



Form No. MGT-13
Report of Scrutinizer

29th September, 2018

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 forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and voting at the Annual General Meeting of Jayaswal Neco Industries Limited held on Friday, September 28, 2018 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 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 Annual General Meeting in respect of the below mentioned resolutions proposed at the Annual General Meeting of Jayaswal Neco Industries Limited held on Friday, September 28, 2018 at 12.30 p.m.

The Notice dated July 27, 2018 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) was **August 24, 2018** and as on that date, there were **39433** Members in the Company. The Service providers had sent the notices of the AGM along with the Annual Report 2017-18 and E-voting details by e-mail to **17524** 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 **21909** members, whose Email Id's were not available, the notices were sent by 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 who were 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, September 20, 2018** 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, September 1, 2018**.

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 September 2, 2018 and in Marathi in "Loksatta" newspaper dated September 2, 2018. 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, September 24, 2018 at 09:00 a.m. (IST)** and ended on **Thursday, September 27, 2018 at 05:00 p.m. (IST)** and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the ballot box kept for the purpose of casting of votes were unlocked and the votes cast were counted by me as Scrutinizer and thereafter unblocked the votes cast under remote e-voting facility in the presence of Mr. Avadhut Jog and Mrs. Dipali Borkar 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 report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.



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 31st March 2018, 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	545729687	64	545727887 99.9997%	2	1800 0.0003%	--
Voting at AGM	25512933	6	25512933 100%	0	0 0.0000%	--
TOTAL	571242620	70	571240820	2	1800	--

Total Members abstained from voting: NIL

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

Resolution 2: Ordinary Resolution

To appoint a Director in place of Shri Ramesh Jayaswal (DIN: 00249947), 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	522868540	54	522865740 99.9995%	3	2800 0.0005%	--
Voting at AGM	25512933	6	25512933 100%	0	0 0.0000%	--
TOTAL	548381473	60	548378673	3	2800	--

Total Members abstained from voting: 9

Total Shares held by Members who have abstained from voting: 22861147



Special Business

Resolution 3: Special Resolution

To Accord consent to the continuance of Shri Basant Lall Shaw as 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	530560947	55	530556497 99.9992%	4	4450 0.0008%	--
Voting at AGM	25512933	6	25512933 100%	0	0 0.0000%	--
TOTAL	556073880	61	556069430	4	4450	--

= Total Members abstained from voting: 7

Total Shares held by Members who have abstained from voting: 15168740

Resolution 4: Special Resolution

To Accord consent to the continuance of Shri Darshan Kumar Sahni as an Independent Director.

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	545719687	61	545715237 99.9992%	4	4450 0.0008%	--
Voting at AGM	25512933	6	25512933 100%	0	0 0.0000%	--
TOTAL	571232620	67	571228170	4	4450	--

Total Members abstained from voting: 1

Total Shares held by Members who have abstained from voting: 10000



Resolution 5: Ordinary Resolution**Appointment of Shri Rajendra Prasad Mohanka as an Independent Director:**

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	545719687	61	545715237 99.9992%	4	4450 0.0008%	--
Voting at AGM	25512933	6	25512933 100%	0	0 0.0000%	--
TOTAL	571232620	67	571228170	4	4450	--

Total Members abstained from voting: 1

Total Shares held by Members who have abstained from voting: 10000

Resolution 6: 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	90973531	33	90954481 99.9791%	7	19050 0.0209%	--
Voting at AGM	25512933	6	25512933 100%	0	0 0.0000%	--
TOTAL	116486464	39	116467414	7	19050	--

Total Members abstained from voting: 26

Total Shares held by Members who have abstained from voting: 454756156



Resolution 7: Ordinary Resolution

To Ratify the Remuneration of Cost Auditors for the Financial Year ending 31st March 2019.

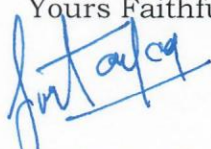
Manner of Voting	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid
		No of Members	No of Votes and %	No of Members	No of Votes and %	
Remote E-voting	545729687	62	545725237 99.9992	4	4450 0.0008%	--
Voting at AGM	25512933	6	25512933 100%	0	0 0.0000%	--
TOTAL	571242620	68	571238170	4	4450	--

Total Members abstained from voting: NIL

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

Thanking You.

Yours Faithfully,



ShantanuJog
Shantanu Jog & Associates,
Practicing Company Secretaries
ACS: 27894 CP NO: 12964
Plot No.15, Universal Meridian Apartments,
Shop No.6, New Sneha Nagar,
Nagpur-440025

Jayaswal Neco Industries Limited



Chairman/Authorized Signatory

