

JASCH GAUGING TECHNOLOGIES LIMITED

CIN: U33111DL2021PLC381513

Regd. Office: 502, Block – C, NDM-2, NSP, Pitampura, New Delhi – 110034

Email: cs@jasch.biz; Ph: 91-130-2216666

NOTICE

Notice is hereby given that the first Annual General Meeting (“AGM”)[Post Listing] of the members of the Jasch Gauging Technologies Limited (“JGTL”) will be held on Friday, 06th September 2024 at 10:00 hours, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following ordinary business:

Item No. 1: To consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby adopted.”

Item No. 2: To declare dividend on equity shares for the financial year ended March 31, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT dividend at the rate of Rs. 2.50/- (Rupees two & fifty paise only) per equity share of Rs. 10/- (Rupees ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Company.”

Item No. 3: To appoint a director in place of Shri Manish Garg (DIN 00188959), who retires by rotation, and being eligible, offers himself for re-appointment as non-independent director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Manish Garg (DIN: 00188959), who retires by rotation at this meeting, be and is hereby appointed as a non-independent Director of the Company.”

By order of the Board of Directors
For Jasch Gauging Technologies Limited

Place: Sonipat
Date: 30th May 2024

Neeraj Kumar
Company Secretary

NOTES TO NOTICE OF AGM

1. General Circular No. 09/2023 dated 25-09-2023 of Ministry of Corporate Affairs ("MCA") and circular No. SEBI/HO/CFD/CFD-PoD/P/CIR/2023/167 dated 07-10-2023 of the Securities & Exchange Board of India (collectively referred to as "Circulars") respectively permit holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM") and sending of soft copies of notices and Annual Reports to the registered email id of the members . **Accordingly, the AGM will be held through VC/OAVM, without the physical presence of the Members at a common venue.** However, for legal purposes, registered office of the Company will be deemed to be the venue of the AGM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
2. In line with the aforesaid Circulars, Notice of the AGM, along with the 1st Annual Report (post listing) is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Public notices were released by the Company, requesting all the members to intimate/update their email ids with their DPs/Registrars of the Company. Members may note that the Notice and 1st Annual Report (post listing) will also be available on the Company's website www.jasch.net.in, website of BSE Limited (www.bseindia.com) and website of Central Depositories Services India Ltd (www.evotingindia.com).
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Likewise, the Route Map is also not annexed with this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) desiring to attend the meeting, are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs.goelaakash@gmail.com with a copy marked to evoting@csdl.co.in well before the cut-off date for remote evoting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to item of Special Business and pursuant to Regulation 36(5) relating to appointment of Auditors is attached and forms part of this notice.
6. The Company has given public notice and has also notified BSE Ltd that the record date for sending notices to shareholders is 02nd August 2024 in connection with the AGM.
7. In terms of clause 16.9 of the Scheme of Arrangement (Demerger) which was approved by the shareholders in their meeting convened by the Hon'ble National Company Law Tribunal, New Delhi IV Bench ("NCLT) and subsequently also approved by the NCLT vide its order dated 12-09-2023, all the physical share certificates stand cancelled. The shareholding of all the persons who held the shares in physical form, has been transferred to an Escrow Account opened by the Company and the respective shareholders can claim their shares from the Escrow Account by following the procedure given at the website of the Company www.jasch.net.in. Now, 100% shareholding of the Company is held in demat form.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
9. All documents referred to in the accompanying Notice and the Explanatory statement shall be open for inspection at the Registered office of the Company during normal business hours (9:30 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
10. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment at this AGM are contained in the Corporate Governance Report and the said details form part of this notice. The Director(s) have furnished the requisite declarations for their appointment/re-appointment.
11. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants. Positive consent letter is also attached for giving consent to receive all future documents in electronic mode.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their DPs.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same.
14. Members attending the AGM, who intend to speak at the AGM, should follow the procedure given in Part C of the annexed "Instructions for remote e-voting and attending the AGM".
15. The Members, whose unclaimed dividends for the year 2011 pertaining to Jasch Industries Ltd and the relevant shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please visit the "Investors" section of the website of the Company www.jasch.net.in

REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VIDEO CONFERENCING

INSTRUCTIONS FOR REMOTE e-VOTING BEFORE THE ANNUAL GENERAL MEETING (“REMOTE-eVOTING”), PARTICIPATING IN ANNUAL GENERAL MEETING (“AGM”) THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (“VC/OAVM”) AND REMOTE e-VOTING DURING THE AGM (“InstaPoll”)

PART A: GENERAL INSTRUCTIONS

1. The remote e-voting period will begin at 09:00 hours on 03rd September 2024 and will end at 17:00 hours on 05th September 2024. During this period Shareholders of the Company (hereinafter referred to as “you” or “your”), as on the cut-off date of 30th August 2024 may cast your vote electronically from their respective locations. Thereafter, the remote e-voting module shall be disabled. Once you have voted electronically, you would not be able to change the same.
2. Your voting rights shall be in proportion to your shares in the paid-up equity share capital of the Company as on the cut-off date mentioned above.
3. G. Aakash & Associates, Company Secretaries (85056) have been appointed as the Scrutinizer to scrutinize the e - voting process in a fair and transparent manner.
4. After the InstaPoll referred to in Part D of these instructions, the Scrutinizer shall finalize voting and download voting data from the CDSL website in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. The result of Resolutions taken up at the Annual General Meeting will be declared within two working days of the AGM. Immediately after declaration, the result, along with the Scrutinizer's Report, shall be placed on the Company's website www.jasch.net.in and also on the website of BSE.
6. Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30. Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

PART B: REMOTE e-VOTING

For remote e-voting, you will log in to the websites of either of CDSL, NSDL or your DP following the following procedure:

- I. Procedure to login into the website of National Securities Depository Limited (“NSDL”)

A. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- (i) Type in the browser/Click on the following e-Services link: <https://eservices.nsdl.com>
- (ii) Under Section 'IDeAS', click on the button “Beneficial Owner”.
- (iii) A new page will open. Enter your User ID and Password (or click “Fetch OTP”) for accessing IDeAS.
- (iv) On successful authentication, you will enter your IDeAS service page. On the left-side panel, under “Value Added Services” click on “Access to e-Voting”.
- (v) Under E-voting, click on “Active E-voting Cycles” option.
- (vi) You will see Company Name: “Jasch Industries Limited” on the next screen. Click on the e-Voting link available against Jasch Industries Limited or select e-Voting service provider “Central Depository Services India Ltd” (CDSL) and you will be re-directed to the e-Voting page of NSDL to cast your vote without any further authentication.

B. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- (i) To register, type in the browser/Click on the following e-Services link: <https://eservices.nsdl.com>
- (ii) Select option “Register Online for IDeAS” available on the left-hand side of the page.
- (iii) Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
- (iv) After successful registration, please follow steps given under Sr. No. (iv) to (vi) of Section IA above to cast your vote.

C. Users may also directly access the e-Voting module of NSDL as per the following procedure:

- (i) Type in the browser Click on the following link: <https://www.evoting.nsdl.com/>
- (ii) Click on the button “Login” available under “Shareholder/Member” section.
- (iii) On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- (iv) On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under E-voting. You will see Company Name: “Jasch Industries Limited” on the next screen. Click on the e-Voting link available against Jasch Industries Limited or select e-Voting service provider “Central Depository Services (India) Ltd” (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

II. Procedure to log in to the website of Central Depository Services (India) Limited (“CDSL”)

A. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:

- (i) Type in the browser/Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and under Quick Login option, click on New System Myeasi/Login to My Easi option (best operational in Internet Explorer 10 or above and Mozilla Firefox).
- (ii) Enter your User ID and Password for accessing Easi/Easiest
- (iii) You will see Company Name: “Jasch Gauging Technologies Limited” on the next screen. Click on the e-Voting link available against Jasch Industries Limited or select e-Voting service provider “Central Depository Services (India) Ltd” (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

B. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- (i) To register, type in the browser/Click on the following link: <https://web.cdslindia.com/myeasi/>

Registration/EasiRegistration.

- (ii) Proceed to complete registration using your DP ID-ClientID (BO ID), etc.
 - (iii) After successful registration, please follow steps given under Sr. No. 3 of Section IIA above to cast your vote.
- C. OTP-based Direct access:** Users may directly access the e-Voting module of CDSL as per the following procedure:
- (i) Type in the browser/Click on the following link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
 - (ii) Provide Demat Account Number and PAN
 - (iii) System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
 - (iv) On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Jasch Industries Limited or select e-Voting service provider "Central Depository Services (India) Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

III. Procedure to log in to your demat accounts/Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Jasch Industries Limited or select e-Voting service provider "Central Depository Services (India) Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

IV. Important Note to shareholders who are still having physical certificates with them.

- V.** If you are holding shares in physical form, please note that post-demerger, all the physical share certificates have been cancelled and the relevant shares have been transferred to a Demat Escrow Account from which you may claim the shares. [For details, please refer Sr. No. 7 to Notes to Notice annexed with the Notice convening the AGM]. Procedure to log in in such cases (applicable only if you have provided your email id to the Company/its RTA) is as follows:

Your folio number will be your user id. Follow the above procedure to generate your password. If you have not updated your PAN with the Company/Depository Participant please use the first two letters of your name and the 8 digits of the sequence number in the PAN field. Sequence Number is given in the email sent to you. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example, if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID"/"Forgot Password" options available on the websites of Depositories/Depository Participants.

PART C: ATTENDING THE AGM THROUGH ("VC/OAVM")

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by CDSL by using their remote e-voting login credentials and selecting the EVSN **240722004** for Company's AGM.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@jasch.biz by 17:00 hours on 30th August 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. During the AGM, the Chairman may also, at his discretion, make available a chat window for a limited period, to enable you to express views/ask questions.

PART D: INSTA POLL DURING AGM

The procedure for InstaPoll on the day of the AGM is same as contained above in these instructions except that:

1. Only those shareholders, who have electronically registered their presence at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting during the period mentioned in Part A of these instructions (and are otherwise not barred from doing so), shall be eligible to vote through remote e-voting system available during the AGM. InstaPoll facility will be available only for 30 minutes towards the end of the AGM.
2. Shareholders who have already voted through remote e-Voting during the period mentioned in Part A of these instructions, will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote again at the AGM.