Voting	199267201	111753469	56.0822	111749969	3500	99.9969	0.0031
	Poll*		71351	0.0358	71351	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		111824820	56.1180	111821320	3500	99.9969	0.0031
Total		638633063	111824820	17.5100	111821320	3500	99.9969	0.0031

\*Voting through Ballot Paper

The Chairman declared that the resolution related to item no. 4 of the notice of the 46<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2019 as placed before the AGM was passed with requisite majority as an Ordinary resolution.



5 To ratify the remuneration of the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2020.

Resolution Required:			Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = [(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = [(4)/(2)] * 100$	% of votes against on votes polled $7 = [(5)/(2)] * 100$
Promoter & Promoter Group	e-Voting	439302841	439302841	100	439302841	-	100	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		439302841	100	439302841	-	100	-
Public Institutions	e-Voting	63021	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		63021	-	-	-	-	-
Public Non Institutions	e-Voting	199267201	131084784	65.7834	131084284	500	99.9996	0.0004
	Poll*		71351	0.0358	71351	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		131156135	65.8192	131155635	500	99.9996	0.0004
Total		638633063	570458976	89.3250	570458476	500	99.9999	0.0001

\*Voting through Ballot Paper

The Chairman declared that the resolution related to item no. 5 of the notice of the 46<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2019 as placed before the AGM was passed with requisite majority as an Ordinary resolution.

For Jayaswal Neco Industries Limited

*Vikash Kumar Agarwal*

Vikash Kumar Agarwal  
Company Secretary & Compliance Officer  
Membership No. A19583







**Form No. MGT-13**  
Report of Scrutinizer

**28<sup>th</sup> September, 2019**

To  
The Chairman  
**JAYASWAL NECO INDUSTRIES LIMITED**  
F-8, MIDC Industrial Area, Hingna Road,  
Nagpur - 440016

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and physical ballot voting at the Annual General Meeting of Jayaswal Neco Industries Limited held on Friday, 27<sup>th</sup> September, 2019 at 12.30 p.m.**

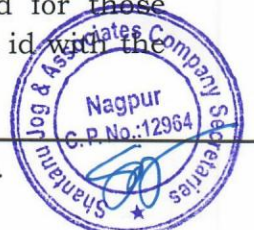
I, Shantanu Jog, Proprietor of M/s. Shantanu Jog & Associates, Practicing Company Secretaries, Nagpur having Membership No. ACS 27894 and CP No. 12964 had been appointed as the Scrutinizer by the Board of Directors of Jayaswal Neco Industries Limited ("Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, to scrutinize the voting done through remote e-voting process and physical ballot at the Annual General Meeting in respect of the below mentioned resolutions proposed at the Annual General Meeting of Jayaswal Neco Industries Limited held on Friday, 27<sup>th</sup> September, 2019 at 12.30 p.m.

The Notice dated 12<sup>th</sup> August, 2019 along with explanatory statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for providing remote e-voting to the Shareholders of the Company to enable them to cast their vote electronically.

The Company had also provided voting facility through Ballot to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The cut-off date for dispatch of the Notice of the Annual General Meeting (AGM) to the Shareholders of the Company was **23<sup>rd</sup> August, 2019** and as on that date, there were **37978** members in the Company. The Service providers had sent the notices of the AGM along with the Annual Report 2018-19 and E-voting details by e-mail to **17435** members whose Email Id was made available by the Depositories and for those members, holding shares in physical form, who had registered their email id with the







Registrar and Transfer Agent. In respect of **20543** members, whose Email Ids were not available, the notices were sent through courier. However, this excludes those cases which are disputed and have been held in abeyance.

The Notices sent (both through email & physical form) contained the detailed procedure to be followed by the members for casting their votes electronically as provided in the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time.

The shareholders of the company holding shares as on the "cut-off" date i.e **Thursday, 19<sup>th</sup> September, 2019** were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The Company completed the dispatch of the Notices to the Members on **Saturday, 31<sup>st</sup> August, 2019**.

As prescribed in Clause (v) of sub rule 4 of the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, the Company also released an advertisement, which was published 21 days before the date of the AGM in English in "Financial Express" and "Indian Express" newspaper having country-wide circulation on Sunday, September 1, 2019 and in Marathi in "Loksatta" newspaper dated Sunday, September 1, 2019. The Notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time.

The voting period for remote e-voting commenced on **Monday, 23<sup>rd</sup> September 2019 at 09:00 a.m. (IST)** and ended on **Thursday, 26<sup>th</sup> September, 2019 at 05:00 p.m. (IST)** and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting process at the Annual General Meeting, the locked ballot box kept for the purpose of casting of votes were unlocked and the votes cast were diligently scrutinized by me as Scrutinizer and thereafter unblocked the votes cast under remote e-voting facility in the presence of Ms. Arpita Gachake and Mr. Vikas Chedge who acted as witnesses and who were not in the employment of the company, as prescribed under sub rule 4(xii) of Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time.

The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

I did not find any poll papers invalid.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.





I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the below mentioned Resolutions.

**Ordinary Business**

**Resolution 1: Ordinary Resolution**

**Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and the Auditors thereon.**

Manner of Voting	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No of Members	No of Votes and %	No of Members	No of Votes and %	
Remote E-voting	570387625	48	570387125 99.9999%	1	500 0.0001%	
Voting at AGM	71351	08	71351 100%	-	-	
<b>TOTAL</b>	<b>570458976</b>	<b>56</b>	<b>570458476</b>	<b>1</b>	<b>500</b>	

Total Members abstained from voting: NA

Total Shares held by Members who have abstained from voting: NA

**Resolution 2: Ordinary Resolution**

**To appoint a Director in place of Shri Basant Lall Shaw (DIN: 00249729), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

Manner of Voting	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No of Members	No of Votes and %	No of Members	No of Votes and %	
Remote E-voting	111753469	17	111752969 99.9996%	1	500 0.0004	-
Voting at AGM	71351	08	71351 100%	-	-	-
<b>TOTAL</b>	<b>111824820</b>	<b>25</b>	<b>111824320</b>	<b>1</b>	<b>500</b>	

Total Members abstained from voting: 31

Total Shares held by Members who have abstained from voting: 4586341

**Special Business**

**Resolution 3: Special Resolution**

**To re-appoint Shri. B. K. Agrawal as an Independent Director of the Company**

Manner of Voting	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No of Members	No of Votes and %	No of Members	No of Votes and %	
Remote E-voting	570387625	48	570387125 99.9999%	1	500 0.0001 %	-
Voting at AGM	63851	07	63851 100%	-	-	-
<b>TOTAL</b>	<b>570451476</b>	<b>55</b>	<b>570450976</b>	<b>1</b>	<b>500</b>	

Total Members abstained from voting: 01

Total Shares held by Members who have abstained from voting: 7500

**Resolution 4: Ordinary Resolution**

**To approve the Related Party Transactions.**

Manner of Voting	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No of Members	No of Votes and %	No of Members	No of Votes and %	
Remote E-voting	111753469	16	111749969 99.9969%	2	3500 0.0031 %	-
Voting at AGM	71351	08	71351 100%	-	-	-
<b>TOTAL</b>	<b>111824820</b>	<b>24</b>	<b>111821320</b>	<b>2</b>	<b>3500</b>	

Total Members abstained from voting: 31

Total Shares held by Members who have abstained from voting: 458634156







**Resolution 5: Ordinary Resolution**

**To ratify the remuneration of Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2020.**

Manner of Voting	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No of Members	No of Votes and %	No of Members	No of Votes and %	
Remote E-voting	570387625	48	570387125 99.9999%	1	500 0.0001 %	-
Voting at AGM	71351	08	71351 100%	-	-	-
<b>TOTAL</b>	<b>570458976</b>	<b>56</b>	<b>570458476</b>	<b>1</b>	<b>500</b>	

Total Members abstained from voting: N.A

Total Shares held by Members who have abstained from voting: N.A

Thanking You.

Yours Faithfully,



**CS Shantanu Jog**  
**Shantanu Jog & Associates,**  
**Practicing Company Secretaries**  
**ACS: 27894 CP NO: 12964**  
**Flat No. F/4, Pawansut Apartments**  
**Near Tajshree Honda, Khamla Road,**  
**Deo Nagar, Nagpur - 440015**

**Jayaswal Neco Industries Limited**

**Chairman/Authorized Signatory**