



Transcript of Extra-Ordinary General Meeting  
dated May 21, 2026



**Ashish Srivastava:**

Good afternoon, I Ashish Srivastava, Company Secretary of the Company, welcome all our esteemed Shareholders and Directors for the proceedings of this Extraordinary General Meeting of Jayaswal Neco Industries Limited.

With me today on the dais we have Shri Arvind Jayaswal ji, Chairman, Shri Ramesh Jayaswal ji, Managing Director, Shri Manoj Shah ji, Independent Director and Shri Anand Jayaswal ji, Non-Executive Director of the Company. Now as the requisite quorum is present, I request the Chairman Sir to start the proceedings of the meeting.

**Arvind Jayaswal:**

Good afternoon, ladies and gentlemen, I warmly welcome all the Shareholders, Directors and distinguished participants to this Extraordinary General Meeting of the Company. This meeting has been convened to discuss and seek your approval on the business set out in the Notice dated 29<sup>th</sup> April 2026. As informed by the Company Secretary that the requisite quorum is present, I call the meeting to order and declare the proceedings open.

I sincerely thank all our Shareholders for their continued trust, confidence and support towards the company. Your faith inspires us to move ahead with greater commitment, responsibility and determination. The resolutions placed before the Members are in the best interest of the Company and all Stakeholders and I seek your approval.

Now I request the Company Secretary to proceed further with the agenda of the meeting. Thank you all for your valuable presence and support.

**Ashish Srivastava:**

Thank you Sir.

Since this EGM is being held through video conferencing or other audio-visual means, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxies by the Members was not made available for this EGM. With the consent of Members present, the Notice convening this meeting which has been already sent to the Members is taken as read.

We wish to inform our esteemed members that members have been provided with the facility to cast their vote on the resolutions proposed to be passed in this Extraordinary General Meeting by electronic means, remote e-voting or e-voting on the day of EGM. The e-voting facility was kept open from Monday, 18<sup>th</sup> day of May 2026 from 9.00 a.m. to Wednesday, 20<sup>th</sup> May 2026 till 5.00 p.m. After 5.00 p.m. on 20<sup>th</sup> May 2026, e-voting module has been blocked by NSDL and that all those Members of the Company who have not voted through remote e-voting facility and are attending this EGM through video conferencing or other audio-visual means have been provided the facility to vote through e-voting system during the EGM up to the 15 minutes after the conclusion of EGM.

That the proposed resolutions at the EGM will be first explained and read out and thereafter it will be put for vote by Members through e-voting in the EGM. Only those Members who have not voted electronically are entitled to vote through e-voting in the EGM. Smt. Rachana Dada, Practicing Company Secretary has been appointed by our Board of Directors of the Company as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

Smt. Rachana Dada is available for the purpose for which she has been appointed and after the conclusion of voting at the EGM, the Scrutinizer will unblock the votes cast through remote e-voting as well as e-voting at the EGM in the presence of at least two witnesses not in the employment of the Company and shall make her consolidated report on voting for the declaration of results of the voting. Now with the permission of Chairman Sir, we shall take up proceedings as per the Notice of the meeting.

**Arvind Jayaswal:**

Okay. Go ahead.

**Ashish Srivastava:**

We take up item number one of the Notice which is a Special Resolution relating to the consent of the Shareholders to the amendment to the Articles of Association of the Company. With a view to facilitate the Company's proposal to raise funds through inter-alia issuance of warrants which can be exercised and converted into the Equity Shares of the Company on a private placement basis, it is proposed to alter the Articles of Association of the Company to insert an enabling or we can say empowering clause in the Articles of Association of the Company. We recommend the resolution as specified in item number one of the Notice for approval of the Members.

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“Act”), the provisions of the Memorandum and Articles of Association of the Company, the relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company.....

and the resolutions are given in the Notice and I request to take the balance resolutions to be taken as read. Chairman Sir, shall we do this?

**Arvind Jayaswal:**

Yeah, yeah, go ahead.

**Ashish Srivastava:**

Okay, thank you. As we come to item number two, since Arvind Jayaswal Ji, Chairman, is interested in item number two, I request Chairman Sir to entrust the conduct of proceedings in respect of item number two to any Non-Interested Director and resume Chair after conclusion of this item of business.

**Arvind Jayaswal:**

Mr. Manoj Shah, please continue.

**Manoj Shah:**

I am Manoj Shah, I am non-interested Independent Director of the company. I take the Chair to preside for the item number two of the Notice.

**Ashish Srivastava:**

Thank you, Sir.

Now, we take up item number two of the Notice, which is a Special Resolution regarding issuance of warrants by way of preferential issue on a private placement basis.

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“Act”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the listing agreement executed by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively, “Stock Exchanges”).....

Sir, shall we take the resolutions as read, as the resolutions are quite large?

- Manoj Shah:** Mainly consist of all statutory applicability of the issue, and they may be taken as read as the Notice has already been circulated.
- Ashish Srivastava:** Thank you, Sir. Thanks a lot, Manoj Shah Sir. Now I request Arvind Sir to resume the Chair of this meeting.
- Arvind Jayaswal:** I now request that the resolution set out in the Notice conveying this Extraordinary General Meeting be put to vote through e-voting in accordance with the applicable provisions and procedures. I humbly request the eligible Members participating in the meeting to kindly cast their valuable votes. On behalf of the Board, I sincerely thank all our Shareholders for their continued trust, confidence and unwavering support towards the Company. Your encouragement and association remain our greatest strength and inspiration. Thank you very much, ladies and gentlemen.
- Ashish Srivastava:** Thank you, Sir.
- Only those Members of the Company who have not voted through remote e-voting facility and are attending this EGM can cast their votes through e-voting system during the EGM and up to 15 minutes after the conclusion of the EGM. The results of the e-voting, remote e-voting as well as the e-voting at the EGM will be declared on 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 will simultaneously be sent to the Stock Exchanges where the shares of the Company are listed. The business of meeting is completed as per the agenda.
- Now, I request Shri Ramesh Jayaswal ji, Managing Director of the Company to propose a vote of thanks.
- Ramesh Jayaswal:** Thank you, Ashish ji. Respected Members, thank you so much for sparing your valuable time for attending the Extraordinary General Meeting of the Company.
- I would also like to thank the Chairman Sir, Shri Arvind Jayaswal ji, Shri Manoj Shah ji, Independent Director, Shri Anand ji, Non-Executive Director and all other Directors present for sparing their valuable time for participating in this meeting. Thank you once again.
- Ashish Srivastava:** Thank you, Sir.