

JASCH INDUSTRIES LTD.

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CERTIFIED TRUE COPY OF EXTRACTS FROM THE MINUTES OF MEETING OF BOARD OF DIRECTORS HELD ON TUESDAY, 23rd DAY of FEBRUARY 2016 AT THE CORPORATE OFFICE OF THE COMPANY AT 502, BLOCK C, NDM-2, NETAJI SUBHASH PLACE, PITAMPURA, DELHI - 110 034.

The Chairman informed the directors present that the Board had, in its meeting held on 18-12-2015, constituted a Re-organisation Committee to explore and evaluate various options for restructuring the business of the Company.

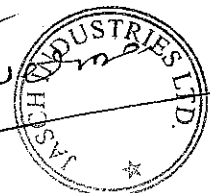
The Re-organisation Committee in turn, in its meeting held on 23rd February, 2016, based on the advice and opinion received from advisors and consultants had explored and evaluated the option of hiving off the business division of manufacturing of industrial gauges and equipments, including that undertaken through subsidiary and associate company, ("Demerged Undertaking") of Jasch Industries Limited ("Demerged Company" / "Company") by way of demerger into a wholly owned subsidiary of the Company, i.e. Jasch Automation Limited ("Resulting Company") which shall seek listing on the stock exchange(s) post such demerger. This will help the Company and the Resulting Company to achieve greater management focus on their individual businesses and further create value for all its stakeholders. Listing of equity shares of the Resulting Company on the stock exchange(s) would help the shareholders of Resulting Company to unlock the value for their shareholding.

The Board took note that the Re-organisation Committee had explored and evaluated various options to restructure the Company and the subsidiary and had finalized and recommended (subject to recommendation of the Audit Committee and approval of the Board of Directors of the Company), a Scheme of Demerger under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and / or Sections 230-233 of the Companies Act, 2013, if in force, and other relevant provisions of the Companies Act, 2013 as may be applicable ("Scheme"), for inter alia, to (a) demerge the Demerged Undertaking of the Company and vesting of the same in the Resulting Company (which is wholly owned subsidiary of Jasch Industries Ltd) in accordance with Section 2(19AA) of the Income Tax Act, 1961 ("IT Act"); (b) the reduction of the existing issued and paid up equity share capital of the Resulting Company in the manner set out in the Scheme; (c) reduction of the paid up equity share capital and credit balance in the profit and loss account, to the extent require, of the Company in the manner set out in the Scheme; and (d) listing of the equity shares of the Resulting Company on the stock exchange(s).

The Board was informed that pursuant to the demerger of the Demerged Undertaking from the Company and vesting of the same with the Resulting Company, the Resulting Company will issue its equity shares to the equity shareholders of the Company, as on the Record Date (as defined in the Scheme) as per the following entitlement ratio:

- For every 100 (one hundred) equity shares of face value Rs. 10 (Rupees ten only) each held in the Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Company shall be issued 28 (twenty eight) equity shares of face value Rs. 10 (Rupees ten only) each credited as fully paid up in the Resulting Company.

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The Board was further informed that consequent to the demerger of the Demerged Undertaking, it is also proposed under the Scheme to cancel such proportion of the paid up equity share capital of the Company which has been issued as fully paid up equity shares in the Resulting Company as on the Record Date and this will result in better returns to the investors and improved financial ratios. As a result of the same, it has been decided that:

- Each equity shareholder of the Company shall continue to hold 72 (seventy two) equity shares of face value Rs. 10 (Rupees ten only) each of the Company as fully paid up equity shares against every 100 (one hundred) equity shares of face value Rs. 10 (Rupees ten only) each, as on the Record Date.

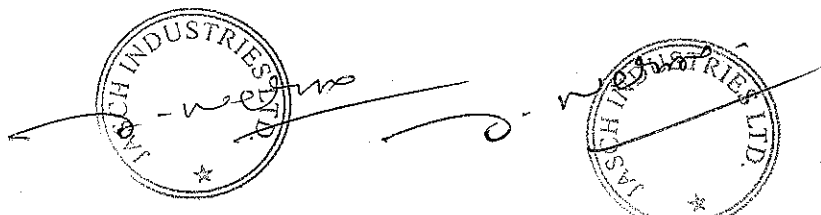
The Board was further informed that the appointed date for the Scheme is opening of business hours as on April 01, 2015, or any other date as may be decided by the respective boards of the directors of the Company and the Resulting Company.

The Scheme has also been approved by the Audit Committee of the Company by a resolution passed at its meeting held on February 23, 2016. The Board took note of the report dated February 23, 2016, prepared by the Audit Committee of the Company recommending the Scheme to the Board. In addition to the foregoing, the Board also took note of the following documents presented before it:

- a. Draft Scheme of Demerger;
- b. Share Entitlement Ratio report dated February 22, 2016 from Jyoti Ravindra & Co., Independent Chartered Accountant; and
- c. Fairness opinion dated February 22, 2016 from RR Investors Capital Services Private Limited, Independent Merchant Banker.
- d. Certificate dated February 23, 2016 in accordance with Clause 24 (i) of the Listing Agreement obtained from M/s. Arora & Choudhary, Statutory Auditors, regarding the accounting treatment being followed in the Scheme is in compliance with all the applicable Accounting Standard as specified under the Companies Act, 1956 / the Companies Act, 2013.

The Board was also informed that the conditions prescribed under sub-clauses (i) to (iii) of the Paragraph 5.16(a) of the Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 are not applicable to the Scheme and that consequently, the requirements set out in the aforesaid Paragraph 5.16(2) of the aforesaid SEBI circulars requiring the Scheme to be approved by the requisite majority of the public shareholders of the Company were not applicable. However, the Company was required to furnish an undertaking certified by the Auditor of the Company and duly approved by the Board, clearly stating the reasons for the non-applicability of Para 5.16(a) of the aforesaid SEBI Circulars. A draft of the abovementioned undertaking was placed before the Board.

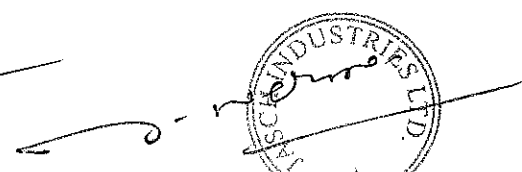
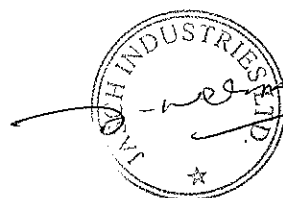
After considering the recommendation of the Audit Committee of the Company and the abovementioned documents placed before the Board, the Board passed the following resolution unanimously:


The image shows two circular stamps from JAS H. INDUSTRIES LTD. Each stamp contains the company name around the perimeter and a star at the bottom. The left stamp has a handwritten signature and the date '23/02/2016'. The right stamp has a handwritten signature and the date '23/02/2016'.

"RESOLVED THAT pursuant to the recommendations of the Audit Committee and upon taking note of the Share Entitlement Ratio report dated February 22, 2016 from Jyoti Ravindra and Co., Chartered Accountants, and the Fairness Opinion dated February 22, 2016 from RR Investors Capital Services Private Limited, Independent Merchant Banker and other relevant documents placed before it; and subject to the requisite approvals of: (a) the shareholders of the Company and such other persons as may be required under the applicable law; (b) BSE Limited and the Securities and Exchange Board of India ("SEBI"); (c) the High Court of Judicature of Punjab and Haryana at Chandigarh or the National Company Law Tribunal or such other forum or authority which may be vested with any of the powers of a High Court under the Companies Act, 1956 and / or Companies Act, 2013 ("High Court"), (d) any other such regulatory / statutory authority or self-regulatory organization as may be required; and (e) subject to such conditions and modifications as maybe prescribed or imposed by the aforesaid while granting such approvals and sanctions, as the case may be, the approval of the Board of Directors of the Company be and is hereby accorded to the scheme of demerger among Jasch Industries Limited and Jasch Automation Limited and their shareholders & creditors pursuant to the provisions of the Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and/or Sections 230-233 of the Companies Act, 2013, if in force, and other relevant provisions of the Companies Act, 2013 as may be applicable and the rules, regulations and notifications issued thereunder ("Scheme") for inter alia to (a) demerge the Demerged Undertaking of the Company and vesting of the same in the Resulting Company in accordance with Section 2(19AA) of the Income Tax Act, 1961 ("IT Act"); (b) the reduction of the existing issued and paid up equity share capital of the Resulting Company in the manner set out in the Scheme; (c) reduction of the paid up equity share capital and credit balance in the profit and loss account, to the extent require, of the Company in the manner set out in the Scheme; and (d) listing of the equity shares of the Resulting Company on the stock exchange(s)."

"RESOLVED FURTHER THAT having considered the Share Entitlement Ratio report dated February 22, 2016 from Jyoti Ravindra & Co., Chartered Accountants, the Fairness opinion dated February 22, 2016 from RR Investors Capital Services Private Limited, Independent Merchant Banker and the recommendation of the Audit Committee dated February 23, 2016, approval of the Board of Directors be and is hereby granted:

- For every 100 (one hundred) equity shares of face value Rs. 10 (Rupees ten only) each held in the Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Company shall be issued 28 (twenty eight) equity shares of face value Rs. 10 (Rupees ten only) each credited as fully paid up in the Resulting Company.
- Each equity shareholder of the Company shall continue to hold 72 (seventy two) equity shares of face value Rs. 10 (Rupees ten only)



each of the Company as fully paid up equity shares against every 100 (one hundred) equity shares of face value Rs. 10 (Rupees ten only) each, as on the Record Date."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine the treatment for the fractional entitlements, if any, as on the Record Date and to appoint any Trustee to hold and sell such equity shares arising out of fractional entitlement and to deal with them in accordance with the Scheme."

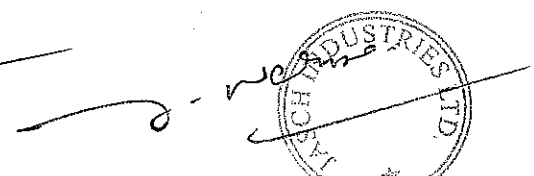
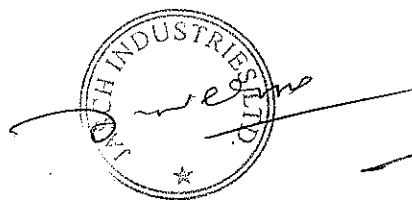
"RESOLVED FURTHER THAT the approval of the Board of Directors be and is hereby granted to Scheme to be made effective with effect from the opening of the business hours as on April 01, 2016 ("Appointed Date")."

"RESOLVED FURTHER THAT the consent of the Board of Directors be and is hereby accorded for (a) reduction of the paid up equity share capital of the Company; and (b) reduction of the credit balance in the profit and loss account of the Company in accordance with the Scheme."

"RESOLVED FURTHER THAT that the consent of the Board of Directors be and is hereby accorded to authorize the Company, in its capacity as the shareholder of the Resulting Company to convey its consent, support and no-objection to any application of the Resulting Company seeking dispensation of the meeting of equity shareholders of Resulting Company for approving the Scheme, as may be filed by the Resulting Company in connection with the Scheme with the High Court and / or any other person or regulatory authority, as relevant."

"RESOLVED FURTHER THAT the consent of the Board of Directors of the Company be and is hereby accorded to the Company, in its capacity as the shareholder of the Resulting Company, to convey its consent, support and no-objection for the issuance and allotment of the equity shares to the equity shareholders of the Company as per the Entitlement Ratio as consideration for the demerger of the Demerged Undertaking, in accordance with the Scheme."

"RESOLVED FURTHER THAT the consent of the Board of Directors be and is hereby accorded to the Company, in its capacity as the shareholder of the Resulting Company, to convey its consent support and no-objection for the reduction in the issued, subscribed and paid up equity share capital of the Resulting Company on account of the cancellation of the 10,000 (ten thousand) equity shares of the Resulting Company of Rs. 10 (Rupees ten only) each held by the Company comprising 100% (one hundred percent) of the total issued and paid up equity share capital of the Resulting Company, as on the Effective Date (as defined in the Scheme) without any diminution of liability in respect of the unpaid share capital or payment of paid up share capital of the Resulting Company."



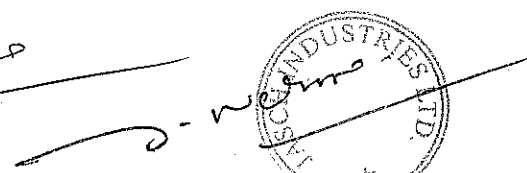
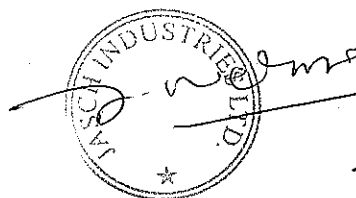
"RESOLVED FURTHER THAT the BSE be and is hereby appointed as the designated stock exchange for the purpose of co-ordinating with SEBI to seek its observation letter / no -observation letter / approval to the Scheme in terms of Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (both, collectively as "SEBI Circulars")."

"RESOLVED FURTHER THAT after taking note that the conditions prescribed under sub-clauses (i) to (iii) of Paragraph 5.16(a) of the SEBI Circulars are not applicable to the Scheme and that consequently, the requirements set out in the aforesaid Paragraph 5.16(a) of the SEBI Circulars requiring the Scheme to be approved by the requisite majority of the public shareholders of the Company through postal ballot and e-voting not being applicable, the requisite undertaking referred to in Paragraph 5.16(b) of the SEBI Circulars stating the reasons for the aforesaid provision of the SEBI Circulars not being applicable to the Scheme, a draft of which was placed before the Board, be provided to M/s Arora and Choudhary Associates, the statutory auditors of the Company, for their certification as envisaged under the provisions of Paragraph 5.16(b) of the SEBI Circulars and that Shri S K Verma, Company Secretary, be and is hereby authorized to execute such undertaking on behalf of the Company."

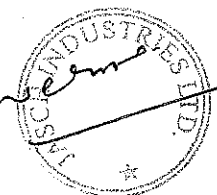
"RESOLVED FURTHER THAT the undertaking referred to in Paragraph 5.16(b) of the SEBI Circulars stating the reasons for the aforesaid provisions of the SEBI Circulars not being applicable to the Scheme executed by Shri S K Verma, Company Secretary and certified by M/s Arora and Choudhary Associates, the statutory auditors of the Company, be and is hereby taken on record."

"RESOLVED FURTHER THAT any of the Director of the Company or any of the following: Shri S K Verma, Company Secretary, Shri M Paliwal, Chief Financial Officer, be and are hereby severally authorized to do all deeds and take all action necessary to:

- (a) sign, file, submit or present the Scheme and related applications, supplementary applications, documents, replies in connection with the proposed merger with the BSE Limited ("Stock Exchange"), SEBI or such other regulatory or statutory authority, as may be required in terms of the applicable laws, regulations and the listing agreement(s) for obtaining approval to the provisions of the Scheme or for giving effect thereto;
- (b) prepare, sign, file, submit or present the Scheme and related applications, petitions, supplementary applications / petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed demerger, appear (in person or through a representative) before the High Court or at the offices of the Registrar of Companies, NCT of Delhi and Haryana, the Regional Director, Ministry of Corporate Affairs, or before any other authority or person in



- connection with the proposed demerger and to do any other act, deed or thing which may be ancillary or incidental to the proposed merger or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- (c) sign, declare and file on behalf of the Company all necessary documents including, but not limited to, authorization, vakalatnamas, affidavits, pleadings, reports and issue public advertisements and notices and to do all acts incidental and necessary for the above purposes;
 - (d) preparing, executing and filing appropriate applications, consents, waiver letters and other documents before the High Court for holding or dispensing with the requirement for holding meeting(s) of the shareholders and / or creditors of the Company and, where necessary, to take steps to convene such meetings as per the directions of the High Court and to prepare and issue the notice convening such meeting(s) of the shareholders and the secured and / or unsecured creditors of the Company;
 - (e) (i) assent to and make such alterations and modifications in the Scheme as may be expedient or necessary or to any conditions or limitations that the High Court or SEBI and / or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by them; (ii) to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary or desirable in connection with this Scheme and (iii) resolve any doubts, difficulties or questions whether by reason of any directive or order of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith; and to make and file all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;
 - (f) engage/ ratify and/or authorize the advocate(s)/ counsel(s)/ valuer(s)/ merchant banker(s)/ auditor(s) or other persons as may be required in connection with the proposed demerger from time to time;
 - (g) settle any question(s), issue(s) or difficulty(ies) that may arise with regard to the implementation of the above Scheme, and to give effect to this resolution;
 - (h) conveying consent of the Company for any of the matters in relation to the Scheme;
 - (i) affixing the Common Seal of the Company, if any, in accordance with the Articles of Association of the Company on any document executed or furnished by the Company in connection with or incidental to the Scheme and to send the Common Seal of the Company to, if any, other places, if so required, to facilitate the execution of such documents in connection with or incidental to the Scheme;

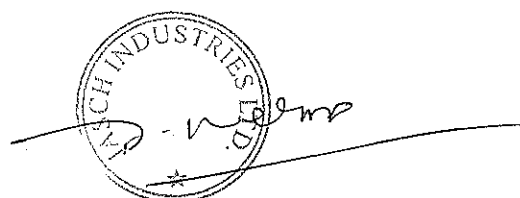
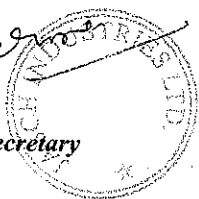


- (j) incur such expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels and other expenses;
- (k) appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf; and
- (l) to do all such acts, deeds, matters and things as maybe necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

"RESOLVED FURTHER THAT copies of this resolution, certified to be true by any Director or by the Company Secretary of the Company, be furnished to any authority, stock exchange, company, body corporate, etc., and they be requested to act thereon."

*Certified true copy
for Jasch Industries Limited*

*S K Verma
Company Secretary*



JASCH AUTOMATION LIMITED

CIN: U29221HR2016PLC058228

CERTIFIED TRUE COPY OF EXTRACTS FROM THE MINUTES OF MEETING OF BOARD OF DIRECTORS HELD ON TUESDAY, 23rd DAY of FEBRUARY 2016 AT THE CORPORATE OFFICE OF THE COMPANY AT 502, BLOCK C, NDM-2, NETAJI SUBHASH PLACE, PITAMPURA, DELHI - 110 034.

The Chairman informed the directors present that the Board of Directors of Jasch Industries Limited has in its meeting held on February 23, 2016 approved demerger of the business of manufacturing of industrial gauges and equipment's, including that undertaken through its subsidiary and associate company, ("Demerged Undertaking") of Jasch Industries Limited ("Demerged Company") by way of demerger into a wholly owned subsidiary of the Demerged Company, i.e. Jasch Automation Limited ("Resulting Company") which shall seek listing on the stock exchange(s) post such demerger. This will help the Demerged Company and the Resulting Company to achieve greater management focus on their individual businesses and further create value for all its stakeholders. Listing of equity shares of the Resulting Company on the stock exchange(s) would help the shareholders of Resulting Company to unlock the value for their shareholding.

The Board took note of the same and has approved the Scheme of Demerger (as circulated along with Agenda) under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and / or Sections 230-233 of the Companies Act, 2013, if in force, and other relevant provisions of the Companies Act, 2013 as may be applicable ("Scheme"), for inter alia, to (a) demerge the Demerged Undertaking of the Demerged Company and vesting of the same in the Resulting Company in accordance with Section 2(19AA) of the Income Tax Act, 1961 ("IT Act"); (b) the reduction of the existing issued and paid up equity share capital of the Resulting Company in the manner set out in the Scheme; and (c) listing of the equity shares of the Resulting Company on the stock exchange(s).

The Board was informed that pursuant to the demerger of the Demerged Undertaking from the Demerged Company and vesting of the same with the Resulting Company, the Resulting Company will issue its equity shares to the equity shareholders of the Demerged Company, as on the Record Date (as defined in the Scheme) as per the following entitlement ratio:

- For every 100 (one hundred) equity shares of face value Rs. 10 (Rupees ten only) each held in the Demerged Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Demerged Company shall be issued 28 (twenty eight) equity shares of face value Rs. 10 (Rupees ten only) each credited as fully paid up in the Resulting Company.

The Board was further informed that the appointed date for the Scheme is opening of business hours as on April 01, 2015, or any other date as may be decided by the respective boards of the directors of the Demerged Company and the Resulting Company.

After considering the draft Scheme, the Board passed the following resolution unanimously:

Resolution No. 8 of 23-02-2016

"RESOLVED THAT pursuant to the Share Entitlement Ratio report dated February 22, 2016 from Jyoti Ravindra and Co., Chartered Accountants, and the Fairness Opinion dated February 22, 2016 from RR Investors Capital Services Private Limited, Independent Merchant Banker and other



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relevant documents placed before the meeting; and subject to the requisite approvals of: (a) the shareholders of the Demerged Company and such other persons as may be required under the applicable law; (b) BSE Limited and the Securities and Exchange Board of India ("SEBI"); (c) the High Court of Judicature of Punjab and Haryana at Chandigarh or the National Company Law Tribunal or such other forum or authority which may be vested with any of the powers of a High Court under the Companies Act, 1956 and / or Companies Act, 2013 ("High Court"), (d) any other such regulatory / statutory authority or self regulatory organization as may be required; and (e) subject to such conditions and modifications as maybe prescribed or imposed by the aforesaid while granting such approvals and sanctions, as the case may be, the approval of the Board of Directors of the Company (i.e. the Resulting Company) be and is hereby accorded to the scheme of demerger among Jasch Industries Limited and Jasch Automation Limited and their shareholders & creditors pursuant to the provisions of the Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and/or Sections 230-233 of the Companies Act, 2013, if in force, and other relevant provisions of the Companies Act, 2013 as may be applicable and the rules, regulations and notifications issued thereunder ("Scheme") for inter alia to (a) demerge the Demerged Undertaking of the Demerged Company and vesting of the same in the Resulting Company in accordance with Section 2(19AA) of the Income Tax Act, 1961 ("IT Act"); (b) the reduction of the existing issued and paid up equity share capital of the Resulting Company in the manner set out in the Scheme; and (c) listing of the equity shares of the Resulting Company on the stock exchange(s).

"RESOLVED FURTHER THAT that having considered the Share Entitlement Ratio report dated February 22, 2016 from Jyoti Ravindra & Co., Chartered Accountants, the Fairness opinion dated February 22, 2016 from RR Investors Capital Services Private Limited, Independent Merchant Banker, approval of the Board of Directors be and is hereby granted:


- For every 100 (one hundred) equity shares of face value Rs. 10 (Rupees ten only) each held in the Demerged Company as on the Record Date (as defined in the Scheme), the equity shareholders of the Demerged Company shall be issued 28 (twenty eight) equity shares of face value Rs. 10 (Rupees ten only) each credited as fully paid up in the Resulting Company."

"RESOLVED FURTHER THAT the approval of the Board of Directors be and is hereby granted to Scheme to be made effective with effect from the opening of the business hours as on April 01, 2015 ("Appointed Date")."

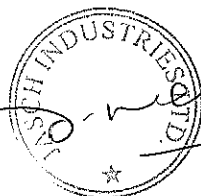
"RESOLVED FURTHER THAT the consent of the Board of Directors be and is hereby accorded for the reduction in the issued, subscribed and paid up equity share capital of the Resulting Company on account of the cancellation of the 10,000 (ten thousand) equity shares of the Resulting Company of Rs. 10 (Rupees ten only) each held by the Demerged Company comprising 100% (one hundred percent) of the total issued and paid up equity share capital of the Resulting Company, as on the Effective Date (as defined in the Scheme) without any diminution of liability in respect of the unpaid share capital or payment of paid up share capital of the Resulting Company."

"RESOLVED FURTHER THAT any Director of the Resulting Company or any of the following: Shri S K Verma, and Shri Mahender Paliwal, Authorised Signatories, be and are hereby severally authorized to do all deeds and take all action necessary to :

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- (a) sign, file, submit or present the Scheme and related applications, supplementary applications, documents, replies in connection with the proposed merger with the BSE Limited ("Stock Exchange"), SEBI or such other regulatory or statutory authority, as may be required in terms of the applicable laws, regulations and the listing agreement(s) for obtaining approval to the provisions of the Scheme or for giving effect thereto;
- (b) prepare, sign, file, submit or present the Scheme and related applications, petitions, supplementary applications / petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed demerger, appear (in person or through a representative) before the High Court or at the offices of the Registrar of Companies, NCT of Delhi and Haryana, the Regional Director, Ministry of Corporate Affairs, or before any other authority or person in connection with the proposed demerger and to do any other act, deed or thing which may be ancillary or incidental to the proposed merger or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- (c) sign, declare and file on behalf of the Resulting Company all necessary documents including, but not limited to, authorization, vakalatnamas, affidavits, pleadings, reports and issue public advertisements and notices and to do all acts incidental and necessary for the above purposes;
- (d) preparing, executing and filing appropriate applications, consents, waiver letters and other documents before the High Court for holding or dispensing with the requirement for holding meeting(s) of the shareholders and / or creditors of the Resulting Company and, where necessary, to take steps to convene such meetings as per the directors of the High Court and to prepare and issue the notice convening such meeting(s) of the shareholders and the secured and / or unsecured creditors of the Resulting Company;
- (e) assent to and/or make such alterations and modifications in the Scheme as may be expedient or necessary or to any conditions or limitations that the High Court or SEBI and / or any other authority may deem fit to direct or impose or which may be otherwise considered necessary, desirable or appropriate by them; (ii) to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary or desirable in connection with this Scheme and (iii) resolve any doubts, difficulties or questions whether by reason of any directive or order of any authority or otherwise howsoever arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith; and to make and file all applications, affidavits and documents as may be necessary to give effect to such amendment or modification;
- (f) engage/ ratify and/or authorize the advocate(s)/ counsel(s)/ valuer(s)/ merchant banker(s)/ auditor(s) or other persons as may be required in connection with the proposed demerger from time to time;
- (g) settle any question(s), issue(s) or difficulty(ies) that may arise with regard to the implementation of the above Scheme, and to give effect to this resolution;
- (h) conveying consent of the Resulting Company for any of the matters in relation to the Scheme;
- (i) incur such expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels and other expenses;
- (j) appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf; and



(k) to do all such acts, deeds, matters and things as maybe necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

"RESOLVED FURTHER THAT copies of this resolution, certified to be true by any Director of the Resulting Company, be furnished to any authority, stock exchange, company, body corporate, etc., and they be requested to act thereon."

CERTIFIED TRUE COPY
FOR JASCH AUTOMATION LTD


JAI KISHAN GARG
DIRECTOR

