

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L28920MH1972PLC016154

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACJ3174F

(ii) (a) Name of the company

JAYASWAL NECO INDUSTRIES

(b) Registered office address

F-8 MID C INDUSTRIAL AREA
HINGNA ROAD
NAGPUR
Maharashtra
440016

(c) * e-mail ID of the company

CO*****IA.COM

(d) * Telephone number with STD code

07*****76

(e) Website

www.necoindia.com

(iii) Date of Incorporation

28/11/1972

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) * Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 28/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MAA USHA URJA LIMITED	U27300MH1995PLC091956	Associate	31.63

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,500,000,000	970,998,244	970,998,244	970,998,244
Total amount of equity shares (in Rupees)	25,000,000,000	9,709,982,440	9,709,982,440	9,709,982,440

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	2,500,000,000	970,998,244	970,998,244	970,998,244
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000,000	9,709,982,440	9,709,982,440	9,709,982,440

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2,533,448	968,464,796	970998244	9,709,982,4	9,709,982,	

Increase during the year	0	0	0	246,640	246,640	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				246,640	246,640	
Pursuant to Conversion of Physical Holding into De						
Decrease during the year	0	0	0	246,640	246,640	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				246,640	246,640	
Pursuant to Conversion of Physical Holding into De						
At the end of the year	2,533,448	968,464,796	970998244	9,709,982,4	9,709,982,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
	Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	3,128,766	100, 100000	32,280,876,600
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			32,280,876,600

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	32,280,876,600	0	32,280,876,600
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

59,335,508,109

(ii) Net worth of the Company

20,184,392,717

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	28,617,790	2.95	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	486,221,144	50.07	0	
10.	Others	0	0	0	
	Total	514,838,934	53.02	0	0

Total number of shareholders (promoters)

18

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	67,377,355	6.94	0	
	(ii) Non-resident Indian (NRI)	864,317	0.09	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	4,086	0	0	
5.	Financial institutions	562	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	6,435	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	384,050,263	39.55	0	
10.	Others Clearing Member, LLP , HUF	3,856,292	0.4	0	
	Total	456,159,310	46.98	0	0

Total number of shareholders (other than promoters)

45,179

**Total number of shareholders (Promoters+Public/
Other than promoters)**

45,197

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	18	18
Members (other than promoters)	39,348	45,179
Debenture holders	0	20

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	0	1.04	0
B. Non-Promoter	1	6	1	6	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	2	0	2	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	3	9	3	8	1.04	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Arvind Jayaswal	00249864	Whole-time director	5,089,740	
Ramesh Jayaswal	00249947	Managing Director	5,089,740	
Brajkishore Hargovind	01223894	Director	7,500	21/09/2024
Ashwini Kumar	07694424	Director	0	
Rajendra Prasad Moha	00235850	Director	0	
Sangram Keshari Swai	10368704	Whole-time director	0	
Kumkum Rathi	03128864	Director	0	
Manoj Shah	00010473	Director	0	
Vinod Kumar Kathuria	06662559	Director	0	
Davinder Kumar Chugh	09020244	Nominee director	0	02/05/2024
Atul Gupta	09314224	Nominee director	0	09/05/2024
Ashish Srivastava	BJNPS6186E	Company Secretar	0	
Kapil Shroff	ANMPS3447E	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ashish Srivastava	BJNPS6186E	Company Secretary	15/04/2023	Appointment
Basant Lall Shaw	00249729	Director	24/11/2023	Cessation
Megh Pal Singh	02635073	Whole-time director	12/11/2023	Cessation
Sangram Keshari Sv	10368704	Whole-time director	13/11/2023	Appointment
Arvind Jayaswal	00249864	Whole-time director	25/11/2023	Change in Designation
Ramesh Jayaswal	00249947	Managing Director	25/11/2023	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2023	40,966	50	57.69
Extra- Ordinary General Me	21/12/2023	41,153	41	52.22

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/04/2023	12	11	91.67
2	23/05/2023	12	12	100
3	14/08/2023	12	12	100
4	03/11/2023	12	11	91.67
5	24/11/2023	12	12	100
6	25/01/2024	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

36

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/04/2023	4	3	75
2	Audit Committee	23/05/2023	4	4	100
3	Audit Committee	14/08/2023	4	4	100
4	Audit Committee	03/11/2023	4	4	100
5	Audit Committee	25/01/2024	4	4	100
6	Nomination and Remuneration	15/04/2023	3	2	66.67
7	Nomination and Remuneration	23/05/2023	3	3	100
8	Nomination and Remuneration	03/11/2023	3	3	100
9	Nomination and Remuneration	24/11/2023	3	3	100
10	Nomination and Remuneration	25/01/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2024
								(Y/N/NA)
1	Arvind Jayaswal	6	6	100	26	26	100	Yes
2	Ramesh Jayaswal	6	6	100	29	28	96.55	Yes
3	Brajkishore Harsh	6	6	100	36	35	97.22	Not Applicable
4	Ashwini Kumar	6	6	100	0	0	0	No
5	Rajendra Prasad	6	5	83.33	10	8	80	No
6	Sangram Keshri	2	2	100	1	1	100	Yes
7	Kumkum Rath	6	6	100	0	0	0	Yes
8	Manoj Shah	6	6	100	5	5	100	Yes
9	Vinod Kumar	6	6	100	0	0	0	No

10	Davinder Kum	6	6	100	5	5	100	Not Applicable
11	Atul Gupta	6	6	100	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arvind Jayaswal	Chairman & Wh	16,084,620	0	0	0	16,084,620
2	Ramesh Jayaswal	Managing Direct	16,084,620	0	0	0	16,084,620
3	Megh Pal Singh	Executive Direct	5,785,353	0	0	0	5,785,353
4	Sangram Keshari S	Executive Direct	3,888,808	0	0	0	3,888,808
	Total		41,843,401	0	0	0	41,843,401

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kapil Shroff	Chief Financial C	8,964,677	0	0	0	8,964,677
2	Ashish Srivastava	Company Secre	2,457,997	0	0	0	2,457,997
	Total		11,422,674	0	0	0	11,422,674

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Brajkishore Agrawa	Independent Dir	0	0	0	220,000	220,000
2	Rajendraprasad Mo	Independent Dir	0	0	0	165,000	165,000
3	Ashwini Kumar	Independent Dir	0	0	0	150,000	150,000
4	Kumkum Rathi	Independent Dir	0	0	0	150,000	150,000
5	Vinod Kumar Kathu	Independent Dir	0	0	0	150,000	150,000
6	Manoj Shah	Independent Dir	0	0	0	175,000	175,000
7	Davinder Kumar Ch	Nominee Directo	0	0	0	175,000	175,000
8	Atul Gupta	Nominee Directo	0	0	0	150,000	150,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
9	Basant Lall Shaw	Non Executive D	0	0	0	125,000	125,000
	Total		0	0	0	1,460,000	1,460,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Rachana Daga

Whether associate or fellow

Associate Fellow

Certificate of practice number

5073

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Ramesh
Jayaswal

Digitally signed by Ramesh Jayaswal
Date: 2024.11.18 14:16:38 +05'30'

DIN of the director

To be digitally signed by

ASHISH
SRIVASTA
VA

Digitally signed by ASHISH SRIVASTAVA
Date: 2024.11.18 14:16:05 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

-
-
-
-

List of attachments

MGT-8.pdf
 BREAK UP OF PAID UP CAPITAL_0001.p
 Debentures Attachement_0001.pdf
 Meetings Attachement_0001.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) SHARE CAPITAL

IV. (i) (d) BREAK-UP OF PAID-UP SHARE CAPITAL

Class of Shares	Number of Shares			Total Nominal Amount	Total Paid-up Amount	Total Premium
	Physical	Demat	Total			
Equity Shares						
At the beginning of the year	25,33,448	96,84,64,796	97,09,98,244	9,70,99,82,440	9,70,99,82,440	
Increase during the year	0	24,664	24,664	2,46,640	2,46,640	
i. Public Issues						
ii. Right Issues						
iii. Bonus Issues						
iv. Private Placement/Preferential Allotment						
v. ESOPs						
vi. Sweat equity shares allotted						
vii. Conversion of Preference Share						
viii. Conversion of Debentures						
ix. GDRs/ADRs						
x. Others, specify Pursuant to Conversion of Physical Holding into demat	0	*24664	*24664	2,46,640	2,46,640	0
Decrease during the year	24,664	0	24,664	2,46,640	2,46,640	0
i. Buy Back of Shares						
ii. Shares forfeited						
iii. Reduction of share capital						
iv. Others, specify Pursuant to Conversion of Physical Holding into demat	*24,664	0	*24,664	2,46,640	2,46,640	0
At the end of the year	25,08,784	96,84,89,460	970,998,244	9,709,982,440	9,709,982,440	0

*Note: Due to technical issue in the form some amounts of above table are not getting filled and saved. Hence, the table is given as attachment to the form.



JAYASWAL NECO INDUSTRIES LTD

CIN : L28920MH1972PLC016154

(FORMERLY JAYASWALS NECO LIMITED)

REGD. OFFICE : F-8, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR - 440 016 (INDIA)

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FAX : +91-7104-237583, 236255 • E-mail : contact@necoindia.com • Website : www.necoindia.com



To Whomsoever it may concern

This is to Declare that Company has following Debentures Outstanding as on 31st March , 2024 :-

Description of Debentures	Face Value	Total Value (in Rs.)
320,000 Unlisted, Secured, Redeemable, Non-Convertible Debentures	100000	Rs. 3200,00,00,000/-
28,08,766 Zero Coupon, Unlisted, Unsecured, Redeemable, Non- Convertible Debentures	100	Rs. 28,08,76,600/-
Total		Rs. 32,28,08,76,600/-

For Jayaswal Neco Industries Limited

Ashish



Ashish Srivastava
Company Secretary & Compliance Officer
Membership No. A20141

BRANCH OFFICES :

"NECO HOUSE" D-307, Defence Colony,
NEW DELHI = 110 024. (INDIA)
PHONES : 011-32041695
FAX NO. : 011-24642190

301, TULSIANI CHAMBERS
NARIMAN POINT, MUMBAI 400 021 (INDIA)
P.H. : (022) 4213-4813,
(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 - 2282845
FAX NO. : 0788 -2286679

JAYASWAL NECO INDUSTRIES LTD

CIN : L28920MH1972PLC016154

(FORMERLY JAYASWALS NECO LIMITED)

REGD. OFFICE : F-8, MIDC INDUSTRIAL AREA, HINGNA ROAD, NAGPUR - 440 016 (INDIA)

PHONES : +91-7104-237276, 237471, 237472, 237461, 237462, 236253, 236254, 236256

FAX : +91-7104-237583, 236255 • E-mail : contact@necoindia.com • Website : www.necoindia.com



MEETINGS OF COMMITTEES OF THE BOARD OF DIRECTORS

Number of Meetings Held: 36

Sr. No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of Members Attended	% of Attendance
1.	Audit Committee	15.04.2023	4	3	75.00
2.	Audit Committee	23.05.2023	4	4	100.00
3.	Audit Committee	14.08.2023	4	4	100.00
4.	Audit Committee	03.11.2023	4	4	100.00
5.	Audit Committee	25.01.2024	4	4	100.00
6.	Nomination and Remuneration Committee	15.04.2023	3	2	66.67
7.	Nomination and Remuneration Committee	23.05.2023	3	3	100.00
8.	Nomination and Remuneration Committee	03.11.2023	3	3	100.00
9.	Nomination and Remuneration Committee	24.11.2023	3	3	100.00
10.	Nomination and Remuneration Committee	25.01.2024	3	3	100.00
11.	Share Transfer cum Stakeholders Relationship Committee	11.04.2023	3	3	100.00
12.	Share Transfer cum Stakeholders Relationship Committee	20.04.2023	3	3	100.00
13.	Share Transfer cum Stakeholders Relationship Committee	02.05.2023	3	3	100.00
14.	Share Transfer cum Stakeholders Relationship Committee	15.05.2023	3	3	100.00
15.	Share Transfer cum Stakeholders Relationship Committee	17.05.2023	3	3	100.00
16.	Share Transfer cum Stakeholders Relationship Committee	21.06.2023	3	3	100.00
17.	Share Transfer cum Stakeholders Relationship Committee	26.06.2023	3	3	100.00
18.	Share Transfer cum Stakeholders Relationship Committee	11.07.2023	3	3	100.00
19.	Share Transfer cum Stakeholders Relationship Committee	08.08.2023	3	3	100.00
20.	Share Transfer cum Stakeholders Relationship Committee	11.10.2023	3	3	100.00
21.	Share Transfer cum Stakeholders Relationship Committee	06.11.2023	3	3	100.00
22.	Share Transfer cum Stakeholders Relationship Committee	24.11.2023	3	3	100.00
23.	Share Transfer cum Stakeholders Relationship Committee	11.12.2023	3	3	100.00

BRANCH OFFICES :

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NEW DELHI - 110 024. (INDIA)
PHONES : 011-32041695
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24.	Share Transfer cum Stakeholders Relationship Committee	29.12.2023	3	3	100.00
25.	Share Transfer cum Stakeholders Relationship Committee	13.01.2024	3	3	100.00
26.	Share Transfer cum Stakeholders Relationship Committee	25.01.2024	3	3	100.00
27.	Share Transfer cum Stakeholders Relationship Committee	03.02.2024	3	3	100.00
28.	Share Transfer cum Stakeholders Relationship Committee	12.02.2024	3	3	100.00
29.	Share Transfer cum Stakeholders Relationship Committee	01.03.2024	3	3	100.00
30.	Share Transfer cum Stakeholders Relationship Committee	23.03.2024	3	2	66.67
31.	Risk Management Committee	27.04.2023	3	3	100.00
32.	Risk Management Committee	20.10.2023	3	3	100.00
33.	Corporate Social Responsibility Committee	05.05.2023	3	3	100.00
34.	Corporate Social Responsibility Committee	24.07.2023	3	2	66.67
35.	Corporate Social Responsibility Committee	19.10.2023	3	3	100.00
36.	Corporate Social Responsibility Committee	16.01.2024	4	4	100.00

For Jayaswal Neco Industries Limited

Ashish

Ashish Srivastava
Company Secretary & Compliance Officer
Membership No. A20141



**Form No. MGT-8**

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **JAYASWAL NECO INDUSTRIES LIMITED** (the Company) (CIN: L28920MH1972PLC016154) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed there for;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
During the year, it was observed that of few Challans of E-forms were paid with an additional fee.
 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on or before due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members / Security holders, as the case may be.

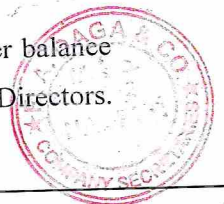


Daga Mansion 17/2, Tikekar Road, Dhantoli, Nagpur - 440 012

Phone : 0712-2461 971. Fax : 0712-2461971. Email : csradaga@yahoo.in



6. Advances/loans as applicable to its Directors and/or persons or firms or Companies referred in Section 185 of the Act;
7. Contracts/arrangements with related parties as specified in Section 188 of the Act;
8. Issue or allotment or transfer and transmission of shares and issue of security certificates and increase of paid up equity share capital.
 - The Company made allotment of 3,20,000 (Three Lakh Twenty Thousand) unlisted, secured, redeemable, non-convertible debentures of a face value of Rs. 1,00,000 (Rupees One Lakh Only) each, aggregating up to Rs. 3200,00,00,000 (Rupees Three Thousand Two Hundred Crores Only) ("Debentures"), on a private placement basis, on 14th December, 2023 for, inter-alia, refinancing of the existing debt of the Company.
 - Further, on 10th February, 2024, Company has issued 28,08,766 (Twenty-Eight Lakhs Eight Thousand Seven Hundred & Sixty-Six) units of Zero Coupon unlisted, unsecured, redeemable, non-convertible debentures having face value of Rs. 100 (Rupees Hundred only) each, on Private Placement basis to M/s. Maa Usha Urja Limited, by converting outstanding balance of Rs.28,08,76,600/- (Rupees Twenty-Eight Crore Eight Lakhs Seventy-Six Thousand Six Hundred only) in the Company's Books of Accounts in relation to M/s. Maa Usha Urja Limited (MUUL), Related Party of the Company.
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
NOT APPLICABLE.
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; **NOT APPLICABLE.**
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per Sub - Sections (3), (4) and (5) thereof;
12. Constitution / appointment/ re-appointments / resignation / retirement/ filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors including Independent Directors.



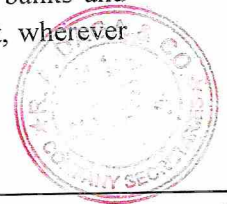


The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations.

- During the period under review, Shri. Ashish Srivastava was appointed as Company Secretary and Compliance Officer (**Key Managerial Personnel**) of the Company w.e.f 15th April, 2023.
- Further, Shri. Megh Pal Singh (DIN: 02635073) ceased from the Directorship of the Company w.e.f 12th November, 2023 & Shri. Basant Lall Shaw (DIN: 00249729) stepped down from the position of Chairman & Non-Executive Director of the Company w.e.f. 24th November, 2023 (close of business hours).
- During the period under review, Shri. Sangram Keshari Swain (DIN: 10368704) was appointed as Whole-time Director (Executive Director) for a period of 5(Five) years w.e.f 13th November, 2023.
- During the period under review, Company has re-designated the position of Shri. Arvind Jayaswal (DIN: 00249864) from Managing Director to Chairman & Whole-Time Director w.e.f 25th November, 2023.
- During the period under review, Company has re-designated the position of Shri. Ramesh Jayaswal (DIN:00249947) from Joint Managing Director to Managing Director w.e.f 25th November,2023.
- During the period under review, Shri. Rajendraprasad Mohanka (DIN: 00235850) was re-appointed as an Independent Director of the Company for a further period of 5(Five) years w.e.f. 27th July, 2023.

The Board composition meets the LODR requirements. The Company has 6 Independent Directors on the Board.

13. Appointment/reappointment/filling up casual vacancies of auditors, if applicable as per the provisions of Section 139 of the Act, wherever applicable;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;**NOT APPLICABLE**
15. Acceptance/ renewal/ repayment of deposits; **NOT APPLICABLE**.
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;**NOT APPLICABLE**





17. Loans and investments or guarantee given or providing of securities, as applicable to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

Date : 22/10/2024
Place : Nagpur

FOR R.A. DAGA & CO.
COMPANY SECRETARIES



Rachana Daga

RACHANA DAGA
PROPRIETOR
MEMBERSHIP NO.: F5522
C.P. NO.: 5073
PR NO.- 1568/2021
UDIN: F005522F001692592

