

JAYASWAL NECO INDUSTRIES LIMITED

(FORMERLY JAYASWALS NECO LIMITED)

REGD. OFFICE : F-8, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR - 440 016 (INDIA)
PHONES : +91-7104-237276, 237471, 237472, 236251, FAX : +91-7104-237583, 236255
E-mail : contact@necoindia.com **Website :** www.necoindia.com



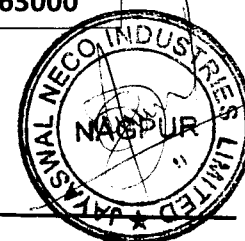
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF JAYASWAL NECO INDUSTRIES LIMITED AT THEIR EXTRA-ORDINARY GENERAL MEETING HELD ON 12th March, 2012 AT THE REGISTERED OFFICE OF THE COMPANY.

ITEM : FURTHER ISSUE OF SHARES ON PREFERENTIAL BASIS (SPECIAL RESOLUTION):

"RESOLVED pursuant to the provisions of Section 81(1A) and other applicable provisions if, any; of the Companies Act, 1956, read with The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("the Regulations") as amended and subject to the requisite approvals of The BSE Limited, National Stock Exchange of India Limited and other regulatory approvals as may be necessary, and subject to such conditions and modifications as may be prescribed by any or all of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors ("the Board") of the Company which includes a duly constituted committee thereof, THAT the consent of the Company be and is hereby accorded to the Board to issue and allot out of its un-issued Equity Share Capital, 3,88,63,000 (Three Crores Eighty Eight Lacs Sixty Three Thousand) Equity Shares of Rs.10.00 each at Premium of Rs. 30.00 per Share to select Group of Companies as per the following:

A) Promoter Group Entities:

Sr. No.	Names of the Allottees	No. of Shares
1.	Avon Sales and Services Private Limited	2695000
2.	Anurag Sales and Services Private Limited	2745000
3.	Apex Spinning Mills Private Limited	2595000
4.	Nine Star Plastic Packaging Services Private Limited	2645000
5.	Karamveer Impex Private Limited	2845000
6.	Jayaswal Neco Metallica Private Limited	2445000
7.	Jayaswal Neco Energy Private Limited	2545000
8.	Jayaswal Neco Power Private Limited	3847500
9.	Jayaswal Neco Infrastructures Private Limited	4500500
Sub Total (A)		26863000



BRANCH OFFICES :

"NECO HOUSE" D-307, Defence Colony,
NEW DELHI - 110 024. (INDIA)
PHONES : 011-24641579
FAX NO. : 011-24642190

301, TULSIANI CHAMBERS
NARIMAN POINT, MUMBAI 400 021 (INDIA)
PH. : (022) 2282-0967, (022) 2282-3273
(022) : 22832381 FAX : (022) 22832367

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

178-A, LIGHT INDUSTRIAL AREA,
BHILAI - 490026 CHHATISGARH, INDIA
PHONES : 0788-2381858, 2381859, 60, 61, 62
FAX : 0788-2286679

B) Non Promoter Group Entities:

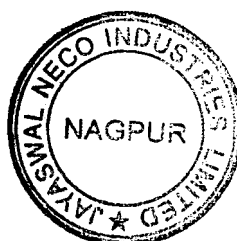
Sr. No.	Names of the Allottees	No. of Shares
1.	Rajvardhan Trade Zone Private Limited	4000000
2.	Costal Multitrading Private Limited	4050000
3.	Efficient Structures Private Limited	3950000
Sub Total (B)		12000000
Grand Total (A+B)		38863000

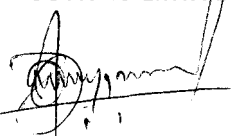
from whom the amount of Rs. 40.00 per share has been received/ is to be received by the Company for the shares proposed to be allotted, in such manner, form and number to such incorporated bodies whether or not such corporate bodies are members of the Company; upon such terms and conditions as the Board may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT the issue and allotment of Equity Shares on preferential basis to the proposed allottees shall rank pari-passu with the existing Equity Shares of the Company in all respects and be subject to Memorandum and Articles of Association of the Company, the provisions prescribed under the Regulations and the Listing Agreements entered into by the Company with the Stock Exchanges."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions and difficulties that may arise in regard to the offer, issue or allotment of Equity Shares as above and utilization of the proceeds of issue and to do all such acts, deeds, things, and matters and to take all such steps and actions as it may in its absolute discretion deem fit and necessary without being required to seek any further consent or approval of the Members."

CERTIFIED TRUE COPY
For JAYASWAL NECO INDUSTRIES LIMITED




A D KARAJGAONKAR
COMPANY SECRETARY