
JASCH INDUSTRIES LIMITED

JASCH**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

July 28, 2021

The Listing Department

BSE Limited

P. J. Tower, Dalal Street

Fort, Mumbai - 400 001

Dear Sir,

Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("SEBI LODR Regulations").

Ref.: Draft Scheme of Arrangement amongst Jasch Industries Limited ("Demerged Company") and Jasch Gauging Technologies Limited ("Resulting Company ") and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

This is further to our letter dated 24th July, 2021 wherein we have intimated you that the Board of Directors in their meeting held on July 24, 2021 have approved a Scheme of Arrangement.

The Scheme of Arrangement, which is under Section 230-232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and which is subject to receipt of requisite statutory/regulatory approvals including the approval of the jurisdictional Bench of the National Company Law Tribunal ("Tribunal"), envisages, demerger of the "Industrial Gauges and Equipments Undertaking" of the Company ("Demerged Company") into the Resulting Company as a going concern with effect from the Appointed Date.

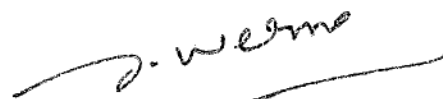
Pursuant to Regulation 30 of the Listing Regulations as amended, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, details of the Scheme are enclosed herewith as Annexure A.

You are requested to take the same on record and disseminate on your website.

Thanking you,

Yours sincerely,

For Jasch Industries Limited

**S. K. Verma****Company Secretary and Compliance Officer** ★Encl.: As above

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

Annexure A

Details of the Scheme under Regulation 30 of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

| Sr. No. | Particulars | Details | |
|---------|---|---|---|
| 1 | Brief details of the division(s) to be demerged | <p>The Demerged Company currently has the following business undertakings:</p> <ul style="list-style-type: none"> To manufacture, sell, import, export, manipulate, treat process and deal in all types of poly-urethane resin polyster and PU/PVC coated fabrics and technical textiles and deals in all kinds of equipments and machinery required to manufacture PU / PVC fabrics and other products. To manufacture of industrial gauges and equipments for the development of online measurement system. <p>The Demerged Company would demerge its 'Industrial Gauges and Equipments' undertaking (hereinafter referred to as the 'Demerged Undertaking') to the Resulting Company and it would continue to run and operate the remaining business (hereinafter referred to as the 'Remaining Undertaking').</p> | |
| 2 | Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year | <p>Total Revenue from Operations of the Industrial Gauges and Equipments Undertaking (as on March 31, 2021) (INR in lakhs)</p> <p>4,209.49</p> | <p>% of the total turnover of Jasch Industries Limited (as on March 31, 2021)</p> <p>31.36</p> |
| 3 | Rationale for demerger | <p>The underlying business rationale and objectives are as follows:</p> <ol style="list-style-type: none"> Demerged Undertaking and the Remaining Undertaking have their own set of strengths and dynamics in the form of nature of risks, competition, challenges, opportunities and business methods, leading to different growth potentials. Hence, segregation of the undertakings would enable a focused management to explore the potential business opportunities effectively and efficiently; The demerger would result in achieving efficiency in operational processes by designing and implementing independent strategies specifically designed for the three businesses and in optimizing profitability. This would in turn enhance the shareholders' wealth. | |



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

| | | |
|---|--|--|
| | | <ol style="list-style-type: none">3. Targeting and attracting new investors with specific focus and expertise in the separate businesses, thereby providing the necessary funding impetus to the long-term growth strategy of the two businesses;4. The demerger will help in growth of Demerged Company and Resulting Company by providing scope of independent collaboration and expansion.5. Consequent to the demerger of the Demerged Undertaking, the issued, subscribed and paid up equity share capital of the Demerged Company will also be reorganized by way of reduction of such proportion of the paid up equity share capital of the Demerged Company which has been issued as fully paid up equity shares in the Resulting Company as on the Record Date in terms of Clause 16.1 of this Scheme. The reorganization and consequent reduction of the paid up share capital of the Demerged Company will result in better returns to the investors and improved financial ratios.6. Pursuant to the Scheme, the equity shares issued by the Resulting Company would be listed on BSE. Therefore, the existing shareholders of the Demerged Company would hold the shares of two listed entities after the Scheme becoming effective. Such shareholders would then be able to choose whether they want to remain invested in either or both the businesses / operations of the Demerged Company, giving them flexibility in managing their investment in the two businesses having differential dynamics. |
| 4 | Brief details of change in shareholding pattern (if any) of all entities | <p>The Resulting Company will issue equity shares to the shareholders of the Demerged Company basis the share entitlement ratio approved by the Board relying on the Valuation Report provided by the Valuer Mr. Abhinav Agarwal, dated July 23, 2021. The equity shares will be issued as under:</p> <p><i>“For every 5 (Five) equity shares of face value Rs. 10 (Rupees ten only) each held in the Demerged Company as on the Record Date, the equity shareholders of the Demerged Company shall be issued 2 (Two) equity shares of face value Rs. 10 (Rupees Ten only) each as fully paid-up in the Resulting Company. Accordingly, a total of 45,32,000 (forty</i></p> |



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

five lakh thirty two thousand) new equity shares of face value Rs. 10 (Rupees Ten only) each will be issued by the Resulting Company."

The post Scheme shareholding pattern of the Resulting Company will be as under:

| Category | Number of shares | %age |
|--------------|------------------|---------------|
| Promoters | 26,12,272 | 57.64 |
| Public | 19,19,728 | 42.36 |
| Total | 45,32,000 | 100.00 |

Consequent to the demerger of the Demerged Undertaking, the issued, subscribed and paid-up equity share capital of the

~~Demerged Company would be accompanied by way of reduction and cancellation of the paid up equity share capital of the Demerged Company to the extent of allotment of shares by the Resulting Company to the shareholders of the Demerged Company. Accordingly:~~

~~"The existing issued, subscribed and paid up Equity share capital of the Demerged Company shall be reduced from Rs. 11,21,00,000 (eleven crore thirty three lakh only) divided into 1,12,10,000 (one crore thirteen lakh thirty thousand) Equity Shares of Rs. 10 (Rupees Ten only) each fully paid up to Rs. 6,79,80,000 (Rupees six crore seventy nine lakh eighty thousand) divided into 67,98,000 (sixty seven lakh ninety eight thousand) Equity Shares of Rs. 10 (Rupees Ten only) each and that such reduction be effected by cancellation of 45,32,000 (forty five lakh thirty two thousand) Equity Shares of Rs. 10 each amounting to Rs. 4,53,20,000 (Rupees four crore fifty three lakh twenty thousand) which is equivalent to the extent of allotment of shares by the Resulting Company to the shareholders of the Demerged Company.~~

~~Accordingly, an Equity share holder holding 5 (Five) Equity shares of Rs. 10 each in the Demerged Company, then post reduction, will get 3 (Three) Equity shares of face value Rs. 10 each. The face value of equity share will remain at Rs. 10 only."~~

~~The post Scheme shareholding pattern of the Demerged Company will be as under:~~

| Category | Number of shares | %age |
|--------------|------------------|---------------|
| Promoters | 39,18,470 | 57.64 |
| Public | 28,73,530 | 42.36 |
| Total | 67,98,000 | 100.00 |



JASCH INDUSTRIES LIMITED

JASCH

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

| | | |
|---|--|---|
| 5 | In case of cash consideration – amount or otherwise share exchange ratio | NA |
| 6 | Whether listing would be sought for the resulting entity | Yes, the Resulting Company will make an application with BSE for listing of its equity shares in compliance with SEBI Master Circular No. SEBI/HO/CFD/DJ1/CIR/P/2020/249 dated December 22, 2020. |

