
JASCH INDUSTRIES LIMITED

Works:

43/5, Bahalgarh Road, P.O. Bahalgarh – 131021
Distt. Sonapat (Haryana) INDIA
Phone : 0130-2216666

Email. skverma@jasch.biz **Website.** www.jaschindustries.com,
CIN : L24302DL1985PLC383771

JI/SE/

11-05-2022

The Listing Department
BSE Limited
P. J. Tower, Dalal Street
Fort, Mumbai - 400 001

PROCEEDINGS, VOTING RESULT & SCRUTINIZER REPORT IN RESPECT OF NCLT-CONVENED MEETING OF EQUITY SHAREHOLDERS OF JASCH INDUSTRIES LIMITED ("JASCH") HELD ON TUESDAY, THE 10TH MAY 2022 AT 11:00 HOURS THROUGH VIDEO CONFERENCE (VC) PURSUANT TO ORDER DATED 24-02-2022 READ WITH ORDERS DATED 25-03-2022 AND 1ST APRIL 2022 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL ("NCLT")

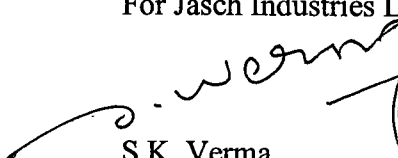
Dear Sir,

We are enclosing proceedings of the aforesaid Meeting, held to approve a Scheme of Arrangement between Jasch Industries Ltd, Jasch Gauging Technologies Ltd and their respective shareholders and creditors.

Voting Result and Scrutinizer's Report are also attached.

Thanking you,

Yours faithfully,
For Jasch Industries Ltd


S.K. Verma
Company Secretary



PROCEEDINGS OF NCLT-CONVENED MEETING OF EQUITY SHAREHOLDERS OF JASCH INDUSTRIES LIMITED ("JASCH") HELD ON TUESDAY, THE 10TH MAY 2022 AT 11:00 HOURS THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OAVM) PURSUANT TO ORDER DATED 24-02-2022 READ WITH ORDERS DATED 25-03-2022 AND 1ST APRIL 2022 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL ("NCLT")

Present:

| | | |
|----------------------|---|--|
| Shri Sidharth Chopra | : | NCLT-appointed Chairman |
| Shri Yuvraj Singh | : | NCLT-appointed Alternate Chairman |
| Ms. Shweta Arora | : | NCLT-appointed Scrutinizer |
| Shri Jai Kishan Garg | : | Chairman & Managing Director, Jasch |
| Shri Ramnik Garg | : | Executive Director, Jasch |
| Shri Manish Garg | : | Executive Director, Jasch |
| Shri Navneet Garg | : | Executive Director, Jasch |
| Shri K.L. Khetarpaul | : | Independent Director & Chairman Audit Committee, Jasch |
| Shri Kuldeep Singal | : | Independent Director, Jasch |
| Shri Naresh Kumar | : | Independent Director |
| Ms. Neetu | : | Independent Director, Jasch |
| Ms. Shikha Gupta | : | Partner, Auditors' Firm auditing Jasch |
| Shri M. Paliwal | : | Chief Financial Officer, Jasch |
| Shri S.K. Verma | : | Company Secretary, Jasch |
| Others | : | Various shareholders as per attendance electronically recorded at CDSL portal. |

The Meeting was chaired by the NCLT-appointed Chairman, Shri Sidharth Chopra.

Since presence of shareholders holding 75% value of shareholding could not be ascertained at the commencement of the meeting, the meeting was adjourned for 30 minutes for want of quorum and in the re-assembled meeting at 11:30 hours, the members present formed the quorum as per the NCLT order.

The Chairman welcomed the shareholders present and informed them that that meeting had been convened pursuant to orders passed by the Hon'ble National Company Law Tribunal, New Delhi Bench for considering the Scheme of Arrangement between Jasch Industries Ltd, Jasch Gauging Technologies Ltd and their respective shareholders and creditors. The notice (which included the resolution to be passed at the meeting), explanatory statement and proposed Scheme of Arrangement, which had been circulated earlier, were taken as read.

Thereafter those shareholders, who had not previously cast their vote, were requested to cast their vote within fifteen minutes. The Chairman further stated that the e-voting result shall be available at the website of the Company and that of BSE.

For Jasch Industries Limited


Jai Kishan Garg
Chairman

JASCH INDUSTRIES LIMITED

VOTING RESULTS – NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS HELD ON 10th MAY 2022

Date of the Meeting: 10th May 2022

Total number of shareholders on record date: 14297

No. of shareholders' present in the meeting either in person or through proxy: -

Promoters and Promoter Group: -

Public :-

No. of shareholders attended the meeting through Video Conferencing: 36

Promoters and Promoter Group: 10

Public : 26

Agenda: To approve scheme of arrangement between Jasch Industries Ltd and Jasch Gauging Technologies Ltd and their respective shareholders and creditors

Resolution required: 75% majority in accordance with NCLT order

Whether promoter/ promoter group are interested in the agenda/resolution? YES


| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of votes – against | % of votes in favour on votes polled | % of votes against on votes polled |
|-----------------------------|-------------------------------|--------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6530690 | 6530690 | 100.00% | 6530690 | 0 | 100.00% | 0.00% |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.00% | 0.00% |
| | Total | 6530690 | 6530690 | 100.00% | 6530690 | 0 | 100.00% | 0.00% |
| Public – Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0.00% | 0.00% |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0.00% | 0.00% |
| | Total | 0 | 0 | 0 | 0 | 0 | 0.00% | 0.00% |



| | | | | | | | | |
|---------------------------|-------------------------------|----------|---------|--------|---------|---|---------|-------|
| Public – Non Institutions | E-Voting | 4799310 | 111945 | 2.33% | 111945 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0 | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0.00% | 0.00% |
| Total | | 4799310 | 111945 | 2.33% | 111945 | 0 | 100.00% | 0.00% |
| Total | | 11330000 | 6642635 | 58.63% | 6642635 | 0 | 100.00% | 0.00% |

11th May 2022
Sonipat

for Jasch Industries Limited


Jai Kishan Garg
Chairman





SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter "Management Rules") and Order passed by the Hon'ble National Company Law Tribunal, New Delhi Bench]

The Chairman of the NCLT convened Meeting
of Equity Shareholders of Jasch Industries Limited,
(CIN: L24302DL1985PLC383771)
Regd. Office: 502, Block- C, NDM-2, N.S.P,
Pitampura, New Delhi - 110034

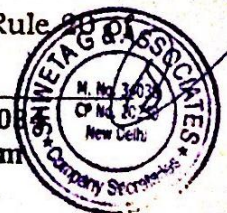
Sub: Consolidated Scrutinizer's report on the result of remote e-voting and e-voting during the meeting ("Insta Poll") in respect of meeting of equity shareholders of Jasch Industries Limited ("Company") held on May 10, 2022 at 11:00 a.m. (IST), through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), pursuant to the order of the Hon'ble National Company Law Tribunal, New Delhi Bench ("Hon'ble Tribunal"/"NCLT") and pursuant to Sections 230-232 of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Section 108 of the Act read with Rule 20 of Management Rules as amended.

Respected Chairman,

I, **Shweta Arora**, Company Secretary in Whole Time Practice having office at 175, First Floor, Sharda Niketan, Saraswati Vihar, Pitampura, Delhi- 110034, have been appointed as a Scrutinizer by the Hon'ble Tribunal, by its order dated February 24, 2022 read with order dated March 25, 2022 and April 1, 2022 passed in pursuance to Company's Application No. C.A.(CAA)13/ND/2022, CA-108/ND/2022 and CA-118/ND/2022 respectively (**hereinafter collectively referred to as "Order"**), for the purpose of scrutinizing the remote e-voting process (prior to the meeting) and Insta Poll, in a fair and transparent manner, in respect of the meeting of the Equity Shareholders of the Company, convened by the abovesaid Order and held on Tuesday, May 10, 2022 at 11:00 a.m. (IST) through VC/OAVM, pursuant to the provisions of the Sections 230 to 232 of Act read with Arrangement Rules and Sections 108 of the Act read with Rule 20

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175, 1st Floor, Sharda Niketan, Saraswati Vihar, Pitampura, Delhi- 110034
Contact No: +91-8471030301, Email: shwetagupta161191@gmail.com



the Management Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations, 2015**"), on the below mentioned resolution seeking approval of the equity shareholders of Jasch Industries Limited to the Scheme of Arrangement ("**Scheme**") of Jasch Industries Limited ("**Applicant Company No. 1**" or "**Demerged Company**") and Jasch Gauging Technologies Limited ("**Applicant Company No. 2**" or "**Resultant Company**") and their respective shareholders and creditors, under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions thereof and applicable rules thereunder, as set forth in the notice of the meeting of Equity Shareholders of the Company ("**Notice**").

Management's Responsibility

The Compliance with the requirements of the Act, the Rules made there-under, above said order of Hon'ble NCLT and the SEBI Listing Regulations, 2015 relating to Remote E-voting and voting through Insta Poll on the under mentioned resolution is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutiniser's Responsibility

My responsibility as a Scrutiniser was restricted to ensure that the voting process both through Remote E-voting and Insta Poll, is conducted in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report on the Votes cast "in favour" or "against" the Resolution and "invalid" votes casted by the equity shareholders based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("**CDSL**").

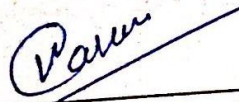
I hereby submit my report as under:

1. In terms of Section 108 of the Act read with Rule 20 of the Management Rules and the provisions of the Listing Regulations, 2015, as amended, the Company had engaged CDSL, being an authorised agency to provide the facility to exercise their right to vote on the resolution proposed at the Meeting through electronic means (by using the electronic voting system) by (i) remote e-voting prior to the Meeting and (ii) through Insta Poll.
2. As confirmed by the Company, the said notice dated April 04, 2022 along with the Scheme and explanatory statement under Sections 230 and 232 read with section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations)

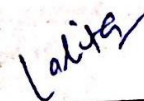


Rules, 2016, the Notice and other annexures was sent on Saturday, April 09, 2022 (i) through electronic mode to the equity shareholders whose e-mail IDs are registered with Alankit Assignments Ltd ("Alankit" - being Registrars and Share Transfer Agents of the Company)/Depositories; and (ii) through Registered Post (physically) to the equity shareholders whose email IDs are not registered with Alankit/Depositories.

3. In terms of the Notice, the remote e-voting commenced on Saturday, May 07, 2022, at 10:00 a.m. (IST) and ended on Monday, May 09, 2022, at 5.00 p.m. (IST). At the end of the Remote e-voting period, the Remote e-voting facility was blocked by CDSL system.
4. The members of the Company whose names were recorded in the Register of Members or in the Register of beneficial owners maintained for it by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e., Friday, April 29, 2022, were entitled to vote on the proposed resolution as set out in the notice of said NCLT convened meeting of the Company.
5. The Company provided the facility of Insta Poll only to such member who had not cast their vote through Remote e-voting.
6. After the closure of the remote e-voting and Insta Poll, the report on the votes cast under remote e-voting facility prior to the Meeting and under Insta Poll were unblocked respectively and counted in the presence of two witnesses viz. Mr. Varun Arora, 3237, Mahindra Park, Shakur Basti, Delhi-110034 and Mrs. Lalita Arora, 3237, Mahindra Park, Shakur Basti, Delhi-110034.
- 7.



(Mr. Varun Arora)



(Mrs. Lalita Arora)

8. I have scrutinized and reviewed the remote e-voting prior to the Meeting and Insta Poll and votes tendered therein based on the data downloaded by me from the CDSL portal. The downloaded data was reconciled with the records maintained by Alankit and the authorisations with the Company.
9. The resolution placed before the equity shareholders and consolidated result of the e-voting on the same through remote e-voting prior to the Meeting and



through Insta Poll seeking approval of the equity shareholders of the Company are given below:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder, Section 2(19AA) of the Income Tax Act, 1961, SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 (“SEBI Master Circular”) consolidating SEBI Circulars dated 10th March, 2017 and all amendments made thereunder (collectively, the (“SEBI Circulars”) on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules, circulars and notifications made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the observation letter received from BSE Limited and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble jurisdictional National Company Law Tribunal (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the transfer by way of demerger of all the undertakings, properties, activities, operations, investments, assets and liabilities and businesses, on a going concern basis, of the ‘Industrial Gauges and Equipments’ undertaking (hereinafter referred to as the ‘Demerged Undertaking’) of the Company, into Jasch Gauging Technologies Limited (a wholly owned subsidiary of the Company) (“Resulting Company”), with effect from the Appointed Date (as defined in the Scheme), and issuance of the Equity Shares by the Resulting Company to all the shareholders of the Demerged Company as set out in the Scheme and (i) cancellation of the existing share capital of the Resulting Company and (ii) partial cancellation of the existing share capital of the



Demerged Company, in terms of the Composite Scheme of Arrangement between the Company and Resulting Company and their respective shareholders and creditors ("Scheme") as placed before this meeting.

RESOLVED FURTHER THAT the Scheme of Arrangement between Jasch Industries Limited ("Demerged Company") and Jasch Gauging Technologies Limited ("Resulting Company") and their respective shareholders and creditors which was circulated and placed before this meeting and all matters consequential, supplemental and/or otherwise integrally connected therewith as per the terms and conditions mentioned in the Scheme, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by NCLT while sanctioning the Scheme or by any authorities under law, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the equity shareholders of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Voting Results of the Equity Shareholders (including Promoters and Public Shareholders):

(a) Valid Votes in favour of the resolution:

| | Number of Members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------|--|--|---------------------------------------|
| Remote E-voting | 52 | 66,42,635 | 100% |
| Insta Poll | 0 | 0 | 0 |
| Total | 52 | 66,42,635 | 100% |



(b) Valid Votes against the resolution:

| | Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------|---|--|--|
| Remote E-voting | 0 | 0 | 0 |
| Insta Poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(c) Invalid votes:

| Total number of members whose votes were declared invalid | Total numbers of votes cast by them |
|--|--|
| 0 | 0 |

(d) Abstained votes:

| Total number of members abstained from voting | Total numbers of votes |
|--|-------------------------------|
| 0 | 0 |

10. Based on the foregoing voting results majority of the members present at the meeting representing three-fourth in value cast votes in the favour of the scheme. Therefore, the aforesaid Resolution was passed with the requisite majority.

Thanking You.

Yours faithfully




CS Shweta Arora
(Scrutinizer appointed by the Hon'ble Tribunal
for the Meeting of the Equity Shareholders)
ACS: 34038 CP: 20258
UDIN No. A034038D000298643

Date: 10.05.2022
Place: Delhi