

MINUTES OF THE 43rd ANNUAL GENERAL MEETING OF THE MEMBERS OF JAYASWAL NECO INDUSTRIES LIMITED HELD ON THURSDAY, THE 29th DAY OF SEPTEMBER, 2016 AT 12.30 P. M. AT THE REGISTERED OFFICE OF THE COMPANY AT F-8 MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR – 440016, MAHARASHTRA.

PRESENT:

- | | | |
|----|--------------------------|--|
| 1. | Shri Basantlall 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 B. K. Agrawal | Independent Director (Chairman Audit Committee & Share Transfer Cum Stakeholders Relationship Committee) |
| 6. | Shri Darshan Kumar Sahni | Independent Director |

IN ATTENDANCE

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

INVITEES

Shri Rajendra Koria	Statutory Auditors
Smt. Shailaja Vibhute	Statutory Auditors
Smt. Rachana Daga	Secretarial Auditor

No. of Members Present in Person: 33

No. of Members present through Proxy Nil

- At 12.30 p.m. the Chairman welcomed the Members to the 43rd 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.
- The Chairman informed the members present that Shri M.P. Singh, Smt Raji Nathani, Shri P.K. Das, Shri S. N. Singh, Shri Arvind Iyer, Directors and Shri M.M. Vyas, Director and Chairman Nomination and Remuneration Committee could not attend this meeting due to certain pre-assignments.
- The Chairman apprised the members that no proxy has been received from any member.
- The Chairman informed the members that the Register of Directors' & Key Managerial Personnel and their Shareholding, Secretarial Audit Report and Auditors' Report for the Financial Year 2015-16 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.
- With the consent of the members present, notice convening the meeting was taken as read.
- The Chairman requested Shri Ashutosh Mishra, Company Secretary, to read out the Auditor's Report 2015-16 to the members. The Secretary read the Auditor's Report dated 27th May, 2016. The Secretary also read out the explanation of the Directors as incorporated in the Directors' Report, on the comments/ observations of the Auditors under the paragraph titled " Qualified Opinion" in the Annexure A to the Independent Auditors' Report related to the Internal Financial Controls.

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. 2015-16. He apprised the members with the comparative performance both at Steel Plant Division and Foundry Division during 2014-15 and 2015-16. He also briefed the members with the comparative performance of the Company as a whole during 2014-15 and 2015-16. Members were also apprised with the performance of the Company during the quarter ended 30th June, 2016 vis-à-vis the corresponding quarter of the previous year. Shri P. K. Bhardwaj also shared with the members the business challenges which the Steel industry as a whole is facing. Thereafter the Chairman invited the members for queries, if any on the financial statements of the Company for the year 2015-16, some of the members sought clarification on the Financial Statements and the same were duly rendered by Shri P. K. Bhardwaj and the Auditors present at the Meeting.
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 Sunday, 25th September, 2016 (from 9.00 a.m.) to Wednesday, 28th September, 2016 (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 1st October, 2016 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, 2016 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, 2016 together with reports of the Board of Directors and Auditors thereon. He then requested Shri Ashutosh Mishra 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, 2016 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. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016 AND THE REPORT OF THE AUDITORS THEREON: (ORDINARY RESOLUTION)

Chairman informed the Members that the next item is the Item No. 2 of the Notice, which is an Ordinary Resolution and relates to the adoption of Consolidated Financial Statement for the financial year ended 31st March, 2016 along with Auditors' Report thereon He requested Shri Ashutosh Mishra to read the resolution related to Item No. 2 of the Notice which is as follows:

“Resolved That the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016 and the report of the Auditors thereon be and are hereby considered and adopted.”

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

Agenda Item No. 3

3. RE-APPOINTMENT OF SHRI BASANT LALL SHAW (DIN: 00249729) AS A DIRECTOR WHO RETIRES BY ROTATION IN THIS MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT: (ORDINARY RESOLUTION)

Shri Ashutosh Mishra with the permission of the Chairman apprised the members that the next Item No. 3 of the Notice, is an Ordinary Resolution and relates to the re-appointment of Shri Basant Lall Shaw, as a Director, who retires by rotation in this meeting and is eligible for re-appointment. He then read out the resolution related to Item No. 3 of the Notice, which is as follows:

“Resolved That Shri Basant Lall Shaw, 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.”

Shri Ashutosh Mishra 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. 4

4. **RE-APPOINTMENT OF SHRI PRAMOD KUMAR BHARDWAJ (DIN: 03451077) AS A DIRECTOR WHO RETIRES BY ROTATION IN THIS MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT: (ORDINARY RESOLUTION)**

Chairman Informed that the next Item No. 4 of the Notice is an Ordinary Resolution and pertains to the re-appointment of Shri Pramod Kumar Bhardwaj, as a Director, who retires by rotation in this meeting and is eligible for re-appointment. He then requested Shri Ashutosh Mishra to read the resolution pertaining to the Item No. 4 of the Notice, which is as follows:

“Resolved That Shri Pramod Kumar Bhardwaj, 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, he proceeded towards next item on Agenda.

Agenda Item No. 5

5. **APPOINTMENT OF M/S. PATHAK H. D. & ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI (REGISTRATION NO. 107783W), AS THE AUDITORS OF THE COMPANY IN PLACE OF RETIRING AUDITOR M/S. CHATURVEDI & SHAH, CHARTERED ACCOUNTANTS, MUMBAI (REGISTRATION NO. 101720W) AND FIXATION OF THEIR REMUNERATION: (ORDINARY RESOLUTION)**

Chairman informed the Members that the next Item No. 5 of the Notice is an Ordinary Resolution and relates to the appointment of M/s. Pathak H. D. & Associates, Chartered Accountants Mumbai (Registration No. 107783W), as the Auditors of the Company in place of retiring Auditor M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Registration No. 101720W) 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 2020-21 and fixation of their remuneration. He requested Shri Ashutosh Mishra to read the resolution as set out in Item No. 5 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. Pathak H. D. & Associates, Chartered Accountants, Mumbai (Registration No. 107783W) be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting (43rd AGM) to hold such office for a period of 5 (Five) years till the conclusion of the Annual General Meeting (48th AGM) {subject to ratification of their appointment at every AGM} of the Company to be held for the financial year 2020-21 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.

6. **RATIFICATION OF THE APPOINTMENT OF M/s. AGRAWAL CHHALLANI & CO., CHARTERED ACCOUNTANT AS THE AUDITORS OF THE COMPANY AND FIXATION OF THEIR REMUNERATION: (ORDINARY RESOLUTION)**

Chairman apprised the Members that the next Item No. 6 of the Notice is an Ordinary Resolution and relates to the ratification of the appointment of M/s. Agrawal Chhallani & Co., Chartered Accountants, as the 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 Ashutosh Mishra to read the resolution as set out in Item No. 6 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. Agrawal Chhallani & Co., Chartered Accountants, Nagpur (Registration No. 100125W), as the 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. 7

7. RE-APPOINTMENT OF SHRI S. N. SINGH AS AN INDEPENDENT DIRECTOR: (SPECIAL RESOLUTION)

Chairman informed the Members that the item No. 7 of the Notice is Special Resolution and relates to the consent of shareholders to the Re-appointment of Shri S. N. Singh as an Independent Director of the Company not liable to retire by rotation w.e.f. 22nd September, 2016 to hold such office for 5 (Five) consecutive years for a term up to 21st September, 2021. He further apprised that the said re-appointment of Shri S. N. 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. 22nd September, 2016 subject to approval of the shareholders. Thereafter he requested Shri Ashutosh Mishra to read out the Resolution specified at item No. 7 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 re-appointment of Shri S. N. Singh (DIN: 00398484) as an Independent Director of the Company not liable to retire by rotation with effect from 22nd September, 2016 to hold office for 5 (Five) consecutive years for a term up to 21st September, 2021.”

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. 8

8. RE-APPOINTMENT OF SMT. RAJI NATHANI AS AN INDEPENDENT DIRECTOR: (SPECIAL RESOLUTION)

Chairman informed the Members that the item No. 8 of the Notice is also Special Resolution and relates to the consent of shareholders to the Re-appointment of Smt. Raji Nathani, as an Independent Director of the Company not liable to retire by rotation w.e.f. 22nd September, 2016 to hold such office for 5 (Five) consecutive years for a term up to 21st September, 2021. He further apprised that the said re-appointment of Smt. Raji Nathani, 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. 22nd September, 2016 subject to approval of the shareholders. Thereafter he requested Shri Ashutosh Mishra to read out the Resolution specified at item No. 8 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 re-appointment of Smt. Raji Nathani (DIN: 06945777) as an

Independent Director of the Company not liable to retire by rotation with effect from 22nd September, 2016 to hold office for 5 (Five) consecutive years for a term up to 21st September, 2021.”

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. 9

9. RE-APPOINTMENT OF SHRI DARSHAN KUMAR SAHNI AS AN INDEPENDENT DIRECTOR: (SPECIAL RESOLUTION)

Chairman informed the Members that the item No. 9 of the Notice is also Special Resolution and relates to the consent of shareholders to the Re-appointment of Shri Darshan Kumar Sahni, as an Independent Director of the Company not liable to retire by rotation w.e.f. 22nd September, 2016 to hold such office for 5 (Five) consecutive years for a term up to 21st September, 2021. He further apprised that the said re-appointment of Shri Darshan Kumar Sahni, as an Independent Director has been approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee based on the performance evaluation w.e.f. 22nd September, 2016 subject to approval of the shareholders. Thereafter he requested Shri Ashutosh Mishra to read out the Resolution specified at item No. 9 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 re-appointment of Shri Darshan Kumar Sahni (DIN: 00131269) as an Independent Director of the Company not liable to retire by rotation with effect from 22nd September, 2016 to hold office for 5 (Five) consecutive years for a term up to 21st September, 2021.”

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

Agenda Item No. 10

10. RE-APPOINTMENT OF SHRI ARVIND IYER AS AN INDEPENDENT DIRECTOR: (SPECIAL RESOLUTION)

Chairman informed the Members that the item No. 10 of the Notice is Special Resolution and relates to the consent of shareholders to the Re-appointment of Shri Arvind Iyer, as an Independent Director of the Company not liable to retire by rotation w.e.f. 13th November, 2016 to hold such office for 5 (Five) consecutive years for a term up to 12th November, 2021. He further apprised that the said re-appointment of Shri Arvind Iyer, as an Independent Director has been approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee based on the performance evaluation w.e.f. 13th November, 2016 subject to approval of the shareholders. Thereafter he requested Shri Ashutosh Mishra to read out the Resolution specified at item No. 10 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 re-appointment of Shri Arvind Iyer (DIN: 01375173) as an Independent Director of the Company not liable to retire by rotation with effect from 13th November, 2016 to hold office for 5 (Five) consecutive years for a term up to 12th November, 2021.”

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

Agenda Item No. 11

11. RE-APPOINTMENT OF SHRI ARBIND JAYASWAL, AS MANAGING DIRECTOR OF THE COMPANY: (SPECIAL RESOLUTION).

Shri Ashutosh Mishra with the permission of the Chairman apprised the members that the next item No. 11 of the Notice is a Special Resolution and relates to the consent of the members of the Company for the Re-appointment and remuneration of Shri Arbind Jayaswal, as Managing Director of the Company not liable to retire by rotation, for a period of three years commencing from 1st January, 2017. He further apprised that the said re-appointment of Shri Arbind Jayaswal, as Managing 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. 1st January, 2017 subject to approval of the shareholders. It was further informed that pursuant to the provisions of Section 196 and Schedule V of the Companies Act, 2013 the re-appointment of Shri Arbind Jayaswal, as Managing Director of the Company requires the approval of Shareholders of the Company by way of Special Resolution. He then requested Shri Ashutosh Mishra to read the resolution as set out in item No. 11 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 approval of Term Loan lending Institutions and Banks who have lent Term Loans and Working Capital Facilities to the Company and such terms and conditions, as may be stipulated by the Financial Institutions, Banks and other Authorities, if any; while conveying their approval to the aforesaid appointment, as may be agreed to by the Board of Directors and the Appointee in that behalf, the consent of the Company, be and is hereby accorded to the re-appointment of SHRI ARBIND JAYASWAL (“the Appointee”) as Managing Director of the Company for a period of 3 years with effect from 1st day of January, 2017 up-to 31st December, 2019, not liable to retire by rotation, on the following terms and conditions including remuneration:

- a) Designation : Managing Director
- b) Remuneration : Rs. 630000 per month in the pay scale of Rs. 300000 – 30000 – 450000 – 45000 – 675000- 67500 – 1012500 – 101250 – 1518750
- c) Allowances : House Rent Allowance, Children’s Education Allowance, Conveyance Allowance, Ex-gratia Allowance, Personal Pay Allowance as per the rules of the Company.
- d) 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, Club Membership (one) as per the rules applicable to senior cadre personnel of the Company.
- e) Commission : upto 3% of the Net Profits as computed under section 198 of the Companies Act, 2013.
- f) Minimum Remuneration : In the event of losses or inadequate profits, Salary, allowances and perquisites as above.

g) Revision of remuneration : Revision may be considered by the Board from time to time subject to limits set out in the Companies Act, 2013 and Schedule V thereof

“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 and limits specified in Schedule V of the Companies Act, 2013 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 for comments and to seek clarification, if any on the proposed resolution. Certain members sought clarification on the resolution which was duly addressed by Shri Ashutosh Mishra, Company Secretary and then, the next item was taken.

Agenda Item No. 12

12. RE-APPOINTMENT OF SHRI RAMESH JAYASWAL, AS JOINT MANAGING DIRECTOR OF THE COMPANY: (SPECIAL RESOLUTION).

Shri Ashutosh Mishra apprised members that the next item No. 12 of the Notice is a Special Resolution and relates to the consent of the members of the Company for the Re-appointment and remuneration of Shri Ramesh Jayaswal, as Joint Managing Director of the Company liable to retire by rotation, for a period of three years commencing from 1st January, 2017. He further apprised that the said re-appointment of Shri Ramesh Jayaswal, as Joint Managing 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. 1st January, 2017 subject to approval of the shareholders. It was further informed that pursuant to the provisions of Section 196 and Schedule V of the Companies Act, 2013 the re-appointment of Shri Ramesh Jayaswal, as Joint Managing Director of the Company requires the approval of Shareholders of the Company by way of Special Resolution. He then requested Shri Ashutosh Mishra to read the resolution as set out in item No. 12 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 approval of Term Loan lending Institutions and Banks who have lent Term Loans and Working Capital Facilities to the Company and such terms and conditions, as may be stipulated by the Financial Institutions, Banks and other Authorities, if any; while conveying their approval to the aforesaid appointment, as may be agreed to by the Board of Directors and the Appointee in that behalf, the consent of the Company, be and is hereby accorded to the re-appointment of SHRI RAMESH JAYASWAL (“the Appointee”) as Joint Managing Director of the Company for a period of 3 years with effect from 1st day of January, 2017 up-to 31st December, 2019, liable to retire by rotation, on the following terms and conditions including remuneration:

a) Designation : Joint Managing Director

b) Remuneration : Rs. 630000 per month in the pay scale of Rs. 300000 – 30000 – 450000 – 45000 – 675000-

67500 – 1012500 – 101250 – 1518750

- c) Allowances : House Rent Allowance, Children's Education Allowance, Conveyance Allowance, Ex-gratia Allowance, Personal Pay Allowance as per the rules of the Company.
- d) 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, Club Membership (one) as per the rules applicable to senior cadre personnel of the Company.
- e) Commission : upto 3% of the Net Profits as computed under section 198 of the Companies Act, 2013.
- f) Minimum Remuneration : In the event of losses or inadequate profits, Salary, allowances and perquisites as above.
- g) Revision of remuneration : Revision may be considered by the Board from time to time subject to limits set out in the Companies Act, 2013 and Schedule V thereof

“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 and limits specified in Schedule V of the Companies Act, 2013 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 for comments and to seek clarifications, if any on the proposed resolution. Since there were no comments, the next item was taken.

Agenda Item No. 13

13. RE-APPOINTMENT OF SHRI P. K. BHARDWAJ, AS EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY: (SPECIAL RESOLUTION)

Chairman informed that the next item No. 13 of the Notice is a Special Resolution and relates to the consent of the members to the re-appointment of Shri P. K. Bhardwaj, as Executive Director and Chief Financial Officer of the Company liable to retire by rotation, for a period of 3 (three) years commencing from 25th February 2017. He further apprised that the said re-appointment of Shri P. K. Bhardwaj was approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee keeping in view the results of performance evaluation w.e.f. 25th February 2017 subject to approval of the shareholders. Chairman also informed the members that pursuant to the provisions of Section 196 and Schedule V of the Companies Act, 2013 the appointment of Shri P. K. Bhardwaj, as Executive Director and Chief Financial Officer of the Company requires the approval of Shareholders of the Company by way of Special Resolution. He then requested Shri Ashutosh Mishra to read the Resolution as set out in item No. 13 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 approval of Term Loan lending Institutions and Banks who have lent Term Loans and Working Capital Facilities to the Company and such terms and conditions, as may be stipulated by the Financial Institutions, Banks and other Authorities, if any; while conveying their approval to the aforesaid appointment, as may be agreed to by the Board of Directors and the Appointee in that behalf, the consent of the Company, be and is hereby accorded to the re-appointment of SHRI P. K. BHARDWAJ (“the Appointee”) as Executive Director and Chief Financial Officer of the Company for a period of 3 years with effect from 25th February, 2017, up-to 24th February, 2020, liable to retire by rotation, on the following terms and conditions including remuneration:

- a) Period of Appointment : 3 years with effect from 25.02.2017
- b) Remuneration : Rs. 212500 per month in the pay scale of Rs. 100000 – 10000 – 150000 – 12500 – 212500 – 15000 – 287500 – 17500 – 375000
- c) Allowances : House Rent Allowance, Children’s Education Allowance, Conveyance Allowance, Special Allowance, Personal Pay Allowance as per the rules of the Company.
- d) 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.
- e) Notice Period : 3 months from either side.
- f) Minimum Remuneration : In the event of losses or inadequate profits, Salary, Allowances and Perquisites as above.
- g) Revision of remuneration : Revision may be considered by the Board from time to time subject to limits set out in the Companies Act, 2013 and Schedule V thereof.

“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 and limits specified in Schedule V of the Companies Act, 2013 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 for comments and to seek clarifications, if any on the proposed resolution. Since there were no comments, the next item was taken.

Agenda Item No. 14

14. TO APPROVE THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2016: (ORDINARY RESOLUTION)

The Chairman informed the members that the next item No. 14 of the Notice is an Ordinary Resolution pertaining to the approval of the members to 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, 2017. He further apprised the members that the Board of Directors of the Company appointed vide its meeting dated 27th May, 2016, M/s. Manisha & Associates, as the Cost Auditors of the Company for the financial year 2016-17 at the remuneration of Rs. 1,25,000/- plus service tax and reimbursement of out of pocket expenses at actual. He then requested Shri Ashutosh Mishra to read out the resolution as set out in item No. 14 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 consent of the Company be and is hereby accorded for the payment of remuneration of Rs. 1,25,000 (Rupees One Lakh Twenty Five Thousands Only) plus service Tax at the applicable rates and reimbursement of out of pocket expenses at actual 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, 2017.”

“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 to offer comments and seek clarifications, if any on the proposed resolution. There were no comments on the Resolution, the next item was taken.

Agenda Item No. 15

15. ADOPTION OF NEW SET OF ARTICLES OF THE COMPANY (SPECIAL RESOLUTION)

The Chairman informed the members that the next item No. 15 of the Notice is Special Resolution pertaining to the approval of the members for the adoption of new set of Articles of Association of the Company. It was apprised that the said Articles of Association has been approved by the Board of Directors in its meeting held on 12th August, 2016 keeping in view the following:

- a. That the existing Articles of Association of Company mandatorily requires the Company to hold at all times not less than 51% of the voting equity shares in Jayaswal Neco Urja Limited, the Subsidiary of the Company which was setting up a power plant to use coal middlings from the Company's Coal mines. As the Coal mines of the Company have been cancelled due to order of Hon'ble Supreme Court of India, the Subsidiary Company has abandoned its power plant project as the purpose for which the subsidiary was formed has been defeated. Hence to initiate the process of de-linking the Subsidiary Company from Jayaswal Neco Industries Limited, the existing Articles of Association of the Company needs to be suitably amended.
- b. Further, the existing Articles of Association of the Company are presently based on Companies Act, 1956 and several clauses in the existing Articles contain reference to the specific Sections of the Companies Act, 1956. Besides this some clauses in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 (the Act) or are no longer required.

Hence the approval of Shareholders of the Company by way of Special Resolution is sought for alteration of said Articles of Association of the Company. He then requested Shri Ashutosh Mishra to read the Resolution as set out in item No. 15 of the Notice, which is as follows:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members be and is hereby accorded for the deletion of all the Articles of the existing Articles of Association of the Company and its substitution by the new set of Articles of Association and adoption of the said new set of Articles of Association as the Articles of Association of the Company."

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

"RESOLVED FURTHER THAT Shri Arbind Jayaswal, Managing Director, Shri Ramesh Jayaswal, Joint Managing Director and Shri Ashutosh Mishra, Company Secretary of the Company be and are hereby severally authorized to file all forms and documents with Registrar of Companies, as may be necessary to give effect to the said resolution."

The Chairman then invited members to offer comments and seek clarifications, if any on the proposed resolution. There were no comments on the Resolution, the next item was taken.

Agenda Item No. 16

16. ALTERATION IN THE INCIDENTAL OR ANCILLARY OBJECTS FOR THE ATTAINMENT OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY. (SPECIAL RESOLUTION).

The Chairman informed the members that the next item No. 16 of the Notice is Special Resolution pertaining to the approval of the members for the alteration/modification of the existing Sub Clause 3 and Sub Clause 13 of Clause III B of the Memorandum of Association of the Company in order to delete the reference of cancelled coal blocks and the reference of holding equity shares in Jayaswal Neco Urja Limited, the subsidiary of the Company. It was further apprised that the said Alteration has been approved by the Board of Directors of the Company in its meeting held on 12th August, 2016. Hence the approval of Shareholders of the Company by way of Special Resolution is sought for the alteration of said object clause of the Memorandum of Association of the Company. He then requested Shri Ashutosh Mishra to read the Resolution as set out in item No. 16 of the Notice, which is as follows:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members be and is hereby accorded for the alteration/modification and substitution of the existing Sub Clause 3 and Sub Clause 13 of Clause III B- Incidental or Ancillary Objects for the attainment of Main Objects, of the Memorandum of Association of the Company by the following altered/modified Sub Clause 3 and Sub Clause 13:

(3). To search, prospect, win, work, get, raise, quarry, smelt, refine, mine, dress, manufacture, manipulate, convert, make merchantable, sell, buy, import, export or otherwise deal in all types and kinds of iron ore, coal, coke, ironstone, limestone, manganese, manganese ore, ferro-manganese, magnesite, clay, dolomite, quartzite, fire-clay, brick-earth, bricks, and other metals, minerals and substances and generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, proprietors, or concessionaires and to search for, win, work, get, calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances and to buy, sell, manufacture, and deal in minerals and mineral products, plant and machinery and other things capable of being used in connection with mining or metallurgical operations.

(13). To take or otherwise acquire and hold equity and or preference shares or any other securities in any other company having objects altogether or in part similar to those of this Company or

carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.”

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

“RESOLVED FURTHER THAT Shri Arbind Jayaswal, Managing Director, Shri Ramesh Jayaswal, Joint Managing Director and Shri Ashutosh Mishra, Company Secretary of the Company be and are hereby severally authorized to file all forms and documents with Registrar of Companies, as may be necessary to give effect to the said resolution.”

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

11. There being no other business left. The Chairman then 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 5.00 p.m. with a vote of thanks to the chair.

DATE: 03-10-2016
PLACE: NAGPUR

CHAIRMAN