

ORDINARY BUSINESS

Agenda Item No. 1

1. a) **ADOPTION OF AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON : (ORDINARY RESOLUTION)**

PROPOSED BY - Shri D D Deshpande (As representative of M/s. Jayaswal Neco Power Private Limited)

SECONDED BY - Smt. Amita Chandekar

“RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended 31st March, 2014 together with reports of the Auditors and Board of Directors thereon be and are hereby considered and adopted.”

The resolution was put to vote by show of hands. The Chairman declared the same as passed unanimously.

1. b) **ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014 AND THE REPORT OF THE AUDITORS THEREON : (ORDINARY RESOLUTION)**

PROPOSED BY - Shri Milind Rao (As representative of M/s. Vibrant Electronics Private Limited)

SECONDED BY - Shri N G Mardikar (As representative of M/s. Nagpur Agro & Food Processors Limited)

“RESOLVED THAT the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2014 and the report of the Auditors thereon be and are hereby considered and adopted.”

The resolution was put to vote by show of hands. The Chairman declared the same as passed unanimously.

Agenda Item No. 2

2. **RE-APPOINTMENT OF SHRI BASANT LALL SHAW AS THE ROTATIONAL DIRECTOR : (ORDINARY RESOLUTION)**

PROPOSED BY - Shri T K Manna (As representative of M/s. Jayaswal Neco Metallica Private Limited)

SECONDED BY - Shri S Tiwaskar (As representative of M/s. Karamveer Impex Private Limited)

“RESOLVED THAT Shri Basant Lall Shaw, who retires by rotation in this meeting and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

The resolution on put to vote by show of hands was declared as passed unanimously.

Agenda Item No. 3

3. i. APPOINTMENT OF M/s. CHATURVEDI & SHAH AS THE AUDITORS AND FIXATION OF THEIR REMUNERATION: (ORDINARY RESOLUTION)

PROPOSED BY - Shri Abhijeet Jaiswal (As representative of M/s. Neco Holdings Private Limited)

SECONDED BY - Ms. Anamika Shukla (As representative of M/s. Neco Valves and Pumps Private Limited)

“**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. Chaturvedi & Shah, Chartered Accountants, Mumbai (Registration No. 101720W), be and are hereby appointed as Auditors of the Company from the conclusion of this Meeting to hold such office for a period of 2 (Two) years till the conclusion of the 43rd Annual General Meeting (subject to ratification of their appointment at 42nd AGM) of the Company to be held in the year 2016 at such remuneration as shall be fixed by the Board of Directors of the Company.”

The resolution on put to vote by show of hands was declared as passed unanimously.

3. ii. APPOINTMENT OF M/s. AGRAWAL CHHALLANI & CO. AS THE AUDITORS AND FIXATION OF REMUNERATION: (ORDINARY RESOLUTION)

PROPOSED BY - Shri Ashwin Kelkar (As representative of M/s. Darshan Jems Private Limited)

SECONDED BY - Shri Ranjit Jha (As representative of M/s. Costal Multitrading Private Limited)

“**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. Agrawal Chhallani & Co., Chartered Accountants, Nagpur (Registration No. 100125W), be and are hereby appointed as Auditors of the Company from the conclusion of this Meeting to hold such office for a period of 3 (Three) years till the conclusion of the 44th Annual General Meeting (subject to ratification of their appointment at 42nd and 43rd AGM) of the Company to be held in the year 2017 at such remuneration as shall be fixed by the Board of Directors of the Company.”

The resolution on put to vote by show of hands was declared as passed unanimously.

SPECIAL BUSINESS

Agenda Item No. 4

4. APPOINTMENT OF SHRI SATYENDRA NARAIN SINGH AS AN INDEPENDENT DIRECTOR : (ORDINARY RESOLUTION)

PROPOSED BY - Shri Kapil Shroff (As representative of M/s. Nine Star Plastic Packaging Services Private Limited)

SECONDED BY - Shri Sopan Lakhe (As representative of M/s. Jayaswal Neco Steel and Mining Limited)

“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 Clause 49 of the Listing Agreement, Shri Satyendra Narain Singh (DIN: 00398484) who was appointed as an Additional Director and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 2 (Two) consecutive years for a term up to 21st September 2016.”

The resolution was put to vote by show of hands. The Chairman declared the same as passed unanimously.

Agenda Item No. 5

5. APPOINTMENT OF SHRI B. K. AGRAWAL AS AN INDEPENDENT DIRECTOR : (SPECIAL RESOLUTION)

PROPOSED BY - Shri S Pohankar (As representative of M/s. Jayaswal Holdings Private Limited)
SECONDED BY - Shri Ashok Khanorkar

“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 Clause 49 of the Listing Agreement, Shri B. K. Agrawal (DIN: 01223894), who pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 21st September 2019.”

The resolution was put to vote by show of hands. The Chairman declared the same as passed unanimously.

Agenda Item No. 6

6. APPOINTMENT OF SHRI DARSHAN KUMAR SAHNI AS AN INDEPENDENT DIRECTOR: (ORDINARY RESOLUTION)

PROPOSED BY - Shri A D Karajgaonkar
SECONDED BY - Smt. Amita Chandekar

“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 Clause 49 of the Listing Agreement, Shri Darshan Kumar Sahni (DIN: 00131269) who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and who holds the office upto the

date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 2 (two) consecutive years for a term up to 21st September 2016.”

The resolution was put to vote by show of hands. The Chairman declared the same as passed unanimously.

Agenda Item No. 7

7. APPOINTMENT OF SMT. RAJI NATHANI AS AN INDEPENDENT DIRECTOR: (ORDINARY RESOLUTION)

PROPOSED BY - Shri P K Shende (As representative of M/s. Efficient Structures Private Limited)

SECONDED BY - Shri Bhalchandra S Bapat

“**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 Clause 49 of the Listing Agreement, Smt. Raji Nathani (DIN: 06945777) who was appointed as an Additional Director pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 2 (Two) consecutive years for a term up to 21st September 2016.”

The resolution was put to vote by show of hands. The Chairman declared the same as passed unanimously.

Agenda Item No. 8

8. TO APPROVE THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2015: (ORDINARY RESOLUTION)

PROPOSED BY - Shri S A Nigudkar

SECONDED BY - Shri Kapil Shroff (As representative of M/s. Nine Star Plastic Packaging Services Private Limited)

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Manisha & Associates, Cost Accountants, 238, Shreeram Shyam Towers, Near NIT, Sadar, Nagpur - 440 001 the Cost Auditors appointed by the Board of Directors of the Company on the recommendation of the Audit Committee of the Board, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid the remuneration of Rs. 1,25,000/- plus service tax and reimbursement of out of pocket expenses at actual.”

“**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 resolution was put to vote by show of hands. The Chairman declared the same as passed unanimously.

The Chairman thanked Members for their support and co-operation.

Shri Ramesh Jayaswal, Joint Managing Director of the Company briefed about the progress of the ongoing projects, present working and the future prospects of the Company.

There being no other business to transact, the Meeting concluded with a vote of thanks by Shri Ramesh Jayaswal, Joint Managing Director of the Company.

DATE: 18.10.2014

PLACE: NAGPUR

CHAIRMAN