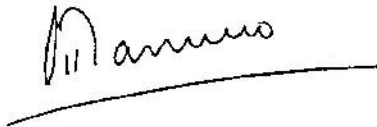
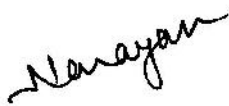

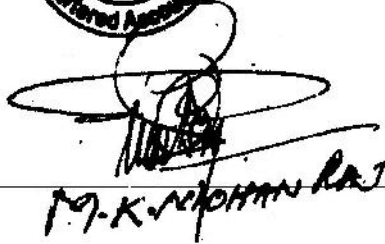


FORM A

1.	Name of the Company	Jauss Polymers Limited
2.	Annual Financial Statements for the year ended	March 31, 2015
3.	Type of Audit Observation	Unqualified/ Matter of Emphasis
4.	Frequency of Observation	N.A.
5.	To be signed by- <ul style="list-style-type: none">• Director • CFO • Auditor of the Company • Audit Committee Chairman	   

**Certified to be True
For Jauss Polymers Limited**


Company Secretary

NOTICE

Notice is hereby given that the 28th Annual General Meeting of Jauss Polymers Limited (the Company) will be held on Tuesday, September 29, 2015 at 09.00 A.M., at Sanatan Dharam Mandir, Moti Nagar, New Delhi - 110015 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with Report of Auditors thereon.
2. To appoint M/s BGJC and Associates, Chartered Accountants, (Firm Registration No. 003304N) as Statutory Auditors of the Company in place of M/s BGJC and Associates, Chartered Accountants, (Firm Registration No. 003304N) the retiring Statutory Auditors, to hold office from the conclusion of 28th Annual General Meeting, until the conclusion of 33rd Annual General Meeting, subject to ratification at every Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT M/s BGJC and Associates, Chartered Accountants, (Firm Registration No. 003304N) be and are hereby appointed as Statutory Auditors of the Company to hold office for five year from the conclusion of this 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting, subject to ratification of appointment by shareholders at every Annual General Meeting, at such remuneration plus service tax & out-of-pocket expenses, if any, as may be fixed by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS

3. **To Give Loans Or To Give Guarantees Or To Provide Securities In Connection With The Loan Made To Any Other Body Corporate Or Person Or To Make Investments Under Section 186 Of The Companies Act, 2013.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to maximum amount of Rs. 8 Crores (Rupees Eight Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

4. **To appoint Mr. Rajani Shirish Ladda (DIN 02399687) as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Ms. Rajani Shirish Ladda (holding DIN 02399687), who was appointed as an Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of director, be and is hereby appointed as an Independent Women Director of the Company to hold office for a term upto five consecutive years commencing from September 30, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. To appoint Mr. Ketineni Satish Rao (DIN 02435513) as Director of the Company.

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:
“RESOLVED THAT Mr. Ketineni Satish Rao (DIN 02435513), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

6. To appoint Mr. Ketineni Suchita Rao (DIN 06585213) as Director of the Company.

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:
“RESOLVED THAT Mr. Ketineni Suchita Rao (DIN 06585213), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

7. Approval of Remuneration of Ms. Ketineni Suchita Rao

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Special Resolution**:-
“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Ms. Ketineni Suchita Rao as the Wholetime Director of the Company for the period from 29th September, 2015

The Terms of Appointment of Ms. Ketineni Suchita Rao are as follows:

(a) Period

Five Years (29th September, 2015 – 29th September, 2020)

(b) Nature of Duties

Ms. Ketineni Suchita Rao, Whole Time Director, shall devote sufficient time and attention towards the business of the Company. He shall have full control and executive responsibility for the general conduct and management of business and affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.

(c) Remuneration

I. REMUNERATION

(a) SALARY

₹ 3,00,000 (Rupees Three Lac only) per month.

II. PERQUISITES

(a) HOUSING

As per Rules of the Company.

(b) REIMBURSEMENT OF MEDICAL EXPENSES

As per Rules of the Company.

(c) LEAVE TRAVEL CONCESSION

As per Rules of the Company.

(d) PERSONAL ACCIDENT INSURANCE

As per Rules of the Company.

(e) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

As per Rules of the Company.

(f) LEAVE AND ENCASHMENT OF LEAVE

As per Rules of the Company.

- (g) GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND
As per Rules of the Company.
- (h) USE OF CAR AND TELEPHONE
As per Rules of the Company.
- (i) REIMBURSEMENT OF EXPENSES
As per Rules of the Company.

III. The aggregate of salary and perquisites in any financial year shall not exceed the overall ceiling of remuneration stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

8. Appointment of Mr. Ketineni Sayaji Rao as Managing Director

To consider and if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or reenactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Ketineni Sayaji Rao as Managing Director of the Company for a period of Five years with effect from 30th September, 2015, without any Salary or perquisites."

Registered Office :
1111, Chiranjiv Tower,
43, Nehru Place

Place : New Delhi
Date : September 3, 2015

By the order of the Board
For Jauss Polymers Limited

Sd/-
Ketineni Sayaji Rao
Director
(DIN.: 01045817)

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items nos. 3 to 8 under Special Business of this Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 24th, 2015 to Tuesday, September 29, 2015 (both days inclusive).
4. Members are requested to bring their copy of Annual Report.
5. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
8. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
9. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by

Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

10. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges, hence members are requested to convert their physical share certificates into electronic form.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s Beetal Financial and Computer Services (P) Ltd.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s Beetal Financial and Computer Services (P) Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
13. The Annual Report including Notice of AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is being sent to all members.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
15. The relevant details as required under Clause 49 of the listing agreement with the stock exchanges, in respect of persons seeking appointment /reappointment as Directors of the Company under Items No. 4 to 6 of the Notice, are provided in the Annual Report.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).
17. Mr. Vineet Kumar, Company Secretary in whole-time practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
18. The facility for voting through polling paper shall also be made available at the Annual General Meeting and Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.
19. The Members who have casted their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
20. The instructions for shareholders voting electronically are as under:
 - i) The voting period begins on Saturday, 26th September, 2015 at 09:00 am and ends on Monday 28th September, 2015 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday 24th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv) Click on Shareholders.
 - v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi) Next enter the Image Verification as displayed and Click on Login.

- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant Jauss Polymers Limited on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, 24th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

As per the corresponding provisions of section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder.

It is therefore necessary to obtain approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 8 Crores (Rupees Eight Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees/ securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No. 3 of the accompanying Notice for the approval of members of the Company as Special Resolution. None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item No. 4

The Board of Directors of the Company have appointed Ms. Rajani Shirish Ladda as an Additional Director of the Company with effect from February 14, 2015, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, she would hold office as such up to the date of this Annual General Meeting of the Company.

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Ms. Rajani Shirish Ladda as Independent Director of the Company for a term up to 5 (five) consecutive years commencing from September 30, 2015

Ms. Rajani Shirish Ladda has given a declaration to the Board of Directors to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Rajani Shirish Ladda fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and Ms. Rajani Shirish Ladda is independent of the management.

The Company has received notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Rajani Shirish Ladda for the office of director of the Company.

Brief resume of Ms. Rajani Shirish Ladda, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in Corporate Governance Report forming part of Annual Report.

A copy of the draft Letter of Appointment of Ms. Rajani Shirish Ladda as Independent Director, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Other than Ms. Rajani Shirish Ladda and her relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Rajani Shirish Ladda is appointed as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for approval of the members of the Company.

ITEM NO. 5

Mr. Ketineni Satish Rao (DIN 02435513) Mr. Ketineni Satish Rao was appointed as an Additional Director of the Company with effect from 14th August, 2015.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Ketineni Satish Rao shall hold office up to the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member along with the requisite deposit as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Ketineni Satish Rao for the office of Director of the Company.

In the opinion of the Board, Mr. Ketineni Satish Rao fulfills the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Director of the Company. Accordingly, your Board recommends the resolution in relation to his appointment as a Director, for the approval by the Shareholders of the Company.

Except Mr. Ketineni Suchita Rao, Ketineni Sayaji Rao, Mr. Ketineni Satish Rao, none other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Brief resume of Ms. Ketineni Satish Rao, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in Corporate Governance Report forming part of Annual Report.

Item No. 6 & 7

Ms. Ketineni Suchita Rao(DIN 06585213) was appointed as an Additional Director of the Company with effect from 14th August, 2015.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Ms. Ketineni Suchita Rao shall hold office up to the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member along with the requisite deposit as required under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Ketineni Suchita Rao for the office of Director of the Company.

In the opinion of the Board, Ms. Ketineni Suchita Rao fulfills the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Director of the Company. Accordingly, your Board recommends the resolution in relation to his appointment as a Director, for the approval by the Shareholders of the Company.

Except Mr. Ketineni Suchita Rao, Ketineni Sayaji Rao, Mr. Ketineni Satish Rao, none other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 & 7.

Brief resume of Ms. Ketineni Suchita Rao, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in Corporate Governance Report forming part of Annual Report.

Item No. 8 :

Mr. Ketineni Sayaji Rao was first inducted to the Board at the Board Meeting held on 15.07.2013. He was appointed as Director and the tenure of his appointment was from 15.07.2013 to 15.07.2018.

The Board of Directors, at their Meeting held on 04th September, 2015, considered and decided to entrust Mr. Ketineni Sayaji Rao with increased role and responsibility by elevating him as Managing Director of the Company. The term of his appointment as Managing Director will be for a period of Five years from 29th September, 2015 to 29th September, 2020. Mr. Ketineni Sayaji Rao, shall not retire by rotation.

Mr. Ketineni Sayaji Rao is 55 yr old and Associated with the Packing Industry since last 3 decades and looking after various managerial responsibilities and activities as a managing Director of an Associate Company, i.e. Innovative Tech Pack Limited. Mr. Ketineni Sayaji Rao is Associated with the company since last 3 Years and he is the driving force in the success of the

JAUSS POLYMERS LTD.

organization, he have the vast experience of more than 30 yrs in manufacturing of pet and jar industry and the company has made tremendous progress due to his efforts.

The company would certainly be benefited if he holds the position of Managing Director of the Company, Management expects that under his supervision organization would achieve great success in continued growth and development in the coming days.

Mr. Ketineni Sayaji Rao is also a Managing Director of M/s Innovative Tech Pack Limited.

The Board of directors recommend passing of Special Resolution as mentioned in item No. 8

Mr. Ketineni Sayaji Rao is appointed as a Managing Director of the company without payment of any salary or perquisite.

Registered Office :
1111, Chiranjiv Tower,
43, Nehru Place

Place : New Delhi
Date : September 3, 2015

By the order of the Board
For Jauss Polymers Limited

Sd/-
Ketineni Sayaji Rao
Director
(DIN.: 01045817)

DIRECTORS' REPORT

Your directors have pleasure in presenting this 28th Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2015.

ECONOMIC SCENARIO

The global economic environment in recent years has been challenging which coupled with slowing growth in some of the leading global economies has impacted currencies all over the world. However, despite unpredictable headwinds, the global economic recovery seems to be gaining momentum. Specifically, the recovery in the United States was stronger than expected, which provided momentum for the global economic recovery.

After a tepid start by India's economy in FY 2014-15, there was a shift to positive sentiments led by commitments from the newly elected Government at the Centre. FY 2014-15 was indeed a year of transformation and optimism for the Indian economy. The new government has ushered in an era of hope and development, and a vision to create a robust economy for India. An initiative that has particularly galvanized the entire country is 'Make in India' led by our Hon'ble Prime Minister.

This campaign is designed to transform India into a global manufacturing hub. India's economy is in the midst of recovery with lower fiscal and current account deficit and structural reforms to boost investments. The Indian economy is expected to grow @ 7.5% in 2015-16 (as per the World Bank) and is expected to reach around 8% by 2017. While the various steps are being taken to de-clog the growth, it is expected that the government's reform agenda will spur economic growth and increase business sentiment this fiscal year.

FINANCIAL DATA

(Amount in ₹)

FINANCIAL RESULTS	2014-15 (₹ In Lacs)	2013-14 (₹ In Lacs)
Sales / Other Income	2262.86	1241.69
Gross Profit before interest, depreciation prior Period income and expenditure and impairment Loss and excess provision written back	285.14	200.69
Interest	26.13	35.22
Depreciation	105.67	68.26
Profit / (Loss) before prior period adjustment, exceptional items and Tax	153.34	97.47
Exceptional items #	125.00	75.03
Provision for Taxation	56.00	36.58
Provision for deferred Tax	2.53	2.95
Profit / (Loss) after Tax	224.87	132.97
Prior Period Expenses	40.55	0
Net Profit	184.32	132.97

TRANSFER TO RESERVES

Your Company proposes not to transfer any amount to the General Reserve. The Company proposes to retain ₹ 18.434 lac in the Profit and Loss account.

DIVIDEND

Your Board has deferred for the time being, the decision to recommend any Dividend for the Financial Year 2014-15.

MATERIAL CHANGES AND COMMITMENTS

Your Company has received a Public Announcement dated May 6, 2015 from D & A Financial Services (P) Limited ("Manager to the Offer") on behalf of M/s Innovative Tech Pack Limited and Mr. Ketineni Sayaji Rao ("Acquirer") to the shareholders of the Company to acquire 12,02,650 equity shares of face value ₹ 10/- each constituting 26% of Issued and Subscribed Capital and Voting Capital of the Target Company, which is your Company, in accordance with Regulation 3(1) and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations ("SAST Regulations"). This Public Announcement was made pursuant to and in compliance with Regulations 13 (1) and 15(1) of the SAST Regulations. The Copy of Public

Announcement is available on the website of Stock exchanges (BSE Ltd and National Stock Exchange of India Limited).

Further, on May 13, 2015, the Company has received a copy of the Detailed Public Statement (DPS) dated May 13, 2015 and on May 19, 2015, the Company has received the Draft Letter of Offer dated May 19, 2015 from M/s Innovative Tech Pack Limited and Mr. Ketineni Sayaji Rao ("Acquirer"). However, the said Open Offer does not affect the financial position of your Company during the financial year under review.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary or an associate company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013 ("Act") respectively, as on March 31, 2015.

DIRECTORS

Your Board placed on record its appreciation for the contributions made by Mr. Arun Ram Gopal Mehra during his tenure as director of the Company, who resigned on February 15, 2015 due to some personal reasons.

Ms. Rajani Shirish Ladda was appointed as an Independent Women Additional Director with effect from February 14, 2015 and holds office upto date of forthcoming Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with the requisite deposit from a member proposing the appointment of Ms. Rajani Shirish Ladda as a Director of the Company. Accordingly, a resolution is included in the Notice of the forthcoming 28th Annual General Meeting of the Company for seeking approval of members for his appointment as a Independent Women Director of the Company to hold office for a term upto five consecutive years commencing from September 29, 2015.

The Independent Directors of the Company, that are Mr. Krishnaswamy Mohanraj Madurai, Ms. Rajani Shirish Ladda have submitted their Declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they continue to meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Ms. Ketineni Suchita Rao was appointed as an Additional Director with effect from August 14, 2015 and holds office upto date of forthcoming Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with the requisite deposit from a member proposing the appointment of Ms. Ketineni Suchita Rao as a Director of the Company. Accordingly, a resolution is included in the Notice of the forthcoming 28th Annual General Meeting of the Company for seeking approval of members for his appointment as a Director of the Company.

Mr. Ketineni Satish Rao was appointed as an Additional Director with effect from August 14, 2015 and holds office upto date of forthcoming Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 along with the requisite deposit from a member proposing the appointment of Mr. Ketineni Satish Rao as a Director of the Company. Accordingly, a resolution is included in the Notice of the forthcoming 28th Annual General Meeting of the Company for seeking approval of members for his appointment as a Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the
Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL

The following persons are Whole-Time Key Managerial Personnel ('KMP') of the Company in terms of provisions of Section 203 of the Companies Act, 2013:

- a. Mr. Ketineni Sayaji Rao – Chairman and Director

- b. Mr. Narayan Kumar Mishra – Chief Financial Officer
- c. Mr. Abha Garg – Company Secretary

NUMBER OF BOARD MEETINGS

Ten meetings of the Board of Directors of your Company were held during the year under review.

EVALUATION OF BOARD PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under Clause 49 of the Listing Agreements (“Clause 49”), the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the diversity of the Board, effectiveness of the board processes, information and functioning etc.

The performances of the committees were evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees and effectiveness of the committee meetings etc. The performance of the individual directors was reviewed on the basis of the criteria such as contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

The performances of non-independent directors, Board as a whole and of the Chairman were evaluated in a separate meeting of Independent Directors after taking into account the views of executive directors and non-executive directors.

INTERNAL FINANCIAL CONTROL

The Company has in place an established internal control system to ensure proper recording of financial & operational information, compliance of various internal controls and other regulatory/statutory compliances. All Internal Audit findings and control systems are periodically reviewed by the Audit Committee of the Board of Directors, which provides strategic guidance on Internal Controls.

STATUTORY AUDITORS

M/s. BGJC & Associates, Chartered Accountants (Firm Registration No. 003304N) are proposed to be appointed as the Statutory Auditors of the Company in the ensuing 28th Annual General Meeting of the Company to be held on September 29, 2014, to hold the office till the conclusion of 33rd Annual General Meeting of the Company, subject to the ratification of shareholders at every Annual General Meeting.

DIRECTORS' VIEW ON AUDITORS' OBSERVATIONS

Management response to the observations of the auditors is explained wherever necessary through appropriate notes to the Accounts is reproduced hereunder in compliance with the relevant legal provisions.

FIXED DEPOSITS

No disclosure or reporting is required in respect of deposits covered under Chapter V of the Companies Act, 2013, as there were no transactions in respect of the same during the year under review.

RISK MANAGEMENT

There is a continuous process of identifying / managing risks through a Risk Management Process. The measures used in managing the risks are also reviewed. The risks identified by the Company broadly fall in the category of operational risk, regulatory risk, financial & accounting risk & foreign currency related risks. The risk management process consists of risk identification, risk assessment, risk monitoring & risk mitigation. During the year, measures were taken for minimization of risks and the Board was informed from time to time. In the opinion of the Board, none of the said risks which have been identified may threaten the existence of the Company.

AUDIT COMMITTEE

The Audit Committee of the Company consists of Mr. Krishnaswamy Mohanraj Madurai, Chairman, Ms. Rajani Shirish Ladda, Mr. Ketineni Sayaji Rao as members. The Board of Directors of your Company has revised its terms of reference to make it in line with the requirements of Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is enclosed as Annexure - A, and forms part of this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as Annexure B1 and forms part of this report. A statement showing details pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure – B2 and forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186

The Company has not made any investments in securities of other body corporate(s) during the financial year 2014-15

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions are in ordinary course of business and at arm's length, which are not material in nature. All related party transactions are with the approval of the Audit Committee and periodically placed before the Board for review. The prescribed Form AOC-2 is enclosed as Annexure – C, and forms part of this Report. Your directors draw attention of members to Note 41 to the standalone financial statements which sets out related party disclosures.

EXTRACT OF ANNUAL RETURN

The details forming part of Extract of Annual Return in prescribed form MGT-9 is enclosed as Annexure - D and forms part of this Report.

SECRETARIAL AUDIT

The Board has appointed M/s B.S. Goyal & Co., Company Secretaries, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year 2014-15 is enclosed herewith as Annexure - E and forms part of this Report. The Secretarial Audit Report does not contain any qualifications, reservation or adverse remark.

CORPORATE GOVERNANCE

As per Clause 49 of the listing agreements entered into with the stock exchanges, Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report are enclosed, and form part of this report.

DISCLOSURE REQUIREMENTS

1. Policy on materiality of related party transactions and dealing with related party transactions is available on the website of the Company.
2. The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns, which is available on Company's website www.jausspolymers.com. The provisions of this policy are in line with the provisions of Section 177(9) of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreements with stock exchanges.
3. The Company's Remuneration Policy is enclosed as Annexure - F and forms part of this Report.
4. There were no significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. During the year under review, there were no cases reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

The Directors wish to acknowledge and thank the Central and State Governments and all regulatory bodies for their continued support and guidance. The Directors thank the shareholders, customers, business associates, Financial Institutions and Banks for the faith reposed in the Company and its management.

The Directors place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

For on behalf of the Board

Sd/-

Ketineni Sayaji Rao
Chairman and Director
(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

ANNEXURE A

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors' Report.

A. CONSERVATION OF ENERGY

Energy conservation is a very important part of energy planning and its management. This not only saves energy resources for future but also avoids wasteful utilization of energy. Energy conservation initiatives provide solution to the energy crisis, environmental degradation and pollution.

New energy initiatives give greater reliance on non-exhaustible and non-conventional resources of energy in order to conserve exhaustible & conventional resources like coal, petroleum, natural gas etc. Another aspect of energy conservation is to give greater importance on reduction in consumption of energy.

This can be achieved by inculcating change in the individual habits and adoption of latest technology available in vogue. There is a growing gap between supply and demand of electrical power. Needless to say the use of fossil fuels is accompanied with severe and several environmental damages. Due to the liberalization measures of the Government of India, the industrial sector is rapidly growing, thus increasing the energy demand enormously.

In the short run, the only solution to the growing energy deficit is to facilitate good energy saving measures through conservation of power, fuel and water. As industries are the major gutters/ consumers of these resources, the onus should lie on the industrial sector to limit & minimize its demand for energy. The need of the hour is to conserve and preserve the energy resources for future of the mankind.

Your Company is not covered in the Schedule of Industries under rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, requiring furnishing of information relating to conservation of energy. However realizing its importance, the Company has launched a concerted drive for conserving energy. Replacement of worn out wires, control of idle running of engines, and plugging of leakage were some of the measures taken. Besides the measures already taken, efforts are continuing to examine and implement fresh proposals for further conservation of energy. Positive impact of measures already taken has been observed on the costs.

B. TECHNOLOGY ABSORPTION

- a) Company has indigenously developed moulds thereby saving precious foreign exchange.
- b) The technology imported from Japanese and French Collaborators has been well absorbed by the Company and is being updated on a regular basis by keeping abreast of the latest developments in the field.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned any income in foreign exchange nor incurred any expenditure in foreign currency during the year under review.

ANNEXURE – B1

Information as per Section 134(3)(g) read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report.

Employed throughout the year under review and who are in receipt of remuneration, which in aggregate was not less than ₹ 5.00 Lacs per month:

Name	Age	Designation	Qualification	Total Experience	Date of Commencement of employment	Remuneration Received	Particulars of Last Employment	%of equity shares held in the Company	Whether relative of Director or manager, if yes, then Name of Director or manager
NA									

Note:

1. The employments are contractual.
2. Remuneration include basic salary, contribution to provident and superannuation funds, allowances and taxable value of perquisites.
3. Pursuant to proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month have not been included in this statement.

For and on behalf of the board

sd/-

Ketineni Sayaji Rao
Chairman
(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

ANNEXURE – B2

Statement of Particulars as required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Requirement of Rule 5 (1)	Details
i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Ketineni Sayaji Rao Ketineni Satish Rao Ketineni Suchita Rao Krishnaswamy Mohanraj Madurai Rajani Shirish Ladda
ii) the percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any, in the financial year	Ketineni Sayaji Rao – N.A. Ketineni Satish Rao – N.A. Ketineni Suchita Rao – N.A. Krishnaswamy Mohanraj Madurai – N.A. Rajani Shirish Ladda – N.A. Narayan Kumar Mishra – N.A. Abha Garg – N.A.
iii) the percentage increase in the median remuneration of employees in the financial year;	2% increase in the median remuneration of employees in the financial year 2014-15
iv) the number of permanent employees on the rolls of the company	48 employees as on 31.03.2015
v) the explanation on the relationship between average increase in remuneration and company performance;	On an average, employees received an annual increase of 8%. The remuneration is subject to review on the basis of individual & business performance and inflation/market trends. The performance of employees is reviewed based on competency assessment and key results delivered. The profit of the company however has been increased by 38.61%.

Requirement of Rule 5 (1)	Details			
vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2014-15 (in lac)	11.82		
	i) Revenue (in lac)	2262.86		
	i) Remuneration of KMPs (as % of revenue)	0.5223%		
	i) Profit before Tax (PBT) (in lac)	237.780		
	i) Remuneration of KMP (as % of PBT)	4.970%		
vii) a. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year b. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	Particulars	March 31, 2015	March 31, 2014	%Change 2014*
	i) Market Capitalisation (₹ cr)	6.22	N.A.	100%
	i) Price Earning Ratio	3.37	N.A.	100%
	i) Market Price as on March 31, 2015 – ₹ 13.45 Last Public Offer (₹) - 10			
viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	The average annual increase in the salaries of employees other than the managerial personnel during the FY 2014-15 over FY 2013-14 was around 8%. There was no increase in managerial remuneration in the financial year 2014-15. Therefore, the said comparison of average percentile increase in the salaries of employees other than the managerial personnel with the percentile increase in the managerial remuneration is not applicable.			
ix) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company		Narayan Kumar Mishra (CFO)		Abha Garg (CS)
	Remuneration in FY 15 (₹ Lacs)	:	NA	NA
	Revenue (₹ Lacs)	:	2262.86	2262.86
	Remuneration (as % of Revenue)	:	NA	NA
	Profit before Tax (PBT) (Rs. Lacs)	:	237.778	237.778
	Remuneration (as % of PBT)	:	NA	NA
x) The key parameters for any variable component of remuneration availed by the directors	All employees including Managing Director and Whole Time Director's entitlement to incentive has a variable component which is based on the individual's performance and Company's financial performance.			
xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	The Companies Managing Director and Whole time director were not entitled to Salary in Financial Year 2014-15.			
xii) Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year ended March 31, 2015 is as per the Remuneration Policy of the Company			

* as the share was not tradable on stock exchange

For and on behalf of the board

sd/-

Ketineni Sayaji Rao
Chairman
(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
 - (a) Name(s) of the related party and nature of relationship: N.A.
 - (b) Nature of contracts/arrangements/transactions: N.A.
 - (c) Duration of the contracts / arrangements/transactions: N.A.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
 - (e) Justification for entering into such contracts or arrangements or transactions: N.A.
 - (f) Date(s) of approval by the Board: N.A.
 - (g) Amount paid as advances, if any: N.A.
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

2. Details of *material contracts or arrangement or transactions' at arm's length basis: NIL
 - (a) Name(s) of the related party and nature of relationship:N.A.
 - (b) Nature of contracts/arrangements/transactions:N.A.
 - (c) Duration of the contracts / arrangements/transactions:N.A.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:N.A.
 - (e) Date(s) of approval by the Board, if any:N.A.
 - (f) Amount paid as advances, if any:N.A.

*Definition of term 'material contracts or arrangement or transactions' is taken as per Clause 49 of the listing agreement with stock exchanges

For on behalf of the Board

Sd/-

Ketineni Sayaji Rao

Chairman

(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015**
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899DL1987PLC027007
2.	Registration Date	13/02/1987
3.	Name of the Company	Jauss Polymers Limited
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non – Government Company
5.	Address of the Registered office & contact details	1111, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial and Computers Services (P) Limited, 3rd floor, Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi -110062; Phone No:-011-29961281-82-83 Email Id— beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of packaging products of plastics (except household)	3132	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
N.A.					

IV. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2014]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	991200	0	991200	21.43	848400	0	848400	18.34	-3.09
b) Central Govt	0	0	0	0	0	0	0	0	-
c) State Govt(s)	0	0	0	0	0	0	0	0	-
d) Bodies Corp.	758800	0	758800	16.40	758800	0	758800	16.40	-
e) Banks / FI	0	0	0	0	0	0	0	0	-
f) Any other	0	0	0	0	0	0	0	0	-
Total shareholding of Promoter (A)	1750000	0	1750000	37.83	1607200	0	1607200	34.74	-3.09

JAUSS POLYMERS LTD.

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2014]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	-
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	0	0	0	0	0	0	0	0	-
c) Central Govt	0	0	0	0	0	0	0	0	-
d) State Govt(s)	0	0	0	0	0	0	0	0	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
f) Insurance Companies	0	0	0	0	0	0	0	0	-
g) FIs	0	0	0	0	0	0	0	0	-
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
i) Others (specify)	0	0	0	0	0	0	0	0	-
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	791809	137600	929409	20.09	965985	134050	1100035	23.78	2..88
ii) Overseas	0	0	0	0	0	0	0	0	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	34525	1322450	1356975	29.34	181927	1272400	1454327	31.44	2.1
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	203766	385425	589191	12.74	53255	385425	438680	9.48	-3.26
c) Others (specify)	0	0	0	0	0	0	0	0	-
Non Resident Indians	0	0	0	0	11499	0	11499	0.25	.25
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	-
Foreign Nationals	0	0	0	0	0	0	0	0	-
Clearing Members	0	0	0	0	184	0	184	0	-
HUF	0	0	0	0	13650	0	13650	0.30	.30
Trusts	0	0	0	0	0	0	0	0	-
Foreign Bodies - D R	0	0	0	0	0	0	0	0	-
Sub-total (B)(2):-	1030100	1845475	2875575	62.17	1226500	1791875	3018375	65.25	3.08
Total Public Shareholding (B)= (B)(1)+ (B)(2)	1030100	1845475	2875575	62.17	1226500	1791875	3018375	65.25	3.08
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	2780100	1845475	4625575	100	2833700	1791875	4625575	100	-

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Dildeep Singh Sethi	732900	15.84	0	732900	15.84	0	15.84
2	Arshdeep Singh Sethi	55000	1.19	0	55000	1.19	0	1.19
3	Shelly Sethi	60500	1.31	0	60500	1.31	0	1.31
4	Paramjeet Kaur Sethi	142800	3.09	0	0	0	0	-3.09
5	Darsh Polymers Pvt. Ltd	758800	16.40	0	758800	16.40	0	16.40

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1750000	37.83		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Paramjeet Kaur Sethi sold 142800(3.09%) shares on 17.03.2015			
	At the end of the year			1607200	34.75

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each to the Top 10 Shareholders	Shareholding at the beginning of the year i.e. 31.03.2014		Date	Increase/ in (Decrease) Shareholding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year i.e.31.03.2015	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company		
1	Innovative Tech Pack Limited	7910809	17.1181						7910809	17.1181
2	Fairwealth Securities Limited	148374	3.2077						148374	3.2077
3	M S Yadav	90100	1.9479						90100	1.9479
4	Arshdeep Singh Sethi	55000	1.189						55000	1.189
5	Junaid Ahmad	41250	0.8918						41250	0.8918
6	Ankush Sharma	41000	0.8864	12.09.2014	100	Transfer	41100	.8885		
				31.12.2014	-90	Transfer	41010	.8866		
									41010	.8866
7	Nagbushan	39575	0.8556						39575	0.8556

JAUSS POLYMERS LTD.

S. No.	For Each to the Top 10 Shareholders	Shareholding at the beginning of the year i.e. 31.03.2014		Date	Increase/ in (Decrease) Shareholding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2015		
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company			
8	C. R. Rao	3200	0.0692	30.09.2014	32250	Transfer	35450	0.7664			
				12.12.2014	499	Transfer	35949	0.7772			
				06.02.2015	-23	Transfer	35926	.7767			
				13.02.1015	1436	Transfer	37362	.8077			
				20.02.2015	-1621	Transfer	35741	.7727			
				27.02.2015	-1	Transfer	35740	.7727			
				20.03.2015	50	Transfer	35790	.7737			
									35790	.7737	
9	Mahender Yadav	32750	.708	No change during the year						32750	.708
10	Vikas Holdings Pvt. Ltd	30000	.6486	No change during the year						30000	.6486
11	Paramjit Kaur Sethi	142800	3.0872	20.03.2015	-142800	Transfer	0	0	0	0	

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

JAUSS POLYMERS LTD.**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	78,16,870	-	78,16,870
ii) Interest due but not paid	0	0	-	0
iii) Interest accrued but not due	27,472	13,228	-	40,700
Total (i+ii+iii)	27,472	78,30,098	-	78,57,570
Change in Indebtedness during the financial year				
• Addition	30,76,096	0	-	30,76,096
• Reduction	0	63,35,737	-	63,35,737
Net Change	30,76,096	63,35,737	-	94,11,833
Indebtedness at the end of the financial year				
i) Principal Amount	30,76,096	14,81,133	-	45,57,229
ii) Interest due but not paid	0	0	-	0
iii) Interest accrued but not due	27,472	13,228	-	40,700
Total (i+ii+iii)	31,03,568	14,94,361	-	45,97,929

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-	-	-	-	
1	Gross salary	NIL	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL	NIL
	• as % of profit					
	• others, specific					
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A) NIL	NIL	NIL	NIL	NIL	
	Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		-	-	-	-	
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	2,97,768	8,84,100	11,81,868
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	2,97,768	8,84,100	11,81,868

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

B. S. GOYAL & CO.

ANNEXURE - E

405 Skylark Building 60, New Delhi-110 019 (Mobile: 9811081491)

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To,
The Members,
M/s JAUSS POLYMERS LIMITED
1111, Chiranjiv Tower, 43, Nehru Place
New Delhi - 110019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JAUSS POLYMERS LIMITED** having its registered office at 1111, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial period ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **JAUSS POLYMERS LIMITED** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011:-
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- **Not Applicable**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- **Not Applicable**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **Not Applicable**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client:
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- **Not Applicable**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- **Not Applicable**
- (vi) Other applicable Laws to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (**These will be effective from 01.07.2015 & hence not applicable to the Company during the audit period**)
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Etc. mentioned above.

I further report that the Board of Directors of the Company constituted with Executive, Non- Executive Director and 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 Act.

The Board is not properly constituted as per the provisions of section 152(6) of the Companies Act 2013 and the

company has done retire by rotation of directors in violation of above mentioned section. The Company has also violated the provisions of Section 149(13) of the Companies Act, 2013.

The Board of Directors of the Company is duly constituted in terms of the Clause 49 of the Listing Agreement. The number of independent directors on the Board is 50% of the original strength of the Board. At present there are only Two Independent Directors on the Board of the Company.

The Content (Such as attendance slip & Proxy Form) of the Annual Report of the Company for the Financial Year 2013-2014 were not provided in format as prescribed under Companies Act, 2013.

The Audit Committee of the company is not constituted as per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For B. S. Goyal & Co.
Company Secretaries

Sd/-

B. S. Goyal

(Proprietor)

CP. No. 2915

Place : New Delhi
Date : 28.08.2015

Note: This report should be read with our letter of even date which is annexed as Annexure 1 and forms are integral part of this report.

ANNEXURE 1

To
The Members,
M/s JAUSS POLYMERS LIMITED
1111, Chiranjiv Tower, 43, Nehru Place
New Delhi - 110019

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For B. S. Goyal & Co.
Company Secretaries

Sd/-

B. S. Goyal

(Proprietor)

CP. No. 2915

Place : New Delhi
Date : 28.08.2015

REMUNERATION POLICY

1. PREAMBLE

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement. This Policy has been approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company.

2. OBJECTIVE

The Policy relates to designing the remuneration for the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees of the Company.

3. DEFINITIONS

- a) "Board":-Board means Board of Directors of the Company.
- b) "Director":-Directors means Directors of the Company.
- c) "Committee":-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- d) "Company":- Company means Jauss Polymers Limited.
- e) "Independent Director":- As provided under clause 49 of the Listing Agreement and/or under the Companies Act, 2013 and relevant rules thereto.
- f) "Key Managerial Personnel":- Key Managerial Personnel (KMP) means-
 - (i) the Chairman and Managing Director;
 - (ii) the Company Secretary;
 - (iii) the Chief Financial Officer; and
 - (iv) such other officer as may be prescribed under the applicable statutory provisions / regulations and / or approved by Board from time to time.
- g) "Senior Management Personnel":- shall mean the personnel of the Company who are members of its Core Management team, excluding the Board of Directors, comprising all members of management that are one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. KEY PRINCIPLES

The following principles guide the design of remuneration under this Policy:

- (i) Attract, retain and motivate the right talent, including the directors, KMP and employees, required to meet the goals of the Company.
- (ii) Remuneration to the Directors, KMPs, and SMPs is aligned with the short term and long term goals and performance of the Company.
- (iii) Promote the culture of meritocracy, performance and accountability. Give appropriate weightage to individual and overall Company's performance.
- (iv) Reflect market trends and practices, competitive positions to attract the required talent.

5. APPOINTMENT CRITERIA AND QUALIFICATIONS

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

6. REMUNERATION PAID TO MANAGING DIRECTOR(S) / WHOLE-TIME DIRECTOR(S)

- (i) The Remuneration to Executive Directors will be approved by the Board of Directors based on the recommendations of the Committee, subject to the approval of shareholders and such other authorities as may be applicable. The concerned Executive Director will not participate in such discussions of the Board/Committee.
- (ii) The compliance of the relevant provisions of the Companies Act, 2013 and Listing Agreement with Stock Exchanges regarding the limits of remuneration will be ensured.
- (iii) The remuneration will include the following components:
 - a) Basic Salary
 - Provides for a fixed, per month, base level remuneration to reflect the scale and dynamics of business to be competitive in the external market.
 - subject to such annual increment as per the recommendations of the Committee and the approval of the Board of Directors.
 - b) Commission / Variable Component
 - Commission/Variable Component, if any, as per the recommendations of the Committee and the approval of the Board of Directors in addition to the Basic Salary, Perquisites and any other Allowances, benefits and amenities.
 - c) Perquisites and Allowances
 - Perquisites and Allowances commensurate to the position of Executive Directors, as per the recommendations of the Committee and the approval of the Board of Directors.
 - d) Contribution to Provident, Superannuation fund and Gratuity payments. In the event, the remuneration and commission/variable component, if any, payable to Managing Director/ Whole- Time Director exceed the limits laid down under Section 197 and 198 read with Schedule V of the Companies Act, 2013, the same shall be subject to approval of Central Govt. & other statutory authorities as prescribed under Companies Act, 2013.

7. REMUNERATION PAID TO NON-EXECUTIVE AND INDEPENDENT DIRECTORS

The Non-Executive and Independent Directors would be paid remuneration by way of sitting fees for attending meetings of Board or Committee thereof and profit related commission as may be recommended by the Committee and approved by the Board of Directors and Shareholders of the Company. The amount of such fees and commissions shall be subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

8. KEY MANAGERIAL PERSONNEL (KMP) / SENIOR MANAGEMENT PERSONNEL /OTHER OFFICERS & STAFF

The Remuneration to be paid to KMP's/ Senior Management Personnel /other of officers & staff is based on the role and responsibilities in the Company, the experience, qualification, skills and competencies of the related personnel / employees, the market trends, practices and benchmarks. The positioning strategy is to see that the compensation provides adequate opportunity to attract the required talent and retain the same to be able to meet the requirements of the job and business. The remuneration is subject to review on the basis of individual & business performance and inflation/market trends. The performance of employees is reviewed based on competency assessment and key results delivered. The performance assessment, more specifically, is used as an input to determine merit/special increments, performance bonus, rewards, incentives (short term and long term) and other recognitions/ promotions. The objective is to ensure that the compensation engage the employees to give their best performance.

9. EVALUATION

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval.

10. RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board and / or Committee will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

11. WORKMEN COMPENSATION

Workmen are paid wages in accordance to the settlement with the recognized union of the workers, as applicable. Where there is no union, workmen wages are as per the best industry practice and applicable law. All remuneration components will be in accordance with applicable statutory compliances.

12. DIRECTORS' AND OFFICERS' INSURANCE

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

13. AMENDMENTS

Notwithstanding the above, the applicable provisions and amendments, if any, under the Companies Act, 2013 and/ or Listing Agreement in respect of this Policy and related matters shall be implemented by the Company. The Committee may recommend amendments to this Policy from time to time as it deems appropriate.

14. DISCLOSURE

The Policy shall be disclosed as required by the Companies Act, 2013 read along with the applicable rules thereto and Listing Agreement.

For on behalf of the Board

Sd/-

Ketineni Sayaji Rao

Chairman

(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is about credibility, transparency and accountability of the Board and Management towards shareholders and other investors of the Company. We believe in a Board of appropriate size, composition and commitment to adequately discharge its responsibilities and duties. We consistently review on a periodical basis all systems, policies and delegations so as to establish adequate and sound systems of risk management and internal control.

Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were practiced by the JPL Group as a whole. Our Corporate Governance Policy has been based on professionalism, honesty, integrity and ethical behaviour.

Through the Governance mechanism in the Company, the Board along with its Committees undertake its fiduciary responsibilities to all its stakeholders by ensuring transparency, fairplay and independence in its decision making.

The Corporate Governance philosophy is further strengthened with the adherence to Total Quality Management as a mean to drive excellence and articulating the Company's values and ethics with a Code of Conduct. Given below is a brief report for the year April 01, 2014 to March 31, 2015 on the practices followed at Jauss Polymers Limited towards achievement of good Corporate Governance:

2. BOARD OF DIRECTORS

(A) Composition of the Board

As on March 31, 2015, the Board comprised of Five (4) directors, namely, Mr. Upendra Datt Tripathi, Chairman and Managing Director, Mr. Ketineni Sayaji Rao, Mr. Krishnaswamy Mohan Raj Madurai, Ms. Rajani Shirish Ladda. The Board of Directors of the Company consists of appropriate number of Non-Executive Directors, Independent Directors and Executive Director(s) in conformity with the provisions of Listing Agreement.

Mr. Krishnaswamy Mohanraj Madurai and Ms. Rajani Shirish Ladda are Independent Directors.

Mr. Upendra Datt Tripathi was the Chairman and Managing Director of the Company. All the directors bring with them rich and varied experience in different facets of the corporate functioning. They play an active role in the meetings of the Board. None of the Independent directors have any pecuniary relationship with the Company except for receiving sitting fee for attending meetings of the Board and the Committees thereof.

The Current Composition as on 04.09.2015 of the Board and Category of Directors is as follows:-

S. No.	Name	Category of Director	DIN	Appointed as director on	Ceased to be director on
1	Mr. Upendra Datt Tripathi*	Managing Director	06453748	07/01/2013	14/08/2015
2	Mr. Ketineni Sayaji Rao	Chairman	01045817	15/07/2013	-
3	Mr. Krishnaswamy Mohan Raj Madurai	I – NED	06729754	11/10/2013	-
4	Ms. Rajani Shirish Ladda	I – NED	02399687	14/02/2015	-
5	Mr. Ketineni Satish Rao	NI - ED	02435513	14/08/2015	-
6	Ms. Ketineni Suchita Rao	NI – ED	06585213	14/08/2015	-

*Resigned on 14/08/2015

(B) Board Meetings

During the year April 01, 2014 to March 31, 2015, Ten (10) meetings of the Board of Directors were held on May 30, 2014, June 09, 2014, August 13, 2014, September 05, 2014, September 30, 2014, November 14, 2014, January 09, 2015, February 14, 2015, February 24, 2015, March 31, 2015. The attendance of each director at these meetings and at the last Annual General Meeting was as under:

S. No.	Name	No. of meeting during the year	No. of meeting attended
1	Upendra Datt Tripathi*	10	10
2	Ketineni Sayaji Rao	10	10
3	Arun Ram Gopal Mehra**	10	7
4	Krishnaswamy Mohan Raj Madurai	10	10
5	Rajani Shirish Ladda***	10	3

*Resigned on 14/08/2015 **Resigned on 15/02/2015 ***Appointed on 14/02/2015

(C) Code of Conduct

The Company's Board has laid down a code of conduct for all the Board Members and Senior Management of the Company, which has been provided, to all concerned executives. The Code of Conduct is available on the website of the Company. All Board members and designated Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chairman/Director to this effect is enclosed as Annexure-G and forms part of this report.

(D) Important items discussed at the Board Meetings

The Board of the Company is provided with detailed notes along with the agenda papers in advance in respect of various items discussed in the Board meetings including:

1. Annual Business Plan including financial and operational plan.
2. Capital budgets and updates
3. Quarterly financial results/Annual financial statements.
4. Review of operation of units.
5. Investment proposals.
6. Quarterly statutory compliance report.
7. Minutes of meetings of audit committee and other committees of the board.
8. Show cause, demand, prosecution notices and penalty notices, which are materially important.

3. AUDIT COMMITTEE

The Audit Committee of the Company consists of Mr. Krishnaswamy Mohanraj Madurai, Chairman, Ms. Rajani Shirish Ladda, Mr. Ketineni Sayaji Rao as members. The Board of Directors of your Company has revised its terms of reference to make it in line with the requirements of Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement on 14th February, 2015.

All the members of Audit Committee are independent directors except Mr. Ketineni Sayaji Rao, who is Executive Director of the Company.

The terms of reference of the Audit Committee cover all areas mentioned under Clause 49(III) of the listing agreement with the stock exchanges and Section 177 of the Companies Act, 2013. The broad terms of reference of the Audit Committee, as on March 31, 2015, include, inter-alia, systematic review of accounting policies & practices, financial reporting process, adequacy of internal control systems and internal audit function, quarterly/half-yearly financial statements. It also recommends appointment of Statutory Auditors, Internal Auditors, Cost Auditors, Secretarial Auditors and fixation of their audit fees.

Representatives of Statutory Auditors attend the Audit Committee Meetings on invitation.

During the year April 01, 2014 to March 31, 2015, six (4) Audit Committee meetings have taken place on May 30, 2014, August 13, 2014, November 14, 2014, February 14, 2015.

The attendance of each director at these meetings was as under:

S. No.	Name	No. of meeting during the year	No. of meeting attended
1	Mr. Upendra Datt Tripathi*	4	4
2	Mr. Arun Ram Gopal Mehra**	4	3
3	Mr. Ketineni Sayaji Rao	4	4
4	Mr. Krishna Mohanraj Madurai	4	1
5	Ms. Rajani Shirish Ladda***	4	1

*Resigned on 14/08/2015 **Resigned on 15/02/2015 ***Appointed on 14/02/2015

The composition and terms of reference of the Audit Committee are in conformity with the Listing Agreement and the Companies Act, 2013.

The minutes of the meetings of the Audit Committee are placed before the Board for its information.

4. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of your Company has renamed and reconstituted its existing 'Remuneration Committee' as 'Nomination and Remuneration Committee' and have also revised its terms of reference to make it in line with the

requirements of Section 178 of the Companies Act, 2013 and clause 49 of the listing agreement on 14th February, 2015. At present, the 'Nomination and Remuneration Committee' comprised of Mr. Krishnaswamy Mohanraj Madurai, as Chairman, Ms. Rajani Shirish Ladda, Mr. Ketineni Sayaji Rao, members of the Committee.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee cover all areas mentioned under Clause 49(IV) of the listing agreement with the stock exchanges and Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee inter-alia include recommending a policy relating to remuneration of directors and senior management personnel, formulation of criteria and identify persons who may be appointed as directors or senior management of the Company, Board diversity and any other matters which the Board of Directors may direct from time to time. During the year April 01, 2014 to March 31, 2015, One (1) 'Nomination and Remuneration Committee' meetings have taken place on February 14, 2015.

The attendance of each director at these meetings was as under:

S. No.	Name	No. of meeting during the year	No. of meeting attended
1	Mr. Krishnaswamy Mohanraj Madurai	1	1
2	Ms. Rajani Shirish Ladda	1	1
3	Mr. Ketineni Sayaji Rao	1	1

Remuneration Policy

The Remuneration Policy recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors. The Remuneration policy is enclosed as Annexure-F to the Directors Report.

During the year under review, there was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company. Both Executive and Non- Executive Directors were paid remuneration only by way of sitting fees for attending the meetings of Board of Directors and Committees thereof.

The details of remuneration paid to directors during the year April 01, 2014 to March 31, 2015 along with number of equity shares of the Company held by each of them are as under:

S. No.	Name	Salary & Perquisites	Number of equity shares held
1	Mr. Upendra Datt Tripathi	NIL	NIL
2	Mr. Ketineni Sayji Rao	NIL	NIL
3	Mr. Krishnaswamy Mohan Raj Madurai	NIL	NIL
4	Ms. Rajani Shirish Ladda	NIL	NIL
5	Mr. Ketineni Satish Rao	N.A.	NIL
6	Mr. Ketineni Suchita Rao	N.A.	NIL

Company does not have any Stock Option Scheme for any of its director or employee.

5. SHARE TRANSFER, FINANCE FACILITIES AND STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of Directors of your Company has renamed and reconstituted its existing 'Share Transfer, Finance Facilities and Shareholders'/Investors' Grievance Committee' as 'Share Transfer, Finance facilities and Stakeholders' Relationship Committee' in terms of requirements of Section 178 of the Companies Act, 2013 and clause 49 of the listing agreement on 14th February, 2015. At present, 'Share Transfer, Finance Facilities and Stakeholder Relationship Committee' comprised of Ms. Rajani Shirish Ladda, Chairperson, Mr. Krishnaswamy Mohanraj Madurai as members of committee.

6. GENERAL BODY MEETINGS

Details of last three AGMs

Year	Location	Date	Time	Details of Special Resolutions Passed
2014	Keshav Vatika, 163-B, Badarpur, New Delhi-110044	Tuesday, the 30th day of September, 2014	09:00 AM	NO

2013	Sanatan Dharam Mandir, Moti Nagar, New Delhi-110019	Monday, the 23rd day of December, 2013	09:30 AM	1. Appointment of Mr. Upendra Datt Tripathi As Director 2. Appointment of Mr. Upendra Datt Tripathi As Managing Director 3. Employees Loan Scheme U/S 185 of Companies Act, 2013
2012	Sanatan Dharam Mandir, Moti Nagar, New Delhi-110019	Thursday, 27th December, 2012	09:30 A.M.	NIL

7. DISCLOSURES

- i. All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and the listing agreement. During the year, there are no materially significant related party transactions made by the company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the company at large. Related party transactions have been dealt with in Note No. 30 to the Standalone Financial Statements annexed. These transactions are not in conflict with the interest of the Company.
The Board of Directors of the Company has formulated 'Related Party Transaction Policy', which is available on website of the Company
- ii. The Company has not been imposed with any penalty by the Stock Exchanges, SEBI or any other statutory authority on any matter relating to Capital Markets during the last year.
- iii. The Secretarial Department is responsible for compliances in respect of Company Law, SEBI, Stock Exchange rules and regulations and other related laws.
- iv. The Company has in place Whistle Blower policy which is also available on Company's website . No personnel has been denied access to the audit committee.
- v. All mandatory requirements have been appropriately complied with. However, the Company has not adopted the non-mandatory requirements as specified in Annexure XIII of the Listing Agreement.
- vi. Management Discussion and Analysis report forming part of the Annual Report is enclosed.
- vii. Disclosure regarding appointment or re-appointment of directors Pursuant to the requirements of the listing agreements with the stock exchanges, on Corporate Governance, the information required to be given, in case of the appointment of a new director or re-appointment of a director, is enclosed as Annexure-H and forms part of this report.
- viii. Risk Management
The Company has laid down procedures to inform the Board members about the Risk Assessment and Risk Minimization. These procedures are being reviewed from time to time to ensure appropriate Risk Management and control.
- ix. Subsidiary Company
The Board of Directors of the Company has formulated 'Material Subsidiary Policy', which is available on website of the Company. Although Company currently does not have any Subsidiary Company
- x. CFO Certification
The certificate in compliance with Clause 49 IX of the Listing Agreement was placed before the Board of Directors in its meeting.
- xi. The Independent Directors have confirmed that they continue to meet the 'Criteria of Independence' as stipulated under Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

8. MEANS OF COMMUNICATION

The quarterly / half yearly / annual financial results are announced within the stipulated period and are generally published in newspapers and are also forwarded to the Stock Exchanges as per Listing Agreement. The results are put up on their website(s) by the Stock Exchanges. All financial results and other shareholder information are also available at the website of the Company. The quarterly/ half yearly financial results are not sent to shareholders individually.

No presentation of financial results has been made to Financial Institutions/analysts during the year ended March 31, 2015.

9. GENERAL SHAREHOLDER INFORMATION

- i. Annual General Meeting:
Date : September 29, 2015
Time : 09.00 AM
Place : Sanatan Dharam Mandir, Moti Nagar, New Delhi – 110019
- ii. Book Closure Dates : 22.09.2015 to 29.09.2015(both days inclusive)
- iii. Financial Year : April 01, 2014 to March 31, 2015
- iv. Dividend Payment : No dividend is declared by the company.
- v. Listing : Shares of Company are listed on BSE Limited. Listing fee for the year upto April 01, 2015 to March 31, 2016 has been paid to the Stock Exchange.

Company was also listed on

1. Delhi Stock Exchange Ltd - Dormant
2. The Stock Exchange, Ahmedabad - Dormant
3. The Calcutta Stock Exchange - Dormant
4. The Ludhiana Stock Exchange - Dormant
5. The Jaipur Stock Exchange - Dormant
- vi. Securities Code : Securities code for Company's equity shares on the Stock Exchanges are as follows:
BSE Limited : 526001
- vii. Stock Market Data and Share price performance in comparison to broad base indices.
a) JAUSS POLYMERS LIMITED vs BSE SENSEX

	Jauss Polymers Limited		BSE Sensex	
	High	Low	High	Low
September – 2014	14.49	7.9	27354.99	26220.49
October – 2014	15.65	9.75	27894.32	25910.77
November – 2014	15.39	11.55	28822.37	27739.56
December – 2014	14.82	7.37	28809.64	26469.56
January – 2015	9.83	7.66	29844.16	26776.12
February – 2015	12.33	8.25	29560.32	28044.49
March – 2015	14.39	11.6	30024.74	27248.45

viii. Registrar & Share Transfer Agent

M/s Beetal Financial and Computer Services (P) Ltd. are our Registrar and Share Transfer Agents. Members are requested to send their correspondence regarding transfer of shares, demat of shares and other queries to the above stated Registrar and Share Transfer Agents instead of sending it to the Company, at the following address.

Beetal Financial and Computers Services (P) Limited
3rd floor, Beetal House, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi-110062.

ix. Share Transfer System

The Company's Equity shares are admitted with the depository system of National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) as an eligible security under the Depository Act, 1996. To expedite the compliance, authority has been delegated to the Share Transfer Agents- M/s Beetal Financial and Computer Services (P) Ltd., Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi- 62. In compliance with the listing agreement after every three months, a practicing Company Secretary audits share transfer system and a certificate to this effect is issued by him. Nominal value of the share is ' 10/- (Rupee Ten only) each. All the physical share transfers are handled by M/s Beetal Financial and Computer Services (P) Ltd. The transferee is required to furnish the transfer deed duly completed in all respect together with share certificates and pan card copy to M/s Beetal Financial and Computer Services (P) Ltd at the above address in order to enable them to process the transfer. As regards transfers of dematerialized

shares, the same can be effected through the demat accounts of the transferor/s and transferee/s maintained with recognized Depository Participants.

Distribution of shareholding as on March 31, 2015

Category	No. of Equity Shares	% of Shareholding
Promoter, Director & Relative	1607200	34.75
Mutual fund/ FI/ FII/ Banks/ Central Government/ State Government/ Insurance Companies	0	0
Bodies Corporate	1100035	23.78
NRI/Trust	11499	0.25
Individuals	1893007	40.92
Others	13834	0.30
Total	4625575	100.00

Shareholdings	No. of Folios	No. of Equity Shares	% of Shareholding
Up to 5000	13,658	11,77,485	25.4560
5001 – 10000	122	89,868	1.9429
10001-20000	55	81,369	1.7591
20001-30000	17	41,828	0.9043
30001-40000	7	25,638	0.5543
40001-50000	10	47,860	1.0347
50001-100000	9	63,014	1.3623
100001 and above	27	30,98,513	66.9865

xi. Dematerialisation of Shares

The Equity Shares of the Company are compulsorily tradable in Dematerialised form by all categories of investors and placed under rolling settlement by SEBI. The Company has signed agreement with NSDL & CDSL for dematerialization of shares. As on March 31, 2015, 61.262% of paid-up share capital of the Company has been dematerialised.

xii. Outstanding ADRs/ GDRs

The Company has not issued any ADRs, GDRs, Warrants or any Convertible Instrument during the financial year 2014-15.

xiii. Location of Works:

a. Village – Malpur, Hadbast No. 189, Paragna Dharmapur, Tehsil Nalagarh, Baddi, Distt. Solan (H.P.) India

xiv. Address for Correspondence

The shareholders may address their communication to the Registrar and Share Transfer Agents at their address mentioned above or to

The Company Secretary,
Jauss Polymers Limited
1111, Chiranjiv Tower,
43, Nehru Place, New Delhi – 110019
Email id. : response@jausspolymers.com

Shareholders are requested to quote their Folio Nos./DP Id/Client Id, No. of Shares held and address for prompt reply

For on behalf of the Board

Sd/-
Ketineni Sayaji Rao
Chairman
(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

DIRECTOR DECLARATION

I, Ketineni Sayaji Rao, Director of Jauss Polymers Limited, certify based on annual disclosures received, that all Board members and senior management personnel have abided by the Code of Conduct for Directors & Senior Management laid down by the Company.

For on behalf of the Board

Sd/-

Ketineni Sayaji Rao
Chairman and Director
(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

ANNEXURE-H

PURSUANT TO THE REQUIREMENTS OF THE CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, ON CORPORATE GOVERNANCE, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT OF A DIRECTOR, IS GIVEN AS FOLLOWS:

Name of the Director	Ketineni Sayaji Rao	Ketineni Satish Rao	Ketineni Suchita Rao	Rajani Shirish Ladda
Date of Birth	19/07/1960	04/10/1986	05/02/1985	04/04/1964
Date of Appointment	15th July, 2013	14th August, 2015	14th August, 2015	14th February, 2015
Qualification	Science graduate from Bombay University with a Masters in Business Administration	Satish Rao Ketineni, a graduate in business administration from the University of Windsor, Canada	MBA in Strategic Marketing from the Indian School of Business (ISB), Suchita has a degree from the top business school in India. She was part of one of the top 5 Experiential Learning Projects during her year in ISB from the 80 projects that were submitted by her batch. She has also completed a semester through the ISB exchange programme with ESADE business school in Barcelona, Spain. She completed her BBA with Honors from the University of Windsor, Canada with distinction and worked for a year in Canada through a work study program.	Ms. Ladda is a Graduate from renowned government organisation
Nature of Expertise in specific functional area	Business Administration	Business Administration	Marketing	Business Administration
Profile of the Director	Sayaji Rao Ketineni (K. S. Rao) is a serial and successful entrepreneur with over 32 years of experience in the business world. His business acumen and skills include building new ventures from the ground up into successful enterprises giving him deep knowledge of the different facets of business like operations, marketing, finance and organizational leadership. With a fantastic track record in business, he is a high net	Under his father's strong guidance and two years of hands on training at the various manufacturing facilities, he has now become an integral part of the management team here. He was deeply involved with the manufacturing teams where he focused on learning the technical aspects and practical realities of the business. Satish's progressive thinking makes him far-sighted and innovative in terms of upcoming technology,	Suchita comes with six years of experience in marketing with reputed companies like Edelman, Wipro and Deloitte. Suchita's career path has exposed her to varied industries with multinational corporate organizations as well as advertising and public relations agencies, allowing her to get a broad, 360 degree understanding of 21-08-2015 the marketing, branding and sales functions.	Ms. Ladda is having an experience of over 10 years in business administration. She is a person of high moral and ethical value.

JAUSS POLYMERS LTD.

Name of the Director	Ketineni Sayaji Rao	Ketineni Satish Rao	Ketineni Suchita Rao	Rajani Shirish Ladda
	<p>worth individual with strong business acumen who has the courage, will, vision, foresight and knowledge to steer companies towards prosperity. He established Innovative Tech Pack Ltd as a start up in early 1990s when packaging using PET was an innovative concept that hadn't hit the Indian market in full force yet. Recognizing the potential of this market opportunity, he established this company that was then a pioneer and now a reputed name within the Indian packaging industry. Now, PET has become a popular product and has wide applications. Nurturing and growing the company from its modest roots to one with an expected turnover of Rs. 100 crores in 2013-14 and a bottom line of Rs. 14 crores. The company recently acquired a smaller competitor to add impetus to its already strong growth curve and now has three state-of-the-art manufacturing facilities in India. While ITPL is his primary focus, he has other business interests in the Entertainment (Film Theatre and Distribution), Multiplex Development, Construction (Residential Buildings and Malls), Information Technology and Medical Transcription, Gems and Jewelry industries. Apart from business, he is an active member of</p>	<p>latest packaging design, proactive towards clients and applying new age management techniques within the company. He truly believes in the quality commitment we promise to clients and personally works to deliver them. He inspires and encouraging the work force, making them realise their true potential. Satish is the much needed young blood that in combination with his father's vast experience and wisdom has made ITPL grow leaps and bounds into a major player in this industry.</p>		

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Name of the Director	Ketineni Sayaji Rao	Ketineni Satish Rao	Ketineni Suchita Rao	Rajani Shirish Ladda
	prestigious industry bodies and professional interest groups like PHD Chamber of Commerce & Industry, All India Institute of Plastic Manufacturers Association, All India Pet Manufacturers Association, Gems and Jewelry Export Promotion Council. He has also been appointed as Vice President of prestigious Secunderabad Club in Hyderabad.			
Name of the other Companies in which she holds Directorship	1. Innovative Tech Pack Limited 2. Innovative Datamatics Limited 3. Innovative Container Services Private Limited 4. KSR Plastic Moulders LLP – Designated Partner	1. Innovative Tech Pack Limited 2. Innovative Datamatics Limited 3. Innovative Container Services Private Limited 4. KSR Plastic Moulders LLP – Partner	1. Innovative Container Services Private Limited	1. R S Paints Private Limited 2. Innovative Pet Containers Limited 3. Ganapati Polymers Limited
Name of the Committees of other Companies of which she holds Membership/ Chairmanship	In Innovative Tech Pack Limited :Member of Share Transfer, Finance Facilities and Stakeholders' Relationship Committee	In Innovative Tech Pack Limited Member of Audit Committee	N.A.	
Shareholding in the Company	9750 Shares acquired in open offer	N.A.	N.A.	N.A. N.A.
Relationship between directors inter- se	Father of Mr. Ketineni Satish Rao and Ms. Ketineni Suchita Rao	Son of Mr. Ketineni Sayaji Rao and Brother of Ms. Ketineni Suchita Rao	Daughter of Mr. Ketineni Sayaji Rao and Sister of Mr. Ketineni Satish Rao	N.A.

Auditors' Certificate on the Compliance of conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the Members of Jauss Polymers Limited

1. We have examined the compliance of conditions of Corporate Governance by Innovative Tech Pack Limited ("the Company") for the year ended March 31, 2015, as stipulated in clause 49 of the Listing Agreements of the Company with stock exchanges.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations and management representations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For BGJC & Associates
Chartered Accountants
(FRN – 003304N)
Sd/-
Darshan Chhajer
(Partner)
M.no. 088308**

**Place : New Delhi
Date : 03.09.2015**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forward-Looking Statements

Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

1. Global Economy

The global economy is still under stress for gaining momentum as many high-income countries continue to grapple with the past impacts of the global financial crisis. Emerging economies continue to remain as less vibrant than in the past. After rising slightly in 2014, to 2.6 percent, world GDP will grow by an estimated 3.0 percent in 2015 and 3.3 percent in 2016, supported by gradual recovery in high-income countries, low oil prices, and receding domestic headwinds in developing countries. Developing economies are projected to see a rise in growth from 4.4 percent in 2014 to 4.8 percent and 5.3 percent in 2015 and 2016 respectively.

(source: www.worldbank.org)

2. Indian Economy

After years of diminutive growth the reform momentum has picked up in India. Inflation has declined by over 6 percentage points since late 2013, and the current account deficit has shrunken from a peak of 6.7 percent of GDP (in Q3, 2012-13) to an estimated 1.0 percent in the coming fiscal year. Going ahead it is widely expected that a further momentum to growth will be provided by declining oil prices and increasing monetary easing facilitated by ongoing moderation in inflation. Simulating the effects of tax cuts, declining oil prices will add spending power to households, thereby boosting consumption and growth. Oil is also a significant input in production and declining prices will shore up profit margins and hence balance sheets of the corporate sector.

(source : <http://pib.nic.in/>)

3. Industry Structure & Developments

In spite of instability in Pet prices which is converted into plastic bottles & jars i.e our products industry is continuous to grow and remain extremely popular in edible oil bottles, pharmaceutical products, hygiene products, alcoholic beverages, confectioneries etc. This is mainly because of its inherent qualities of its strength and toughness, good optical sparkling glass like appearance, odourless, hygienic qualities which have been approved by FDA for food packing with good barrier properties to water and gases, eco-friendly nature. Moreover, it is cost competitive as compared to glass. In view of the above PET products are growing at a phenomenal rates in spite of all odds.

4. Opportunities & Threats Opportunities

The packaging market is vast and a mature sector in terms of various stakeholders such as processors, packaging manufactures, raw material suppliers, and end-user industries which includes personal care products, manufactures of food & beverages, and pharmaceuticals. Some of the key materials used in flexible packaging market include polypropylene, polyamide, aluminum, PVC, and so on, it is due to such durable, light weight, and highly aesthetic flexible packaging materials, the market for consumer preferences is rising and is expected to significantly boost the growth of the market over the next coming years. India's rapidly growing flexible packaging demand compared with other countries is underpinned by a number of factors;

The Indian government is keen to provide a much more welcoming business environment for international investors than hitherto. The government's 'Make in India' campaign is promoted with the aim of increasing manufacturing's share of GDP from the current 15%, which is low for an emerging economy, to 25% by 2022. Foreign inward direct investment is clearly seen as an integral part of this strategy. Measures already introduced of planned include simplifying the tax system, simplifying investment procedures in industry, including food processing, and most crucially devoting much greater resources to improving infrastructure, especially roads, rail and energy, leading to reduced production and distribution costs.

Approaching half of India's population is under the age of 25 compared with only around one third in China where the one-child family planning policy is resulting in an increasingly ageing population. India's much larger youthful population is increasingly receptive to buying and consuming pre-packaged products. Also, India's fast growing and increasingly sophisticated middle class is driving demand for an ever growing range of higher value processed food products which utilize flexible packaging.

Currently barely 5% of food in India reaches the consumer in pre-packaged form. As a result of poor distribution infrastructure nearly 40% of fresh food in India is estimated to perish before reaching the consumer, resulting in lost income for small farmers and higher prices for consumers. This presents huge opportunities for rapid flexible packaging growth.

5. Threats

The Company operates in flexible packaging industries. Some of the products are commodity grade and are to a large extent fungible with our competitors' products. Demand for the products of the Company is sensitive to changes in industry capacity and output levels, cyclical changes in regional and global economic conditions and changes in consumer demand.

6. Internal Control Systems and their Adequacy

The Company has an adequate system of internal control relating to purchase of stores, raw materials including components, plant & machinery, equipment and other similar assets and for the sale of goods commensurate with the size of the Company and nature of its business.

The Company also has Internal Control System for speedy compilation of Accounts and Management Information Reports and to comply with applicable laws and regulations.

The Company has an effective Budgetary Control System. The Management reviews the actual performance with reference to budgets periodically. The Company has a well-defined organizational structure, authority levels and internal rules and regulations for conducting business transactions.

The Company has already formed an Audit Committee and has met four times in the year. Audit Committee ensures proper compliance with the provisions of the Listing Agreement with Stock Exchanges, Companies Act, reviews the adequacy and effectiveness of the internal control environment and monitors implementation of internal audit recommendations. Besides the above, Audit Committee is actively engaged in overseeing financial disclosures and in reviewing your Company's risk management policies.

7. Environmental Responsibility

The Company believes that a clean environment in and around the workplace fosters health and prosperity for the individual, the group and the larger community to which they belong.

Environmental protection is an integral part of the planning, design, construction, operation and maintenance of all our projects.

Further, the Company has developed technology for reprocessing mixed plastic waste and converts them into usable products. In addition to this, the Company constantly works to reduce consumption of energy, water and petroleum based products and works with its customers to develop more sustainable and 'green' film and laminate structure.

The overall emphasis is on reducing the carbon footprint and be more environment friendly and sustainable. All the products of the company are eco-friendly.

8. Employee Engagement

The Company is an equal opportunity employer offering best in industry career growth prospects and has taken a step ahead to make a positive difference by aligning its vision of offering equal opportunities of skill and career enhancement to underprivileged sections of the society; specifically, the youth.

9. Risk Management

Macro economic conditions do affect the Company's operations. Low demand, economic slow down, political instability, higher inflation, natural calamities may affect the business. Business therefore cannot be risk free. What is therefore important is to correctly assess the risk area wise and to take steps to mitigate the risk before it becomes a potential threat. General risk areas are statutory compliances, economy, financial, government regulations and policies, market related, operational, products and technology, intellectual property etc.

The Company has identified potential risks such as business portfolio risk, financial risk, legal & statutory risk and internal process risk including ERP and IT and has put in place appropriate measures for their mitigation.

10. Human Resource Development/Industrial Relations

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the productivity, quality and accountability at functional levels.

With the changing and turbulent business scenario, our basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels, motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities.

11. Environment, Occupational Health & Safety

Your Company is committed to conducting its operations with due regard to the environment and providing a safe and healthy workplace for employees. The collective endeavor of your Company's employees at all levels is directed towards sustaining and continuously improving standards of environment, occupational health and safety in a bid to attain and exceed international benchmarks.

For on behalf of the Board

Sd/-

Ketineni Sayaji Rao
Chairman and Director
(DIN.: 01045817)

Place : New Delhi
Date : 03.09.2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JAUSS POLYMERS LIMITED

Report on the Financial Statements

1. We have audited the accompanying standalone financial statements of **Jauss Polymers Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company does not have any pending litigations as at March 31, 2015 which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2015.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

For **BGJC & Associates**
Firm Registration Number: 003304N
Chartered Accountants

Sd/-
Darshan Chhajer
Partner
Membership Number 088308

Place : New Delhi
Date : 30th May 2015

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Jauss Polymers Limited on the financial statements for the year ended March 31, 2015

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs ,duty of excise, value added tax and cess have not generally been regularly deposited with the appropriate authorities though the delays in deposit have not been serious.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, and duty of excise or value added tax or cess²⁵ which have not been deposited on account of any dispute.
- (c) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made there under.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
- xi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For BGJC & Associates
Firm Registration Number: 003304N
Chartered Accountants

Sd/-

Darshan Chhajer
Partner

Membership Number 088308

Place : New Delhi
Date : 30th May 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(₹)

Particulars	Note No.	As at 31st March, 2015 (12 Months)	As at 31st March, 2014 (9 Months)
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2	50,655,750	50,655,750
(b) Reserves and surplus	3	20,463,608	2,468,606
Non-current liabilities			
(a) Deferred tax liabilities (net)		2,620,250	2,873,790
(b) Other Long term liabilities	4	6,481,133	12,129,570
(c) Long-term provisions	5	617,895	424,397
Current liabilities			
(a) Short-term borrowings	6	3,076,096	3,687,300
(b) Trade payables		17,550,836	19,779,443
(c) Other current liabilities	7	14,979,527	14,381,025
(d) Short-term provisions	8	7,827,236	5,176,904
TOTAL		124,272,332	111,576,785
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	47,363,976	51,473,361
(b) Other Non Current Assets	10	211,927	211,927
(b) Long-term loans and advances	11	16,276,226	7,845,535
Current assets			
(a) Inventories	12	14,871,112	12,031,469
(b) Trade receivables	13	42,127,404	34,452,463
(c) Cash and bank balances	14	2,306,014	678,519
(d) Short-term loans and advances	15	1,115,673	4,883,510
TOTAL		124,272,332	111,576,785
Significant accounting policies	1		
Notes forming part of the financial statements	24-39		

In terms of our report of even date attached.

**As per our report of even date
For BGJC & ASSOCIATES
Chartered Accountants
(FRN- 003304N)**

Sd/-
DARSHAN CHHAJER
(Partner)
Membership No. 088308

**For and on behalf of the board of Directors
Jauss Polymers Limited**

Sd/-
Abha Garg
(Company Secretary)

Sd/-
U. D. TRIPATHI
(Managing Director)

Sd/-
KETINENI SAYAJI RAO
(Director)

Sd/-
Ashok Kumar Singh
(CFO)

Place : New Delhi
Date : 30.05.2015

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹)

Particulars	Note No.	Period ended 31st March, 2015 (12 Months)	Year ended 31st March, 2014 (9 Months)
INCOME			
Revenue from operations	16	224,435,754	124,141,502
Other income	17	1,850,528	27,709
Total Revenue		226,286,282	124,169,211
EXPENSES			
Cost of materials consumed	18	116,563,112	62,092,118
Change in Inventories of Finished Goods and Work-in-Progress	19	169,565	(2,138,130)
Employee benefits expense	20	23,062,253	11,310,376
Finance costs	21	2,613,014	3,521,854
Depreciation and amortisation expense	9	10,566,714	6,826,251
Other expenses	22	57,978,097	32,810,146
Total expenses		210,952,755	114,422,615
Profit before exceptional items, Prior preiod adjustment and tax		15,333,528	9,746,596
Exceptional items	23	8,44,552	7,503,490
Profit for the period / year		23,778,080	17,250,086
Less: Tax Expenses			
Current Tax		5,600,000	3,657,750
Deferred Tax		-253,540	294,900
Net Profit After Tax		18,431,620	13,297,436
Earnings per equity share (Face value of ₹ 10/- each):			
(a) Basic		3.98	2.87
(b) Diluted		3.64	2.63
Significant accounting policies	1		
Notes forming part of the financial statements	24-39		

In terms of our report of even date attached.

**As per our report of even date
For BGJC & ASSOCIATES
Chartered Accountants
(FRN- 003304N)**

Sd/-
DARSHAN CHHAJER
(Partner)
Membership No. 088308

Place : New Delhi
Date : 30.05.2015

**For and on behalf of the board of Directors
Jauss Polymers Limited**

Sd/-
Abha Garg
(Company Secretary)

Sd/-
U. D. TRIPATHI
(Managing Director)

Sd/-
KETINENI SAYAJI RAO
(Director)

Sd/-
Ashok Kumar Singh
(CFO)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹)

Particulars	Year ended 31st March, 2015 (12 Months)	Year ended 31st March, 2014 (9 Months)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before exceptional items and tax	15,333,528	9,746,596
<i>Adjustments for:</i>		
Loss on sale of fixed assets	326,198	247,449
Depreciation and amortisation expenses	10,566,714	6,826,251
Finance costs	2,572,314	3,521,854
Interest income	-1,850,528	-26,054
Operating profit / (loss) before working capital changes	26,948,225	20,316,095
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	-2,839,643	-1,627,119
Trade receivables	-7,674,941	-13,746,629
Short-term loans and advances	3,767,837	146,556
Long-term loans and advances (Excluding Capital advances)	-12,412,952	-768,064
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	-2,228,607	-16,082,144
Other current liabilities	598,502	11,672,228
Short-term provisions	7,206	-14,764
Long-term provisions	193,498	-631,820
<i>Net changes in working capital</i>	-20,589,100	-21,051,756
Cash flow from operating activities before exceptional items	6,359,125	-735,661
Exceptional items (other than profit on sale of fixed assets)	12,500,000	7,503,490
Prior Period Adjustment	-4,055,448	
Cash generated from operations	14,803,677	6,767,829
Net income tax (paid) / refunds	-2,956,874	-1,437,382
Net cash flow from / (used in) operating activities (A)	11,846,803	5,330,447
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	-4,459,931	-17,148,993
Proceeds from sale of fixed assets	1,222,047	570,000
Interest received	1,850,528	26,054
Net cash flow from / (used in) investing activities (B)	-1,387,356	-16,552,939

JAUSS POLYMERS LTD.

(₹)

Particulars	Year ended 31st March, 2015 (12 Months)	Year ended 31st March, 2014 (9 Months)
C. Cash flow from financing activities		
Increase in Other long term liabilities	-5,648,435	8,000,000
Repayment of long-term borrowings	-	-150,039
Proceeds form short-term borrowings	-611,204	3,687,300
Finance cost	-2,572,314	-3,258,391
Net cash flow from / (used in) financing activities (C)	-8,831,953	8,278,870
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	1,627,495	-2,943,619
Cash and cash equivalents at the beginning of the year	678,519	3,834,065
Cash and cash equivalents at the end of the year	2,306,014	890,446
Cash and cash equivalents at the end of the year comprises (Refer note 14) :		
(a) Cash on hand	65,145	331,215
(b) Balances with banks		
In current accounts	2,240,869	559,231
	2,306,014	890,446

Notes:

- (i) The above Cash Flow Statement is prepared under the indirect method set out in the AS-3, as prescribed by Companies (Accounting Standards) Rules, 2006.
- (ii) Figures in the brackets indicate Cash Outgo.
- (iii) Figures for the previous period are regrouped in pursuant to application of revised schedule VI, hence cash flow statement may not be comparable with previous period figures.

In terms of our report of even date attached.

**As per our report of even date
For BGJC & ASSOCIATES
Chartered Accountants
(FRN- 003304N)**

**Sd/-
DARSHAN CHHAJER
(Partner)
Membership No. 088308**

Place : New Delhi
Date : 30.05.2015

**For and on behalf of the board of Directors
Jauss Polymers Limited**

**Sd/-
Abha Garg
(Company Secretary)**

**Sd/-
U. D. TRIPATHI
(Managing Director)**

**Sd/-
KETINENI SAYAJI RAO
(Director)**

**Sd/-
Ashok Kumar Singh
(CFO)**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**Note 1: Significant accounting policies****1.1 Basis of preparation of financial statements**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Use of Estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Differences between actual results and estimates are recognized in the period in which they materialize.

1.3 Change in Accounting Estimate

Pursuant to the requirements of Schedule II of the Companies Act, 2013, the management has revised the useful lives of fixed assets to bring it in line with the requirements of the said schedule. The depreciation charge for the year is lower by ₹ 8,42,281/- as a result of this change.

1.4 Sale/Revenue Recognition

Revenue (Income) is recognized where no significant uncertainty as to determination or realization exists. Sales are recognized ex works and are including of excise duty but net of trade discounts and sales tax. Job work income is recognized on delivery of finished goods.

Other Income: Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable

1.5 Inventories

Raw Materials, Store & Spares, and Packing Materials are valued at cost*.

Finished Goods :- Lower of Cost* or Net realizable value.

* Cost is determined on the basis of first in first out (FIFO) method.

1.6 Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation and impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred up to the date when the assets are ready to use and share issue expenses related to funds raised for financing the project.

1.7 Depreciation/ Amortisation

i) Depreciation on fixed assets is provided as per the Schedule-II of the Companies Act, 2013. As per this Schedule the carrying amount of the asset as on 1 April 2014—(a) shall be depreciated over the remaining useful life of the asset (as defined in the schedule-II) ;(b) after retaining the residual value, shall be recognised in the opening balance of retained earnings where the remaining useful life of an asset is nil.

ii) Depreciation is provided on pro-rata basis from the date on which assets are put to use in case of addition and provided upto the date of sale/disposal in case of sale/disposal.

iii) Depreciation on Plant & Machinery and Moulds is provided on written down value method.

iv) Depreciation on fixed assets, other than Plant & Machinery and Moulds is provided on straight line method.

1.8 Employee Benefits

a) Contribution to the Provident Fund and Employees State Insurance is deposited in accordance with the provisions of the relevant acts and is charged to profit and loss account.

b) Provision for gratuity and leave encashment is made on the basis of actuarial valuation at the end of the year. Actuarial gains or losses are recognized in the Statement of Profit and Loss.

1.9 Provisions

A provision is made based on a realizable estimate made. It is probable that an outflow of resources embodying economic benefits will be realized to settle an obligation. Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

1.10 Taxes on Income

Tax expense for the year comprising current tax and deferred tax is included in determining the net profit/(loss) for the year.

Deferred tax assets are recognised for all deductible timing differences and carried forward to the extent there is reasonable certainty that sufficient future taxable profit will be available against which such deferred tax assets can be realised. Deferred tax assets to the extent they pertain to brought forward losses and unabsorbed depreciation, are recognised only if there is virtual certainty of realisation, based on expected profitability in the future as estimated by the Company.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date.

1.11 Earning per Share

In determining earning per share, the company considers net profit after tax. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed using the weighted average number of equity shares outstanding including dilutive potential equity shares during the year.

1.12 Chit Fund Loss

Loss on chit is accounted in the year of closure of chit.

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
NOTE 2				
SHARE CAPITAL				
Authorised:				
Equity shares of ₹ 10 each	7,500,000	75,000,000	7,500,000	75,000,000
Equity shares of ₹ 10 each	7,500,000	75,000,000	7,500,000	75,000,000
Convertible preference shares of Rs. 100 each	50,000	5,000,000	50,000	5,000,000
TOTAL	7,550,000	80,000,000	7,550,000	80,000,000
Issued, Subscribed and paid up				
Equity shares of ₹ 10 each	4,625,575	46,255,750	4,625,575	46,255,750
Convertible preference shares of ₹100 each	44,000	4,400,000	44,000	4,400,000
TOTAL	4,669,575	50,655,750	4,669,575	50,655,750

(A) Details of shares held by each shareholder holding more than 5% shares of the company at the end of the year:

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity shares:				
Dildeep Singh Sethi	732,900	15.84	732,900	15.84
Innovative Tech Pack limited	791,809	17.12	791,809	17.12
Darsh Polymers Pvt Ltd	758,800	16.4	758,800	16.40
Convertible preference shares:				
O. K. Play India Ltd.	33,000	75	33,000	75
ICICI Bank Ltd.	11,000	25	11,000	25

JAUSS POLYMERS LTD.**(B) Reconciliation of the number of shares and amount outstanding at the beginning and as at March 31, 2015:**

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Equity Shares	Amount (₹)	No. of Equity Shares	Amount (₹)
Opening balance	4,625,575	46,255,750	4,625,575	46,255,750
Add: Issued during the year (refer point "E" below)	-	-	-	-
Closing Balance as at balance sheet date	<u>4,625,575</u>	<u>46,255,750</u>	<u>4,625,575</u>	<u>46,255,750</u>

- (C) The holders of equity shares are entitled to receive dividend as declared from time to time and are entitled to voting rights proportionate to their shareholding at the meeting of shareholders.
- (D) Convertible Preference Shares are convertible into Equity Shares at par at the option of the shareholders and subject to the approval of the relevant authorities.
- (E) 10,00,000 equity shares of ₹ 10/- each issued during the year ended June 30, 2012 are subject to lock-in period of three years from the date of allotment as per SEBI Regulations, 2009.

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
-------------	----------------------------	----------------------------

**NOTE 3
RESERVES AND SURPLUS****(a) Capital reserve**

Opening balance	18,620,114	18,620,114
Add: Additions during the year		
Transfer from surplus in statement of profit and loss	-	-
Closing balance (a)	<u>18,620,114</u>	<u>18,620,114</u>

(b) Surplus / (Deficit) in statement of Profit and Loss

Opening balance	(16,151,508)	(29,448,944)
Add: Profit during the year as per statement of profit and loss	18,431,620	13,297,436
Less: Impact of change in Depreciation as per Schedule II of Companies Act 2013	436,617	-
Closing balance (b)	<u>1,843,494</u>	<u>(16,151,508)</u>
Total (a+b)	<u>20,463,608</u>	<u>2,468,606</u>

**NOTE 4
OTHER LONG TERM LIABILITIES**

Payable against Purchase of Fixed Assets	1,481,133	4,129,570
Deferred Payment liabilities (Suppliers)*	5,000,000	8,000,000
Total	<u>6,481,133</u>	<u>12,129,570</u>

* Repayable after one year with interest @ 18% P.A.

JAUSS POLYMERS LTD.

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
NOTE 5		
LONG-TERM PROVISIONS		
Provision for employee benefits:		
(i) Provision for gratuity (net)	440,927	278,814
(ii) Provision for Leave encashment	176,968	145,583
Total	617,895	424,397

NOTE 6		
SHORT-TERM BORROWINGS		
Secured		
Working Capital Limit from Bank*	3,076,096	-
Unsecured		
Chit Funds	-	3,687,300
Total	3,076,096	3,687,300

*Working Capital Loan is secured by way of charge over hypothecation of all plant and machinery, Inventory and Receivable of the Company.

NOTE 7		
OTHER CURRENT LIABILITIES		
(a) Current maturities of long-term debt (Unsecured & Unconfirmed)	1,464,375	1,499,975
(b) Interest accrued but not due on borrowings	40,700	-
(c) Other payables:		
(i) Statutory dues	1,354,427	1,586,449
(ii) Interest On Income tax	-	264,452
(iii) Others	12,120,025	11,030,149
Total	14,979,527	14,381,025

NOTE 8		
SHORT-TERM PROVISIONS		
For current tax (Net of TDS)	7,820,030	5,176,904
For employee benefits:		
(i) For gratuity	3,846	-
(ii) For leave encashment	3,360	-
Total	7,827,236	5,176,904

(Amount in ₹)

Particulars	Gross Block			Depreciation				Written Down Value				
	As at 01.04.2014	Additions during the period	Sale/ Adjustments	As at 31.03.2015	Upto 31.03.2014	For the Current period	Transferred to retained Earnings	Deduction during the period Assets Sold	Upto 31.03.2015	Impairment Loss for the Period 2013-14	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS												
Land	-	914,588	-	-	-	-	-	-	-	-	914,588	-
Leasehold Improvement	630,331	-	-	630,331	630,331	-	-	-	630,331	-	-	-
Plant and Equipment	101,885,494	5,970,667	1,642,659	106,213,502	56,207,605	7,774,643	-	679,760	63,302,488	-	42,911,014	45,677,889
Moulds	14,169,541	2,354,125	428,400	16,095,266	10,128,881	2,496,061	-	184,252	12,440,690	-	3,654,576	4,040,660
Furniture & Fixture	292,498	-	-	292,498	86,245	29,250	43,607	-	159,102	774,946	133,396	206,253
Office equipments	777,361	117,400	-	894,761	217,054	141,312	289,653	-	648,019	407,252	246,742	560,307
Computers	12,500	-	-	12,500	603	4,167	1,480	-	6,250	-	6,250	11,897
Vehicles	1,508,902	-	491,329	1,017,573	532,548	121,281	101,877	150,131	605,575	-	411,998	976,354
TOTAL	119,276,627	8,442,192	2,562,388	125,156,431	67,803,267	10,566,714	436,617	1,014,143	77,792,455	1,182,198	47,363,976	51,473,361
PREVIOUS YEAR	109,668,158	12,642,906	1,852,236	119,276,627	62,011,802	6,826,251	-	1,034,787	67,803,267	1,182,198	51,473,361	46,474,158

NOTE 9 FIXED ASSETS

JAUSS POLYMERS LTD.

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
NOTE 10		
OTHER NON-CURRENT ASSETS		
- Fixed deposit held for margin against guarantee to government department*	211,927	211,927
TOTAL	211,927	211,927
* Having maturity period of more than 12 months		
NOTE 11		
LONG-TERM LOANS AND ADVANCES		
Capital advances		
Unsecured, considered good	523,826	4,506,087
Security deposits		
with Government Departments (Subject to Confirmation)	3,076,190	2,285,020
with Others (Subject to Confirmation)	1,081,428	1,054,428
Other Loans (Unsecured, considered good)		
Intercorporate Loans*	11,594,782	-
TOTAL	16,276,226	7,845,535
*Repayable after one year, bearing interest rate 15% P.A.		
NOTE 12		
INVENTORIES		
Finished Goods	4,187,170	4,356,735
Raw materials	7,505,497	7,147,685
Packing Materials	833,459	483,618
Stores and spares	2,344,986	43,431
TOTAL	14,871,112	12,031,469
NOTE 13		
TRADE RECEIVABLES		
(Unsecured, considered good)		
Outstanding for a period not exceeding six months	42,127,404	34,053,879
Outstanding for a period exceeding six months	-	398,584
TOTAL	42,127,404	34,452,463
NOTE 14		
CASH AND BANK BALANCES		
Cash and cash equivalents:		
(a) Cash on hand	65,145	331,215
(b) Balances with banks		
- In current accounts	2,240,869	347,304
TOTAL	2,306,014	678,519

JAUSS POLYMERS LTD.

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
NOTE 15		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Loans and advances to employees	68,864	113,428
Prepaid expenses	158,399	126,161
Balances with government authorities:		
VAT credit receivable	231,880	231,881
Others	656,530	4,412,040
Total	1,115,673	4,883,510

Particulars	Year ended 31st March, 2015 (₹)	Year ended 31st March, 2014 (₹)
NOTE 16		
REVENUE FROM OPERATIONS		
Sale of products	202,739,001	105,945,846
Job work	21,696,753	18,195,656
Total	224,435,754	124,141,502

NOTE 17		
OTHER INCOME		
Interest income	1,850,528	26,054
Miscellaneous	-	1,655
Total	1,850,528	27,709

NOTE 18		
COST OF MATERIALS CONSUMED		
Opening stock	7,147,685	7,654,842
Add: Purchase	117,754,383	61,584,961
	124,902,068	69,239,803
Less: Closing stock	8,338,956	7,147,685
Cost of material consumed	116,563,112	62,092,118

NOTE 19		
INCREASE /(DECREASE) IN INVENTORY OF FINISHED GOODS		
Opening stock	4,356,735	2,218,605
Less: Closing stock	4,187,170	4,356,735
Net (Increase)/Decrease	169,565	-2,138,130

JAUSS POLYMERS LTD.

Particulars	Year ended 31st March, 2015 (₹)	Year ended 31st March, 2014 (₹)
NOTE 20		
EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	21,251,083	10,310,373
Contributions to provident and other funds	464,221	200,559
Staff welfare expenses	1,346,949	799,444
Total	23,062,253	11,310,376
NOTE 21		
FINANCE COSTS		
Interest Expense	2,613,014	3,521,854
Total	2,613,014	3,521,854
NOTE 22		
OTHER EXPENSES		
Consumption of stores and spare parts	227,341	187,527
Power and fuel	20,398,759	13,969,126
Rent including lease rentals	11,495,265	4,514,379
Repairs and maintenance - Buildings	4,750,058	1,774,268
Repairs and maintenance - Machinery	2,357,332	3,259,029
Travelling and conveyance expenses	2,859,271	148,520
Freight and forwarding charges	3,482,005	1,374,360
Legal and professional charges	1,042,217	3,342,010
Business promotion expenses	2,262,335	3,430
Security services expenses	814,322	522,693
Auditors Remuneration	112,360	112,360
Bad Debts Written Off	885,659	362,249
Loss on Chit Fund	1,561,256	-
Repair & Maintenance Others	1,445,597	1,177,755
Vehicles Running & Maintenance	602,397	471,768
Miscellaneous expenses	3,681,923	1,590,672
Total	57,978,097	32,810,146
NOTE 23		
EXCEPTIONAL ITEMS		
Amount written back	12,500,000	7,503,490
Inventory Reconciliation Adjustment	-4,055,448	-
Total	844,552	7,503,490

JAUSS POLYMERS LTD.

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
Note 24		
Contingent liabilities and commitments (to the extent not provided for)		
(a) Claims against the Company not acknowledged as debt	NIL	NIL
(b) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advance)	-	1,305,780

25 The Company has not received the required information from suppliers requiring their status under the Micro Small and Medium Enterprises Development Act 2006. Hence disclosures if any relating to amounts unpaid at the year-end together with interest paid/payable as required under the Act has not been made.

26 The operations of Company pre-dominantly consist of one segment i.e. Job Work and sale of PET jars / bottles and caps. Therefore, segment wise reporting as per AS –17 “Segmental Reporting” is not required.

27 Based on an overall assessment of the fixed assets, in the opinion of the management there is no impairment of cash generating assets during the year in terms of AS-28 ‘Impairment of Assets’.

28 In the opinion of Board and to the best of their knowledge, value on realisation of assets, other than fixed assets in the ordinary course of business shall not be less than the amount at which they are stated in the balance sheet (except expressly disclosed elsewhere in the notes) and provision for all known liabilities has been made and contingent liabilities disclosed properly.

29 Disclosure of Employee Benefits defined in AS-15 (Revised) is as follows:

a) Defined Contribution Plan :(i) Employer’s contribution to provident fund paid ₹ 4,64,221/- (previous year ₹ 1,91,260/-) has been recognized as expense for the year.(ii) Employer’s contribution to Employees State Insurance paid ₹ 1,81,228/- (previous year ₹ 96,326/-) has been recognized as expense for the year.

b) Defined Benefit Plan :Present value of gratuity and leave encashment obligation based on actuarial valuation using the projected unit credit method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each units separately to built up the final obligation. The Company has made provision as per actuarial valuation in accordance with Accounting Standard 15-“Employee Benefits” (Revised).

Particulars	Gratuity (Unfunded) 2014-15	Gratuity (Unfunded) 2013-14	Leave Encashment (Unfunded) 2014-15	Leave Encashment (Unfunded) 2013-14
I. Changes in present Value of obligations				
Present Value of obligation at the beginning of the year	278,814	882,929	145,583	188,052
Interest Cost	22,305	53,024	11,647	11,293
Current Service Cost	183,272	95,546	108,173	75,933
Benefits Paid	-	-	-33,651	-
Actuarial (Gain)/Loss on obligation	-39,618	-752,685	-51,424	-129,695
Present Value Obligation at the end of the year	444,773	278,814	180,328	145,583
II. Amount to be recognized in the balance sheet				
Present Value of obligation at the end of year	444,773	278,814	180,328	145,583
Fair Value of Plan Assets at the end of the year	-	-	-	-
Funded Status	-444,773	-278,814	-180,328	-145,583
Unrecognized Actuarial (Gain) /Loss at the end of the year	-	-	-	-
Net Asset/(Liability) Recognized in the Balance Sheet	-444,773	-278,814	-180,328	-145,583
III. Expenses recognized in the statement of Profit & Loss				
Current Service Cost	183,272	108,466	108,173	75,933
Interest Cost	22,305	74,788	11,647	11,293
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/ Loss recognized for the year	-39,618	-268,767	-51,424	-129,695
Expenses recognized/(reversed) in the statement of Profit & Loss	165,959	-85,513	68,396	-42,469

IV. Actuarial assumptions

Particulars	2014-2015	2013-2014	2014-2015	2013-2014
Imputed rate of interest	8.00%	8.00%	8.00%	8.00%
Salary Rise	8.00%	8.00%	8.00%	8.00%
Return on Plan Assets	N.A.	N.A.	N.A.	N.A.
Remaining Working Life	26.18 years	22.84 years	26.18 years	22.84 years

30 Related party disclosures:

Related party disclosures in accordance with the AS -18 on 'Related Party Disclosure' as prescribed by the Companies (Accounting Standards) Rules, 2006 are given as hereunder:

(i) Key Management Personnel and their relatives:

Mr. Upendra Datt Tripathi	Managing Director
Ms. Akshat Maheshwari	CS
Mr. Ashok Kumar Singh	CFO
Mr. D.S. Sethi (Ceased to exist as related party w.e.f. 1 July,2013)	Managing Director
Mr. D.S. Sethi, HUF (Ceased to exist as related party w.e.f. 1 July,2013)	HUF of Mr. D.S. Sethi
Mrs. Shelly Sethi (Ceased to exist as related party w.e.f. 1 July,2013)	Wife of Mr. D.S. Sethi

No Transaction with related parties during the year.

Note:- Related parties and their relationship are as identified by the management and relied upon by the auditors.

31 Disclosure in respect of operating leases under Accounting Standard -19 on 'Leases' are as under:

(a) The company has entered into lease agreements for lease of factory building, head office building and plant & equipments generally for a period of 5 years, resulting in operating lease which are cancellable on prior notice.

Particulars	As at 31st March, 2015 (₹)	As at 31st March, 2014 (₹)
(b) Total future minimum lease payments under operating leases:		
(i) Not later than one year	365,000	640,000
(ii) Later than one year and not later than five years	-	-
(iii) Later than five years	-	-
(c) Lease payment recognised in the statement of profit and loss for the year	913,361	768,000

32 Disclosure of Earnings per share in accordance with the Accounting Standard-20 is as follows:

Particulars		31st March, 2015	31st March, 2014
Profit attributable to the equity Shareholders			
After exceptional items (after tax)	A	18,431,620	13,297,436
Before exceptional items (before tax)	B	15,333,528	9,746,596
Weighted average number of Equity Shares outstanding during the year	C	4,625,575	4,625,575
Potential number of Equity Shares	D	440,000	440,000
Nominal value of Equity Shares	10	10	
Basic Earning per Share	A/C	3.98	2.87
Diluted Earning per Share	A/(C+D)	3.64	2.63

33 Balances standing to the account of some parties are subject to confirmation/ reconciliation and consequential adjustments if any, upon confirmation/ reconciliation. However, management have the view that same would not having any material impact; if any.

- 34 Net Deferred tax liability has been recognized in current year as per Accounting Standard-22 "Accounting for taxes on income".

Particulars	Deferred tax (₹)	
	31st March, 2015	31st March, 2014
Liabilities:		
Depreciation Adjustments	-2,682,383	-3,049,130
Assets:		
Employees Benefits expenses allowed on payment basis	62,128	175,341
Net Deferred Tax Liability	-2,620,250	-2,873,790

- 35 Provision for Income-Tax has been made as per the normal provisions of Income-tax Act, 1961.

- 36 Additional Information pursuant to the provisions of Schedule III of the Companies Act, 2013 to the extent applicable, is given as hereunder:

(a) (Amount in ₹)

Particulars	Consumption	
	Year ended on 31st March, 2015	Year ended on 31st March, 2015
Raw materials:		
Pet Chips	94,442,248	51,919,571
Poly Propelyne	14,304,840	5,911,238
Others	881,099	361,309
Packing materials	6,934,925	3,900,976
Stores and spares parts	227,341	187,527

(Amount in ₹)

	Year ended on 31st March, 2015	Year ended on 31st March, 2014
(b) Value of Imports on CIF Basis	NIL	NIL
(c) Expenditure in foreign currency		
Foreign travel	2,677,472	NIL
(d) Earnings in foreign currency	NIL	NIL

(e) Details of consumption of imported and indigenous items

Particulars	Year ended on 31.03.2015		Year ended on 31.03.2014	
	%	Amount	%	Amount
Indigenous				
Raw materials	100	109,628,187	100	58,192,118
Packing material	100	6,934,925	100	3,900,376
Stores and spares parts	100	227,341	100	187,527
Imported		NIL		NIL

JAUSS POLYMERS LTD.**37 Details of payment made to auditor's are as under :-**

	2014-15	2013-14
Audit Fees	112,360	112,360
Income Tax matters	-	-
Other services	154,405	24,720
Reimbursement of expenses	8,376	8,930

38 The previous year's figures are for nine months and the current period figures are for twelve months, and are therefore not comparable

39 Previous year figures have been reclassified/ regrouped to confirm to this years' classification. Previous year figures have been rounded off to the nearest rupee.

In terms of our report of even date attached.

**As per our report of even date
For BGJC & ASSOCIATES
Chartered Accountants
(FRN- 003304N)**

**Sd/-
DARSHAN CHHAJER
(Partner)
Membership No. 088308**

**For and on behalf of the board of Directors
Jauss Polymers Limited**

**Sd/-
Abha Garg
(Company Secretary)**

**Sd/-
U. D. TRIPATHI
(Managing Director)**

**Sd/-
KETINENI SAYAJI RAO
(Director)**

**Sd/-
Ashok Kumar Singh
(CFO)**

Place : New Delhi
Date : 30.05.2015

JAUSS POLYMERS LIMITED

CIN: L74899DL1987PLC027007
REGISTERED OFFICE: 1111, CHIRANJIV TOWER, 43, NEHRU PLACE, NEW DELHI - 110019
WEBSITE: www.jausspolymers.com, Email.: response@jausspolymers.com
TELE. NO.: 011-91-11-26427394, FAX: 011-26477929

**Form MGT – 11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

28th Annual General Meeting – September 29, 2015

Name of Member(s)	
Registered Address	
Email Id	
Folio No.	
DP ID.	
Client ID	

I/ We, being the member(s) of Jauss Polymers Limited holding shares hereby appoint:

1. Name : E – Mail id : or failing him

Address :

..... Signature :

2. Name : E – Mail id : or failing him

Address :

..... Signature :

3. Name : E – Mail id : or failing him

Address :

..... Signature :

4. Name : E – Mail id : or failing him

Address :

..... Signature :

As my/ our proxy to attend and vote (on poll) for me/ us and on my/ our behalf at the 28th Annual General Meeting of the company to be held on September 29, 2015 at 09:00 AM, at Sanatan Dharam Mandir, Moti Nagar, New Delhi – 110015 and at any adjournment thereof in respect of such resolutions as are indicated below:

JAUSS POLYMERS LTD.

Resolution No.	Resolutions	Optional	
		For	Against
	Ordinary Business		
1	Adoption of Audited Balance Sheet as at March 31, 2015, the Profit and Loss Account for the year ended on that date with the reports of the Board of Directors and Auditors thereon.		
2	Appointment of M/s BGJC and Associates, Chartered Accountants, (Firm Registration No. 003304N)		
	Special Business		
3	To Give Loans Or To Give Guarantees Or To Provide Securities In Connection With The Loan Made To Any Other Body Corporate Or Person Or To Make Investments Under Section 186 Of The Companies Act, 2013.		
4	To appoint Mr. Rajani Shirish Ladda (DIN 02399687) as Director of the Company		
5	To appoint Mr. Ketineni Satish Rao (DIN 02435513) as Director of the Company		
6	To appoint Mr. Ketineni Suchita Rao (DIN 06585213) as Director of the Company.		
7	Approval of Remuneration of Ms. Ketineni Suchita Rao		
8	Appointment of Mr. Ketineni Sayaji Rao as Managing Director		

Signed this day of 2015

Affix ₹ 1/- Revenue Stamp

.....
Signature of Member

.....
Signature of Proxy Holder(s)

Note.:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 26th Annual General Meeting of the Company.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission.

JAUSS POLYMERS LIMITED

CIN: L74899DL1987PLC027007
REGISTERED OFFICE: 1111, CHIRANJIV TOWER, 43, NEHRU PLACE, NEW DELHI - 110019
WEBSITE: www.jausspolymers.com, Email.: response@jausspolymers.com
TELE. NO.: 011-91-11-26427394, FAX: 011-26477929

ATTENDANCE SLIP

(To be surrendered at the time of entry to the venue)

28th Annual General Meeting on Tuesday 29, 2015, at 09:00 AM at Sanatan Dharam Mandir,
Moti Nagar, New Delhi - 110015

Name	
Address	
DP ID	
Client ID	
Regd. Folio No.	
No. of Shares held	

I certify that I am a member / proxy for the member(s) of the Company

I hereby record my presence at the 28th Annual General Meeting of the company to be held on September 29, 2015 at 09:00 AM, at Sanatan Dharam Mandir, Moti Nagar, New Delhi - 110015

.....
Member's/Proxy's name in block letters

.....
Signature of Member / Proxy

Note.:

1. Only Member/ Proxy holder can attend the meeting.
2. Members are requested to bring their copies of the Annual Report to the meeting.

BOARD OF DIRECTORS

Ketineni Sayaji Rao
Chairman and Director

Ketineni Suchita Rao
Whole Time Director

Ketineni Satish Rao
Director

Krishnaswamy M. Madurai
Non Executive Independent Director

Rajani Shirish Ladda
Non Executive Women Independent Director

CHIEF FINANCIAL OFFICER
Narayan Kumar Mishra

COMPANY SECRETARY & COMPLIANCE OFFICER
Abha Garg

AUDITORS
BGJC & Associates
Chartered Accountants
Raj Tower-I, G-1, Alaknanda Community Centre,
New Delhi-110019

BANKERS
Allahabad Bank

REGISTERED OFFICE
1111, 11th Floor, Chiranjiv Tower 43,
Nehru Place, New Delhi - 110019

WORKS
Village - Malpur, Baddi,
Hadbast No. 189, Paragna Dharpur,
Tehsil Nalagarh, Baddi (H.P.) (India)

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