

# JAUSS POLYMERS LIMITED

CIN : L74899HR1987PLC066065

REGD OFF: PLOT NO 51, ROZ KA MEO INDUSTRIAL AREA, SOHNA, GURGAON-122103

WEBSITE: [www.jausspolymers.com](http://www.jausspolymers.com), EMAIL: [response@jausspolymers.com](mailto:response@jausspolymers.com)

PH NO. 011-26427394,65663687, FAX: 011-26477929

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To,  
The Manager  
Department of Corporate Service  
BSE Limited  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort  
Mumbai – 400001

Date: 12.10.2016

Dear Sirs,

Scrip Code: 526001

## Sub: 29<sup>th</sup> Annual Report of Jauss Polymers Limited

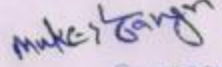
This is to inform you that the 29<sup>th</sup> Annual General Meeting of Jauss Polymers Limited (the Company) was held on Friday, the 30<sup>th</sup> day of September, 2016 at 09.30 AM at Hakim Ji Ki Choupal, Opp. Batra Hospital, Vill. Ujina, Police Station Nuh, Distt. Mewat, Haryana.

In compliance with the requirements under Regulation 34 of the SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015, we are hereby submitting you the 29<sup>th</sup> Annual Report of the Company.

We request you to kindly take on the record.

Thanking you,  
Yours faithfully,

For Jauss Polymers Limited  
Jauss Polymers Limited

  
Company Secretary &  
Finance Officer  
Mukesh Kumar  
Company Secretary

## **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**  
Mukesh Kumar

**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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## NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the 29th Annual General Meeting of **Jauss Polymers Limited** (the Company) will be held on Friday, September 30, 2016 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, 2016, the reports of the Board of Directors and Auditors thereon;
- b. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
 "RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s **BGJC & Associates**, Chartered Accountants, (Firm Registration No. 003304N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017.

### SPECIAL BUSINESS

**2. To increase the Authorised Share Capital:**

To consider and, if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from ` 3,00,00,000/- (Rupees Three Crore only) divided into 30,00,000 (Thirty Lac only) equity shares of ` 10/- each

**RESOLVED FURTHER THAT** the new equity shares shall rank pari passu with the existing equity shares."

**3. To Amend the Memorandum and Articles of Association:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT the consent of the Company be and is hereby accorded under provisions of section 13 of the Companies Act, 2013 to amend the existing Clause V of Memorandum of Association of the Company by substituting first four lines by following lines as mentioned here under clause V. The Authorised Share Capital of the Company is ` 11,00,00,000 (Rupees Eleven Crore only) divided into 50,000 (Fifty thousand) cumulative convertible preference shares of 100/- (Rupees Hundred) each and 105,00,000 (One crore Five lac) equity shares of ` 10/- each"

**4. Borrowing Powers of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs.200 crore.

**RESLOVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalise and execute all such deeds, documents and writing as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person."

**Registered Office :**  
 1111, Chiranjiv Tower,  
 43, Nehru Place  
 New Delhi - 110019

**Place : New Delhi**  
**Date : September 5, 2016**

**By the order of the Board**  
**For Jauss Polymers Limited**

Sd/-  
**Ketineni Sayaji Rao**  
 Chairman & Managing Director  
 (DIN.: 01045817)

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items nos. 2, 3, and 4 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 there under, 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 Saturday, September 24, 2016 to Friday, September 30, 2016 (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 there under, 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 and Sunday, during business hours up to the date of the Meeting.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of the SEBI (LODR) Regulation 2015, 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).
16. Mr. Upender Jajoo, 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.
17. 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.
18. 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.
19. The instructions for shareholders voting electronically are as under:
  - i) The voting period begins on Tuesday, 27th September, 2016 at 09:00 am and ends on Thursday, 29th September, 2016 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 Friday, 23<sup>rd</sup> September, 2016 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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</li> <li>• 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</li> </ul>
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"> <li>• 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).</li> </ul>

- 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.
- xi) 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.
- xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii) Click on the EVSN for the relevant **Jauss Polymers Limited** on which you choose to vote.
- xiv) 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.
- xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi) 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.
- xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix) 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.
- xx) 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](http://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](mailto: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. Friday, 23<sup>rd</sup> September, 2016 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](http://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. 2**

The Company proposes to increase its authorised share capital, as per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Therefore, it is proposed to increase authorised share capital from ' 8 Crore to ' 11 Crores.

Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum of Association and Articles of Association of the Company.

Therefore, the Board of Directors recommends the proposed resolution for your approval.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution.

**Item No. 3**

The Company intends to increase the authorized share capital of the company from ' 8 Crore to ' 11 Crore. It is, therefore proposed to alter the Memorandum and Articles of Association of the Company, pursuant to Sections 13 and 14 of the Companies Act, 2013 read with Section 61(1) of the Companies Act, 2013, to give effect to the said alteration.

Consequent to increase in authorized share capital of the Company, it is necessary to make amendments/ replacements/alterations in the existing Article of the Articles of Association of the Company. Therefore, it is proposed to make the required amendments/ replacements/alterations in the existing Article of the Articles of Association of the Company.

The Board recommends the resolutions for approval of the shareholders.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution.

**Item No. 4**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 200 crore (Rupees Two hundred Crore only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

**Registered Office :**  
1111, Chiranjiv Tower,  
43, Nehru Place  
New Delhi - 110019

**Place : New Delhi**  
**Date : September 5, 2016**

**By the order of the Board**  
**For Jauss Polymers Limited**

**Sd/-**  
**Ketineni Sayaji Rao**  
**Chairman & Managing Director**  
**(DIN.: 01045817)**

**DIRECTORS' REPORT**

Your directors have pleasure in presenting this 29th Annual Report together with the Audited Financial Statements of your Company for the year ended **March 31, 2016**.

**FINANCIAL DATA**

(Amount in Lacs)

FINANCIAL RESULTS	2015-16	2014-15
Sales / Other Income	3085.17	2262.86
Gross Profit before interest, depreciation prior Period income and expenditure and impairment Loss and excess provision written back	315.62	285.14
Interest	40.99	26.13
Depreciation	83.06	105.67
Profit / (Loss) before prior period adjustment, exceptional items and Tax	191.57	153.34
Exceptional items *	181.65	125.00
Provision for Taxation	65.03	56.00
Provision for deferred Tax	-8.41	-2.53
Profit / (Loss) after Tax	316.60	224.87
Prior Period Expenses	00.00	40.55
<b>Net Profit</b>	<b>316.60</b>	<b>184.32</b>

\*Exceptional items represents the amount in written back in the current year in respect of an amount written off earlier as it is recovered.

**PERFORMANCE**

Company had remarkable performance in the current year with growth in sale of 36 % and net profit increase by 41 % in spite of increased input cost. Company has been able to improve its results due to sustained growth in existing customers as well as induction of new customers.

**TRANSFER TO RESERVES**

Your Company proposes not to transfer any amount to the General Reserve. The Company proposes to retain Rs. 316.60 lakh 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 2015-16.

**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 Rs.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, 2011 ("SAST Regulations"). This Public Announcement was made pursuant to and in compliance with Regulations 13 (1) and 15(1) of the SEBI (SAST) Regulations, 2011.

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, 2016.



**DIRECTORS**

During the year Mr. Upendra Datt Tripathi, Director of the Company resigned from the Board of the Company w.e.f. 14/08/2015. The Board expresses its gratitude for their valuable contribution.

At the previous Annual General Meeting of the Company held on 29<sup>th</sup> day of September, 2015 the Company had appointed the existing Directors Ms. Rajani Shirish Ladda as an Independent Director of the Company, Mr. Ketineni Satish Rao as Managing Director of the Company and Ms. Ketineni Suchita Rao as Whole time Director of the Company.

All the Independent Director have given declaration that they have meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**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 Managing Director
- b. Mr. Narayan Kumar Mishra – Chief Financial Officer
- c. Ms. Abha Garg – Company Secretary\*
- d. Mr. Mukesh Kumar-Company Secretary\*\*

\*resigned w.e.f. 12<sup>th</sup> August, 2016

\*\*Appointed w.e.f. 12<sup>th</sup> August, 2016

**NUMBER OF BOARD MEETINGS**

Eleven 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") as per applicable provisions of SEBI (Listing Obligation and Disclosure requirements) Regulations 2015, 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 rectification as the Statutory Auditors of the Company in the ensuing 29<sup>th</sup> Annual General Meeting of the Company to be held on September 30, 2016, to hold the office till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company, subject to the ratification of shareholders at every Annual General Meeting.

**DEPOSITS**

No disclosure or reporting is required in respect of deposits covered under Chapter V and other applicable provisions 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 and 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 regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**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 2015-16

**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.

**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 Upender Jajoo & Associates, Company Secretaries**, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year 2015-16 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.

**CODE OF CORPORATE GOVERNANCE**

Pursuant to the Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 a detailed 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](http://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 Regulation 22 of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015.
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 & Managing Director

(DIN.: 01045817)

Place : New Delhi

Date : 05.09.2016

**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)(q) 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 Rs. 8.50 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:

- The employments are contractual.
- Remuneration include basic salary, contribution to provident and superannuation funds, allowances and taxable value of perquisites.
- 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 one crore and two lakh rupees per financial year or eight lakh fifty thousand rupees per month have not been included in this statement.

For and on behalf of the board  
sd/-  
Ketineni Sayaji Rao  
Chairman & Managing Director  
(DIN.: 01045817)

Place : New Delhi  
Date : 05.09.2016

## 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 18: 1 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 – 100 % 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;	6% increase in the median remuneration of employees in the financial year 2015-16
iv) the number of permanent employees on the rolls of the company	49 employees as on 31.03.2016

<b>Requirement of Rule 5 (1)</b>	<b>Details</b>
v) 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 2015-16 over FY 2014-15 was around 13%. There was no increase in managerial remuneration in the financial year 2015-16. 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.
vi) Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year ended March 31, 2016 is as per the Remuneration Policy of the Company

Place : New Delhi  
Date : 05.09.2016

For and on behalf of the board  
sd/-  
Ketineni Sayaji Rao  
Chairman & Managing Director  
(DIN.: 01045817)



## ANNEXURE - C

## 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 Ordinary 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 regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with stock exchanges

For on behalf of the Board

Sd/-

**Ketineni Sayaji Rao**  
Chairman & Managing Director  
(DIN.: 01045817)

Place : New Delhi  
Date : 05.09.2016

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2016**

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 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	848400	0	848400	18.34	509750	0	509750	11.02	-7.32
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	758800	0	758800	16.40	1899009	0	1899009	41.05	24.65
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>1607200</b>	<b>0</b>	<b>1607200</b>	<b>34.74</b>	<b>2408759</b>	<b>0</b>	<b>2408759</b>	<b>52.07</b>	<b>17.33</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	965985	134050	1100035	23.78	175686	101800	277486	6.00	-17.78
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ` 1 lakh	181927	1272400	1454327	31.44	345244	1182200	1527444	33.02	1.58
ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	53255	385425	438680	9.48	143136	137850	280986	6.07	-3.41
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	11499	0	11499	0.25	44061	0	44061	0.95	0.70
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	184	0	184	0	350	0	350	0.1	0.1
HUF	13650	0	13650	0.30	86489	0	86489	1.87	1.57
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	1226500	1791875	3018375	65.25	794966	1421850	2216816	47.92	-17.33
Total Public Shareholding (B)= (B)(1)+ (B)(2)	1226500	1791875	3018375	65.25	794966	1421850	2216816	47.92	-17.33
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	2833700	1791875	4625575	100	2833700	1791875	4625575	100	0

## 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	0	0	0	-15.84
2	Arshdeep Singh Sethi	55000	1.19	0	0	0	0	-1.19
3	Shelly Sethi	60500	1.31	0	0	0	0	-1.31
4	Paramjeet Kaur Sethi	0	0	0	0	0	0	0
5	Darsh Polymers Pvt. Ltd	758800	16.40	0	0	0	0	-16.40
6	Ketineni Sayaji Rao	9750	0.2108	0	509750	11.02	0	10.81
7.	Innovative Tech Pack Limited	791809	17.1181	0	1899009	41.05	0	23.93

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

S. No.	Particulars	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	2408759	52.07	2408759	52.07
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change during the year			
	At the end of the year	2408759	52.07	2408759	52.07

## D) Shareholding Pattern of top ten Shareholders:

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

S. No.	For Each fo the Top 10 Shareholders	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/ in (Decrease) Shareholding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year i.e.31.03.2016	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company		
1	M S Yadav	90100	1.9479	No change during the year				90100	1.9479	
2	SHRI PARASRAM HOLDINGS PVT. LTD	510	0.011	03.07.2015	200	Transfer	710	0.015		
				10..7.2015	-270	Transfer	440	0.0095		
				17.07.2015	-30	Transfer	410	0.0089		
				07.08.2015	50	Transfer	460	0.0099		
				14.08.2015	-50	Transfer	410	0.0089		
				21.08.2015	174	Transfer	584	0.0126		
				28.08.2015	50	Transfer	634	0.0137		
				30.10.2015	-124	Transfer	510	0.011		
				06.11.2015	-100	Transfer	410	0.0089		
				13.11.2015	-100	Transfer	310	0.0067		
				15.01.2016	2082	Transfer	2392	0.0517		
				29.01.2016	-100	Transfer	2292	0.0496		
				05.02.2016	-50	Transfer	2242	0.0485		
				12.02.2016	36240	Transfer	38482	0.8319		
				19.02.2016	14068	Transfer	52550	1.1361		
				26.02.2016	8076	Transfer	60626	1.3107	60626	1.3107

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/ in (Decrease) Shareholding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year i.e.31.03.2016	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company		
3	Bijal Kishorechand Madhani	0	0	31.11.2015	25000	Transfer	25000	0.5405	40000	0.8648
				15.01.2016	6550	Transfer	31550	0.6821		
				05.02.2016	13450	Transfer	45000	0.9729		
				19.02.2016	-5000	Transfer	40000	0.8648		
4	MPSE Securities Limited	0	0	27.11.2015	5000	Transfer	5000	0.1081		
				22.01.2016	5000	Transfer	10000	0.2162		
				12.02.2016	13999	Transfer	23999	0.5188		
				19.02.2016	5100	Transfer	29099	0.6291		
				26.02.2016	2200	Transfer	31299	0.6767		
				04.03.2016	11446	Transfer	42745	0.9241		
				11.03.2016	1302	Transfer	44047	0.9522		
				18.03.2016	803	Transfer	44850	0.9696		
				25.03.2016	500	Transfer	45350	0.9804		
				31.03.2016	-8418	Transfer	36932	0.7984		
5	Mahender Yadav	32750	0.708		No change during the year				32750	0.708
6	Vikas Holdings Pvt. Limited	30000	0.6486		No change during the year				30000	0.6486
7	Harish Kumar Gupta	0	0	19.02.2016	30000	Transfer	30000	0.6486	30000	0.6486
8	Angel Broking Private Limited	0	0	17.04.2015	1000	Transfer	1000	0.0216		
				15.05.2015	-650	Transfer	350	0.0076		
				22.05.2015	-350	Transfer	0	0		
				03.07.2015	299	Transfer	299	0.0065		
				10.07.2015	1203	Transfer	1502	0.0325		
				17.07.2015	-902	Transfer	600	0.013		
				24.07.2015	1000	Transfer	1600	0.0346		
				21.08.2015	300	Transfer	1900	0.0411		
				28.08.2015	-500	Transfer	1400	0.0303		
				11.09.2015	-1000	Transfer	400	0.0086		
				16.10.2015	110	Transfer	510	0.011		
				23.10.2015	-460	Transfer	50	0.0011		
				27.11.2015	50	Transfer	100	0.0022		
				31.12.2015	10000	Transfer	10100	0.2184		
				15.01.2016	21000	Transfer	31100	0.6723		
19.02.2016	5000	Transfer	36100	0.7804						
26.02.2016	-5000	Transfer	31100	0.6723						
04.03.2016	-3000	Transfer	28100	0.6075						
11.03.2016	50	Transfer	28150	0.6086						
18.03.2016	-50	Transfer	28100	0.6075						
9	Angadpreet Singh Chadha	0	0	28.08.2015	28100	Transfer	28100	0.6075	24000	0.5189
				30.10.2015	-3100	Transfer	25000	0.5405		
				08.01.2016	-1000	Transfer	24000	0.5189		
10	Medicamen Biotech Ltd		23700	0.5124	No change during the year			23700	0.5124	
11	Fairwealth Securities Limited	148374	3.2077	15.05.2015	-148374	Transfer	0	0	0	0
				10.07.2015	16210	Transfer	16210	0.3504		
				17.07.2015	-16210	Transfer	0	0		
12	Junaid Ahmad	41250	0.8918	31.03.2015					0	0
				04.12.2015	-29150	Transfer	12100	0.2616		
				18.12.2015	-12100	Transfer	0	0		

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/ in (Decrease) Shareholding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year i.e.31.03.2016		
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company			
13	Ankush Sharma	41010	0.8866	31.03.2015							
				07.08.2015	-850	Transfer	40160	0.8682			
				14.08.2015	-5000	Transfer	35160	0.7601			
				21.08.2015	-10000	Transfer	25160	0.5439			
				11.09.2015	-2870	Transfer	22290	0.4819			
				23.10.2015	-10	Transfer	22280	0.4817			
				27.11.2015	-20000	Transfer	2280	0.0493			
				25.12.2015	28000	Transfer	30280	0.6546			
				15.01.2016	-2280	Transfer	28000	0.6053			
				05.02.2016	-28000	Transfer	0	0	0	0	
14	Nagbhushan	39575	0.8556	31.03.2015							
				27.11.2015	-11575	Transfer	28000	0.6053			
				25.12.2015	-28000	Transfer	0	0	0	0	
15	C Rajeshwari Rao	35790	0.7737	31.03.2015							
				15.05.2015	500	Transfer	36290	0.7846			
				22.05.2015	20	Transfer	36310	0.785			
				19.06.2015	1110	Transfer	37420	0.809			
				26.06.2015	5524	Transfer	42944	0.9284			
				30.06.2015	-160	Transfer	42784	0.9249			
				10.07.2015	-7300	Transfer	35484	0.7671			
				17.07.2015	5260	Transfer	40744	0.8808			
				11.09.2015	-5294	Transfer	35450	0.7664			
				27.11.2015	27900	Transfer	63350	1.3696			
				31.12.2015	-32250	Transfer	31100	0.6723			
				05.02.2016	-12000	Transfer	19100	0.4129	19100	0.4129	
16	Chadha Brother (P) Ltd.	28100	0.6075	31.03.2015							
				28.08.2015	-28100	Transfer	0	0	0	0	
17	Neeraj Kumar	27900	0.6032	31.03.2015							
				27.11.2015	-27900	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
	Mr. Ketineni Sayaji Rao				
	At the beginning of the year	9750	0.2108		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Transfer			
	At the end of the year			509750	11.02



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

Secured Loans	Unsecured excluding deposits	Deposits Loans	Total	Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
• Addition	0	0	0	0
• Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0

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
		WTD	-	-	-	
1	Gross salary	3600000	NIL	NIL	NIL	3600000
	(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)	3600000	NIL	NIL	NIL	3600000
	Ceiling as per the Act					

**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	7,78,036	10,75,804
	(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	7,78,036	10,75,804

## 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)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

## ANNEXURE - E

## Form MR 3

## Secretarial Audit Report

(For the Financial Year ended on 31<sup>st</sup> March, 2016)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's 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 year ended on 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March 2016 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 to the extent of Regulation 55A;
- 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 to the Company during the Audit Period**)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 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;
  - d) 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;
  - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (**Not Applicable to the Company during the Audit Period**);
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not Applicable to the Company during the Audit Period**);
  - g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**Not Applicable to the Company during the Audit Period**);
  - h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not Applicable to the Company during the Audit Period**)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India(SS-1 and SS-2 is applicable as effective from July,2015)
- (ii) Listing Agreements (till November 30, 2015) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (From December 01, 2015 to March 31, 2016)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements/regulations etc mentioned above.

**I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company.**

**I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Key managerial personnel that took place during the period under review were carried out in compliance with the provisions of the Act
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. The Company has obtained all necessary approvals under the various provisions of the Act; and
5. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
6. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
7. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

**I further report that:**

1. The Company has complied with the requirements under the Equity Listing Agreements and or Listing Regulations relating with the Bombay Stock Exchange;
2. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
3. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

**I further report that**

Based on the information received and records maintained 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**

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.

For Upender Jajoo & Associates  
Company Secretaries

**Sd/-**

**Upender Jajoo**

Partner

ACS: 33121

C.P.: 14336

Place : New Delhi

Date : 05.09.2016

**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-A to the Secretarial Audit Report**

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

My 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.
2. My responsibility is to express an opinion on these secretarial records based on my audit.
3. I 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 the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. 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 random test basis.
7. 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 Upender Jajoo & Associates  
Company Secretaries  
**Sd/-**  
**Upender Jajoo**  
Partner  
ACS: 33121  
C.P.: 14336

Place : New Delhi  
Date : 05.09.2016



## ANNEXURE – F

**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 Regulation 19 of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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 there under 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For on behalf of the Board

Sd/-

**Ketineni Sayaji Rao**

Chairman & Managing Director  
(DIN.: 01045817)

Place : New Delhi  
Date : 05.09.2016

## CORPORATE GOVERNANCE REPORT

## 1. CORPORATE GOVERNANCE PHILOSOPHY

Company's philosophy on code of corporate governance is to observe the highest level of ethics in all its dealings to ensure the efficient conduct of the affairs of the company. **Jauss Polymers Limited** follows good Corporate Governance practices with highest level of transparency, fairness, independence, accountability, responsibility, integrity and ethics. This has resulted in provision of quality product and services to the Customer and consequent growth of healthy business, strengthening of Management and Decision making process, effective functioning of Board of Directors in a professionally sound and competent manner and enhancement of long term economic value of Shareholders. **Jauss Polymers Limited** has undertaken several proactive measures towards maintaining the highest standards of governance which include the following:

## 2. BOARD OF DIRECTORS

## (A) Composition of the Board

As on March 31, 2016, the Board comprised of Five (5) directors, namely, Mr. Ketineni Sayaji Rao, Chairman and Managing Director, Mr. Ketineni Satish Rao, Ms. Ketineni Suchita Rao, Ms. Rajani Shirish Ladda and Mr. Krishnaswamy Mohanraj Madurai. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

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

Mr. Ketineni Sayaji Rao is 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 05.09.2016 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. Ketineni Sayaji Rao	Managing Director & Chairman	01045817	15/07/2013	-
2	Mr. Krishnaswamy Mohan Raj Madurai	I – NED	06729754	11/10/2013	-
3	Ms. Rajani Shirish Ladda	I – NED	02399687	14/02/2015	-
4	Mr. Ketineni Satish Rao	NI – ED	02435513	14/08/2015	-
5	Ms. Ketineni Suchita Rao	NI – ED	06585213	14/08/2015	-
6.	Mr. Atul Nripraj Barar	I – NED	00805515	13/08/2016	-

## (B) Board Meetings

During the year April 01, 2015 to March 31, 2016, Eleven (11) meetings of the Board of Directors were held on May 4, 2015, May 30, 2015, June 17, 2015, July 30, 2015, August 14, 2015, September 03, 2015, September 29, 2015, November 13, 2015, December 11, 2015, February 12, 2016, March 31, 2016. The attendance of each director at these meetings and at the last Annual General Meeting was as under:

S.No.	Name	No. of Board Meeting during the year		Attendance Last AGM	No. of Outside Directorships (Excludes Private and Foreign Companies)	No. of Outside Board Committee Memberships (Excludes Private and Foreign Companies)
		Held	Attended			
1	Upendra Datt Tripathi*	11	5	No	Nil	Nil
2	Ketineni Sayaji Rao	11	11	Yes	2	3
3	Atul Nripraj Barar**	11	0	No	2	4
4	Krishnaswamy Mohan Raj Madurai	11	11	Yes	Nil	Nil
5	Rajani Shirish Ladda	11	6	Yes	2	Nil
6	Ketineni Satish Rao	11	5	Yes	2	2
7	Ketineni Suchita Rao	11	5	Yes	Nil	Nil

\* Resigned on 14/08/2015,\*\*Appointed on 13/08/2016.

## (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

**Terms of Reference:**

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 read with Schedule II of the SEBI Regulations, 2015. The Committee is vested with the necessary powers, as defined in its Charter, to achieve its objectives.

**Composition and Attendance:**

The Company has an Audit Committee of the Board consisting of two Non Executive Independent Directors and the Managing Director. The Audit Committee met four times during the financial year ended 31st March, 2016 i.e on 30th May, 2015, 14<sup>th</sup> August, 2015, 13th November, 2015 and 12th February, 2016.

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(Chairman)	4	4
2	Ms. Rajani Shirish Ladda (Member)	4	4
3	Mr. Ketineni Sayaji Rao (Member)	4	4

The composition and terms of reference of the Audit Committee are in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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

**Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee cover all areas mentioned under regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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, 2015 to March 31, 2016, One (1) 'Nomination and Remuneration Committee' meetings have taken place on August 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, 2015 to March 31, 2016 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	509750 Equity Shares
3	Mr. Krishnaswamy Mohan Raj Madurai	NIL	NIL
4	Ms. Rajani Shirish Ladda	NIL	NIL
5	Mr. Ketineni Satish Rao	NIL	NIL
6	Mr. Ketineni Suchita Rao	INR 36,00,000 P.A	NIL

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

#### 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee oversees, inter-alia, redressal of shareholder and investor grievances, transfer/transmission/transposition of shares, Split, consolidation, issue of duplicate shares certificates, recording dematerialisation/rematerialisation of shares and related matters. At present 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
2015	Sanatan Dharam Mandir, Moti Nagar, New Delhi - 110019	Tuesday, the 29th day of September, 2014	09:00 AM	<ol style="list-style-type: none"> <li>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.</li> <li>Approval of Remuneration of Ms. Ketineni Suchita Rao.</li> <li>Appointment of Mr. Ketineni Sayaji Rao as Managing Director</li> </ol>

Year	Location	Date	Time	Details of Special Resolutions Passed
2014	Keshav Vatika, 163-B, Surya Vihar, Badarpur, New Delhi-110044	Tuesday, the 30th day of September, 2014	09:00 AM	There was no Special Resolution passed
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

**Postal Ballot**

The following matters were put up for approval of the members by way of passing Special Resolutions through Postal Ballot, the results whereof were declared on July 16, 2016:

**Item No.-1 Shifting of Registered office of the company from Delhi to state of Haryana**

(i) Voted in favour of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	27	20375	0.83%
Voting by E- Voting	13	2429426	99.15
Total	39	2449801	99.98

(ii) Voted in Against of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	8	205	0.0083
Voting by E- Voting	-	-	-
Total	8	205	0.0083

(iii) Invalid Votes:

Particulars	No. of Members	No. of Votes cast by them
Voted by Physical Postal Ballot Forms	3	201
Voting by E- Voting	-	-
Total	3	201

**Item No.-2 Reinstatement of cumulative convertible Preference shares, and reclassification of terms of cumulative convertible preference shares**

(i) Voted in favour of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	26	2275	0.09
Voting by E- Voting	13	2429426	99.15
Total	39	2431701	99.24

(ii) Voted in Against of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	9	18355	0.74
Voting by E- Voting	-	-	-
Total	9	18355	0.75

(iii) Invalid Votes

Particulars	No. of Members	No. of Votes cast by them
Voted by Physical Postal Ballot Forms	2	151
Voting by E- Voting	-	-
Total	2	151

**Item No.-3 Alteration in terms of Remuneration u/s 196 of the companies Act, 2013 of Mr. Ketineni Satish Rao, executive Director.**

(i) Voted in favour of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	26	20375	0.83
Voting by E- Voting	12	2428926	99.13
Total	38	2449301	99.96

(ii) Voted in Against of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	10	305	0.01
Voting by E- Voting	1	500	0.02
Total	11	805	0.03

(iii) Invalid Votes :

Particulars	No. of Members	No. of Votes cast by them
Voted by Physical Postal Ballot Forms	2	101
Voting by E- Voting	-	-
Total	2	101

**Item No.-4 Alteration in terms of Remuneration u/s 196 of the companies Act, 2013 of Ms. Ketineni suchita Rao, Whole time Director.**

(i) Voted in favour of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	26	20375	0.83
Voting by E- Voting	12	2428926	99.13
Total	38	2449301	99.96



(ii) Voted in Against of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	10	305	0.01
Voting by E- Voting	1	500	0.02
Total	11	805	0.03

(iii) Invalid Votes :

Particulars	No. of Members	No. of Votes cast by them
Voted by Physical Postal Ballot Forms	2	101
Voting by E- Voting	-	-
Total	2	101

**Item No.-5 Alteration in terms of Remuneration u/s 196 of the companies Act, 2013 of Mr. Ketineni sayaji Rao, Managing Director.**

(i) Voted in favour of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	26	20375	0.83
Voting by E- Voting	12	2428926	99.13
Total	38	2449301	99.96

(ii) Voted in Against of the Resolution:

Particulars	No. of Members	No. of Votes cast by them	% of total No. of Valid votes cast
Voted by Physical Postal Ballot Forms	10	305	0.01
Voting by E- Voting	1	500	0.02
Total	11	805	0.03

(iii) Invalid Votes :

Particulars	No. of Members	No. of Votes cast by them
Voted by Physical Postal Ballot Forms	2	101
Voting by E- Voting	-	-
Total	2	101

## 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. 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 'Material 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. Management Discussion and Analysis report forming part of the Annual Report is enclosed.
- vi. Disclosure regarding appointment or re-appointment of directors Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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.
- vii. 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.
- viii. 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
- ix. CEO/CFO Certification  
The certificate in compliance with Regulation 17(8) of the (Listing Obligations and Disclosure Requirements) Regulation, 2015 was placed before the Board of Directors in its meeting.
- x. The Independent Directors have confirmed that they continue to meet the 'Criteria of Independence' as stipulated under Regulation 16(1)(b) of the (Listing Obligations and Disclosure Requirements) Regulation, 2015 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, 2016.

**9. GENERAL SHAREHOLDER INFORMATION**

- i. Annual General Meeting:  
Date : September 30, 2016  
Time : 09.00 AM  
Place : Sanatan Dharam Mandir, Moti Nagar, New Delhi – 110019
- ii. Book Closure Dates: 24.09.2016 to 30.09.2016 (both days inclusive)
- iii. Financial Year : April 01, 2015 to March 31, 2016
- 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.
- 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
April-2015	15.38	12.50	29,094.61	26,897.54
May-2015	15.50	13.40	28,071.16	26,423.99
June-2015	16.53	12.41	27,968.75	26,307.07
July-2015	25.20	14.75	28,578.33	27,416.39
August-2015	25.00	14.00	28,417.59	25,298.42
September – 2015	22.35	16.40	26,471.82	24,833.54
October – 2015	23.40	16.25	27,618.14	26,168.71
November – 2015	28.80	22.40	26,824.30	25,451.42
December – 2015	28.80	28.80	26,256.42	24,867.73
January – 2016	36.00	30.20	26,197.27	23,839.76
February – 2016	36.00	34.20	25,002.32	22,494.61
March – 2016	36.00	36.00	25,479.62	23,133.18

## viii. Registrar &amp; 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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, 2016

Category	No. of Equity Shares	% of Shareholding
Promoter, Director & Relative	2408759	52.07
Mutual fund/ FI/ FII/ Banks/ Central Government/ State Government/ Insurance Companies	0	0
Bodies Corporate	277486	6.01
NRI/Trust	44061	0.95
Individuals	1808430	39.09
Others	86839	1.88
Total	4625575	100.00

Shareholdings	No. of Folios	No. of Equity Shares	% of Shareholding
Up to 5000	13,475	1162768	25.4560
5001 – 10000	146	112075	2.4229
10001-20000	64	96056	2.0766
20001-30000	24	59057	1.2767
30001-40000	13	46618	1.0078
40001-50000	9	44453	0.9610
50001-100000	15	111721	2.4153
100001 and above	25	29928270	64.7017

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, 2016, 63.25% 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 2015-16.

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 & Managing Director  
(DIN.: 01045817)

Place : New Delhi  
Date : 05.09.2016

**ANNEXURE F**

**DIRECTOR DECLARATION**

I, **Ketineni Sayaji Rao**, Managing 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 Managing Director  
(DIN.: 01045817)

Place : New Delhi  
Date : 05.09.2016

**ANNEXURE-H****Auditors' Certificate on the Compliance of conditions of Corporate Governance under schedule v of the SEBI  
(Listing Obligation and Disclosure Requirements) Regulation, 2015**

To the Members of **Jauss Polymers Limited**

1. We have examined the compliance of conditions of Corporate Governance by **Jauss Polymers Limited** for the year ended 31st March, 2016, as stipulated in clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchange for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to In Regulation 17 of the Listing Regulations for the period 1st December 2015 to 31st March, 2016.
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.

**Place : New Delhi**  
**Date : 05.09.2016**

**For BGJC & Associates**  
**Chartered Accountants**  
**(FRN – 003304N)**  
**Sd/-**  
**Sunil Narwal**  
**(Partner)**  
**M.No. 511190**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Industry Scenario**

India has emerged as a largest plastic consumer globally, as it is growing on a fast track basis. This is substantiated by a report of Boston Consultancy Group which states that Indian FMCG Market is of 185 USD Millions and shall be growing at the rate of 14% per annum. Accordingly the PET industry is expected to grow at similar level. The other factors attributed to success of PET Industry are as follows:

PET is fast replacing glass in FMCG, Pharma, Liquor, Food and Beverages and Confectionery segments. This is mainly because of it being cost competitive as compared to glass. and also because of its inherent qualities of its strength and toughness, good optical sparkling glass like appearance, odourless and hygienic qualities which makes it a perfect choice for food packaging industry particularly also because of good barrier properties to water and gases, and its eco-friendly nature. Further the technologies adopted for manufacture of PET Jars and Bottles are being constantly upgraded which makes them, more competitive in terms of quality and price.

**Future Outlook and Strategies:**

The future of the company is quite bright for the following reasons.

Company has already tight up with number of FMCGs' to supply PET Bottles and Jars on long term basis.

It has set up state of art manufacturing facilities at various locations, which will facilitate the induction of other reputed FMCGs.

Companies margin are insulated from PET prices as with the change in PET prices the selling prices are also changed accordingly as agreed with customers.

Company is quite financially stable with low debt equity ratio, optimum current ratio and high net worth due to consistent profitability.

**Strategies:**

To set up the Plant at various places in India so as to have a PAN India presence with an emphasis on proximity to customers, so as to save freight and serve the customer in best possible manner.

To upgrade our self's continuously in terms of management, financial and technical resources to the maximum perfection level so that the company can emerge as a highly successful vibrant enterprise in its sector.

**Opportunities and Threats:**

Company is trying to take full advantage of growing PET Industry by consolidating its position in its existing customers such as Dabur, Godrej, SC Johnson, Wipro, Perfetti, Mother Dairy, Patanjali, and at the same time doing all the necessities required to penetrate into other reputed FMCGs'.

Company is continuously undertaking research and development so as to provide innovative products to its customers. For this it is developing various types of moulds so as to cater to the wider range of customer's.

The above actions will certainly result to make the company as a leading player and name to be reckoned in the PET Industries.

**Threats:**

Company does not foresee any major threats which can affect its successful business model adversely.

**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.

For on behalf of the Board  
Sd/-

**Ketineni Sayaji Rao**

Chairman and Managing Director  
(DIN.: 01045817)

Place : New Delhi  
Date : 05.09.2016

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF JAUSS POLYMERS LIMITED****Report on the Financial Statements**

We have audited the accompanying standalone financial statements of **Jauss Polymers Limited** ("the Company"), which comprises the Balance Sheet as at 31, March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the financial Statements**

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 that 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 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 the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, specified under Section 143(10) of the Act. Those Standards 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.

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. 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31st March, 2016, its Profit, and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of the section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraph 3 and 4 of the Order.
2. 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, Statement of Profit and Loss, and 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 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A
- g) 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, 2016 which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Sd/-  
**Sunil Narwal**  
 Partner

Membership Number: 511190

Place : New Delhi  
 Date : 30.05.2016

#### **Annexure A TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF JAUSS POLYMERS LIMITED**

##### **Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013("the Act")**

To the Members of Jauss Polymers Limited

We have audited the internal financial controls over financial reporting of **Jauss Polymers Limited** ("the company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

##### **Managements' Responsibility for Internal financial controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance note on Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate of internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

##### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal Financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depends on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those principles and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the Inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

**Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sd/-  
**Sunil Narwal**  
Partner

Membership Number: 511190

Place : New Delhi  
Date : 30.05.2016

**BALANCE SHEET AS AT 31ST MARCH, 2016**

( ` )

Particulars	Note No.	As at 31st March, 2016 (12 Months)	As at 31st March, 2015 (9 Months)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	2	50,655,750	50,655,750
(b) Reserves and surplus	3	52,123,843	20,463,609
<b>Non-current liabilities</b>			
(a) Deferred tax liabilities (net)		1,950,000	2,620,250
(b) Other Long term liabilities	4	10,000,000	6,481,133
(c) Long-term provisions	5	874,035	617,895
<b>Current liabilities</b>			
(a) Short-term borrowings	6	-	3,076,096
(b) Trade payables	7	30,122,465	17,550,836
(c) Other current liabilities	8	13,897,202	14,979,527
(d) Short-term provisions	9	7,214,743	7,827,236
<b>Total</b>		<b>166,838,038</b>	<b>124,272,332</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	41,150,114	47,363,976
(b) Other Non Current Assets	11	194,932	211,927
(b) Long-term loans and advances	12	57,369,704	16,276,226
<b>Current assets</b>			
(a) Inventories	13	15,947,528	14,871,112
(b) Trade receivables	14	45,690,992	42,127,404
(c) Cash and bank balances	15	4,289,671	2,306,014
(d) Short-term loans and advances	16	2,195,097	1,115,673
<b>Total</b>		<b>166,838,038</b>	<b>124,272,332</b>
<b>Significant accounting policies</b>	1		
<b>Notes forming part of the financial statements</b>	25-39		

In terms of our report of even date attached.

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

Sd/-  
Sunil Narwal  
(Partner)  
Membership No. 511190

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

Sd/-  
Abha Garg  
(Company Secretary)

Sd/-  
Keteneni Sayaji Rao  
(Managing Director)  
DIN: 01045817

Sd/-  
Keteneni Satish Rao  
(Director)  
DIN: 02435513

Place : New Delhi  
Date : 30.05.2016

Sd/-  
Narayan Mishra  
(CFO)

## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

( ` )

Particulars	Note No.	Period ended 31st March, 2016 (12 Months)	Year ended 31st March, 2015 (9 Months)
<b>INCOME</b>			
Revenue from operations	17	308,464,635	224,435,754
Other income	18	52,356	1,850,528
<b>Total Revenue</b>		<b>308,516,991</b>	<b>226,286,282</b>
<b>EXPENSES</b>			
Cost of materials consumed	19	177,633,430	116,563,112
Change in Inventories of Finished Goods and Work-in-Progress	20	-321,783	169,565
Employee benefits expense	21	32,051,713	23,062,253
Finance costs	22	4,098,519	2,613,014
Depreciation and amortisation expense	10	8,306,821	10,566,714
Other expenses	23	67,591,577	57,978,097
<b>Total expenses</b>		<b>289,360,277</b>	<b>210,952,755</b>
<b>Profit before exceptional items, Prior period adjustment and tax</b>		<b>19,156,714</b>	<b>15,333,528</b>
Exceptional items	24	18,165,364	12,500,000
<b>Profit for the period / year before prior period adjustment</b>		<b>37,322,078</b>	<b>27,833,528</b>
<b>Prior Period adjustment</b>		-	-4,055,448
<b>Profit for the period / year</b>		<b>37,322,078</b>	<b>23,778,080</b>
<b>Less: Tax Expenses</b>			
Current Tax		6,503,334	5,600,000
Deferred Tax		-841,490	-253,540
<b>Net Profit After Tax</b>		<b>31,660,234</b>	<b>18,431,620</b>
<b>Earnings per equity share ( Face value of ` 10/- each):</b>			
(a) Basic		6.84	3.98
(b) Diluted		6.25	3.64
<b>Significant accounting policies</b>	1		
<b>Notes forming part of the financial statements</b>	25-39		

In terms of our report of even date attached.

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

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

Sd/-  
Sunil Narwal  
(Partner)  
Membership No. 511190

Sd/-  
Abha Garg  
(Company Secretary)

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

Sd/-  
Ketineni Satish Rao  
(Director)  
DIN: 02435513

Place : New Delhi  
Date : 30.05.2016

Sd/-  
Narayan Mishra  
(CFO)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

( ` )

Particulars	Year ended 31st March, 2016 (12 Months)	Year ended 31st March, 2015 (9 Months)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<i>Net Profit / (Loss) before exceptional items and tax</i>	37,322,078	15,333,528
<b>Adjustments for:</b>		
Depreciation and amortisation expenses	8,306,821	10,566,713
Finance costs	4,098,519	2,572,314
Interest income	-52,356	-1,850,528
Loss on sale of fixed assets	-	326,198
	49,675,062	26,948,225
<b>Operating profit / (loss) before working capital changes</b>		
<i>Adjustments for:-</i>		
Trade receivables	-3,563,588	-7,674,941
Long-term loans and advances (Excluding Capital advances)	-1,079,423	-12,412,952
Inventories	-1,076,416	-2,839,643
Trade payables	28,788,960	-2,228,607
Other current liabilities	-1,082,324	598,502
Short-term loans and advances	-3,076,096	3,767,837
Short-term provisions	-1,375	7,206
Long-term provisions	256,140	193,498
	19,165,878	-20,589,100
<i>Net changes in working capital</i>		
Cash flow from operating activities before exceptional items	68,840,940	6,359,125
Exceptional items (other than profit on sale of fixed assets)	-18,165,364	12,500,000
Prior Period Adjustment	-	-4,055,448
	68,840,940	14,803,677
Cash generated from operations	68,840,940	14,803,677
Net income tax (paid) / refunds	6,943,213	-2,956,874
	61,897,727	11,846,803
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>61,897,727</b>	<b>11,846,803</b>
<b>B. Cash flow from investing activities</b>		
Purchase of Fixed assets / CWIP	-3,229,270	-4,459,931
Interest received	52,356	1,850,528
Proceeds from sale of fixed assets	1,136,311	1,222,047
Non Current advances	-41,076,483	-
	-43,117,086	-1,387,356
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>-43,117,086</b>	<b>-1,387,356</b>

( ₹ )

Particulars	Year ended 31st March, 2016 (12 Months)	Year ended 31st March, 2015 (9 Months)
<b>C. Cash flow from financing activities</b>		
Repayment of long-term borrowings	1,948,033	-
Increase in Other long term liabilities	3,518,867	-5,648,435
Proceeds form short-term borrowings	-	-611,204
Finance cost	-4,098,519	-2,572,314
Net cash flow from / (used in) financing activities (C)	<b>1,368,381</b>	<b>-8,831,953</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>20,149,021</b>	<b>1,627,495</b>
Cash and cash equivalents at the beginning of the year	2,306,014	678,519
<b>Cash and cash equivalents at the end of the year</b>	<b>4,289,671</b>	<b>2,306,014</b>
Significant accounting policies	1	
Notes forming part of the financial statements	25-39	

In terms of our report of even date attached.

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

**Sd/-  
Sunil Narwal  
(Partner)  
Membership No. 511190**

Place : New Delhi  
Date : 30.05.2016

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

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

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

**Sd/-  
Narayan Mishra  
(CFO)**

**Sd/-  
Ketineni Satish Rao  
(Director)  
DIN: 02435513**

**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 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

**1.4 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.

**1.5 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.

**1.6 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 2015—(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.

**1.7 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.

**1.8 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.

**1.9 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.

**1.10 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.

**1.11 Chit Fund Loss**

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

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount ( ` )	No. of Shares	Amount ( ` )
<b>NOTE 2</b>				
<b>SHARE CAPITAL</b>				
<b>Authorised:</b>				
Equity shares of ` 10 each	7,500,000	75,000,000	7,500,000	75,000,000
Convertible preference shares of ` 100 each	50,000	5,000,000	50,000	5,000,000
<b>TOTAL</b>	<b>7,550,000</b>	<b>80,000,000</b>	<b>7,550,000</b>	<b>80,000,000</b>
<b>Issued, Subscribed and paid up</b>				
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
<b>TOTAL</b>	<b>4,669,575</b>	<b>50,655,750</b>	<b>4,669,575</b>	<b>50,655,750</b>

**(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, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity shares:</b>				
Dildeep Singh Sethi	-	0	732,900	15.84
Innovative Tech Pack limited	1,899,009	41.0545	791,809	17.12
Darsh Polymers Pvt Ltd	-	0	758,800	16.40
Ketineni Sayaji Rao	509,750	11.0203	-	0.00
<b>Convertible preference shares:</b>				
O. K . Play India Ltd.	33,000	75	33,000	75
ICICI Bank Ltd.	11,000	25	11,000	25



**(B) Reconciliation of the number of shares and amount outstanding at the beginning and as at March 31, 2016:**

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	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	<b>4,625,575</b>	<b>46,255,750</b>	<b>4,625,575</b>	<b>46,255,750</b>

(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.

Particulars	As at 31st March, 2016 ( ` )	As at 31st March, 2015 ( ` )
-------------	------------------------------	------------------------------

**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	-	-
<b>Closing balance (a)</b>	<b>18,620,114</b>	<b>18,620,114</b>

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

Opening balance	1,843,495	(16,151,508)
Add: Profit during the year as per statement of profit and loss	31,660,234	18,431,620
Less: Impact of change in Depreciation as per Schedule II of Companies Act 2013		436,617
<b>Closing balance (b)</b>	<b>33,503,729</b>	<b>1,843,495</b>
<b>Total (a+b)</b>	<b>52,123,843</b>	<b>20,463,609</b>

**NOTE 4****OTHER LONG TERM LIABILITIES**

Payable against Purchase of Fixed Assets		1,481,133
Deferred Payment liabilities (Suppliers)*	10,000,000	5,000,000
<b>Total</b>	<b>10,000,000</b>	<b>6,481,133</b>

\* Repayable after one year with interest @18% pa

Particulars	As at 31st March, 2016 ( ` )	As at 31st March, 2015 ( ` )
<b>NOTE 5</b>		
<b>LONG-TERM PROVISIONS</b>		
Provision for employee benefits:		
(i) Provision for gratuity (net)	649,965	440,927
(ii) Provision for Leave encashment	224,070	176,968
<b>Total</b>	<b>874,035</b>	<b>617,895</b>
<b>NOTE 6</b>		
<b>SHORT-TERM BORROWINGS</b>		
<b>Secured</b>		
Working Capital Limit from Bank*	-	3,076,096
<b>Unsecured</b>		
Chit Funds	-	-
<b>Total</b>	<b>-</b>	<b>3,076,096</b>
*Working Capital Loan is secured by way of charge over hypothecation of all plant and machinery, Inventory and Receivable of the Company.		
<b>NOTE 7</b>		
<b>TRADE PAYABLES</b>		
Due to - MSMEs**	-	-
Others	30,122,465	17,550,836
<b>Total</b>	<b>30,122,465</b>	<b>17,550,836</b>
**The company has not received the required information from suppliers/ parties regarding their status under the Micro Small and Medium Enterprises Development Act 2006. The company believe that they have not entered any transaction with the parties covered under Micro, small and medium enterprises development Act, 2006. The Auditor has relied on the same. Hence required disclosures have been given to the extent information available with the company.		
<b>NOTE 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
(a) Current maturities of long-term debt (Unsecured & Unconfirmed)		1,464,375
(b) Interest accrued but not due on borrowings		40,700
(c) Other payables:		
(i) Statutory dues	1,624,669	1,354,427
(ii) Interest On Income tax		-
(iii) Others	12,272,533	12,120,025
<b>Total</b>	<b>13,897,202</b>	<b>14,979,527</b>
<b>NOTE 9</b>		
<b>SHORT-TERM PROVISIONS</b>		
For current tax (Net of TDS)	7,206,162	7,820,030
<b>For employee benefits:</b>		
(i) For gratuity	4,384	3,846
(ii) For leave encashment	4,197	3,360
<b>Total</b>	<b>7,214,743</b>	<b>7,827,236</b>

(Amount in `)

Description	Gross Block		Depreciation				Net Block				
	Method	Cost as at 01.04.2015	Additions during the Year	Deduction during the Year	Cost as at 31.03.2016	Upto 01.04.2015	For the period	Deduction during the Year	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
Land	WDV	630,331	-	-	630,331	630,331	-	-	630,331	-	-
Plant & Machinery	WDV	106,213,502	1,721,845	-	107,935,347	63,302,488	6,646,372	-	69,948,860	37,986,487	42,911,014
Moulds	WDV	16,095,266	468,720	1,136,311	15,427,675	12,440,690	1,274,106	-	13,714,796	1,712,879	3,654,576
Furniture & Fixtures	SLM	292,498	-	-	292,498	159,102	29,250	-	188,352	104,146	133,396
Office Equipment	SLM	894,761	6,500	-	901,261	648,019	141,750	-	789,769	111,492	246,742
Computer	SLM	12,500	-	-	12,500	6,250	4,167	10,417	2,083	6,250	-
Vehicles	SLM	1,017,573	1,032,205	-	2,049,778	605,575	211,176	-	816,751	1,233,027	411,997
<b>Total</b>		<b>125,156,431</b>	<b>3,229,270</b>	<b>1,136,311</b>	<b>127,249,390</b>	<b>77,792,455</b>	<b>8,306,821</b>	<b>-</b>	<b>86,099,276</b>	<b>41,150,114</b>	<b>47,363,975</b>
Previous Year		119,276,627	8,442,192	2,562,388	125,156,431	67,803,267	11,003,331	1,014,143	77,792,455	47,363,976	51,473,361

Particulars	As at 31st March, 2016 ( ` )	As at 31st March, 2015 ( ` )
<b>NOTE 11</b>		
<b>OTHER NON-CURRENT ASSETS</b>		
- Fixed deposit held for margin against guarantee to government department*	194,932	211,927
<b>TOTAL</b>	<b>194,932</b>	<b>211,927</b>
* Having maturity period of more than 12 months		
<b>NOTE 12</b>		
<b>LONG-TERM LOANS AND ADVANCES</b>		
<b>Capital advances</b>		
Unsecured, considered good	462,000	523,826
<b>Security deposits</b>		
with Parties (Subject to Confirmation)**	4,430,637	3,076,190
with Related Party against machines (Subject to Confirmation)	52,477,067	1,081,428
<b>Other Loans (Unsecured, considered good)</b>		
Intercorporate Loans*	11,594,782	
<b>TOTAL</b>	<b>57,369,704</b>	<b>16,276,226</b>
*Repayable after one year, bearing interest rate 15% P.A.		
**Interest Free Security deposit paid for machinery taken on lease		
<b>NOTE 13</b>		
<b>INVENTORIES</b>		
Finished Goods	4,508,953	4,187,170
Raw materials	9,509,851	7,505,497
Packing Materials	1,165,670	833,459
Stores and spares	763,054	2,344,986
<b>TOTAL</b>	<b>15,947,528</b>	<b>14,871,112</b>
<b>NOTE 14</b>		
<b>TRADE RECEIVABLES</b>		
(Unsecured, considered good)		
Outstanding for a period not exceeding six months	45,623,242	42,127,404
Outstanding for a period exceeding six months	67,750	
<b>TOTAL</b>	<b>45,690,992</b>	<b>42,127,404</b>
<b>NOTE 15</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents:</b>		
(a) Cash on hand	65,838	65,145
(b) Balances with banks		
- In current accounts	4,223,833	2,240,869
<b>TOTAL</b>	<b>4,289,671</b>	<b>2,306,014</b>

Particulars	As at 31st March, 2016 ( ` )	As at 31st March, 2015 ( ` )
<b>NOTE 16</b>		
<b>SHORT-TERM LOANS AND ADVANCES</b>		
<b>(Unsecured, considered good)</b>		
Trade Advances	1,321,260	
Loans and advances to employees	107,110	68,864
Prepaid expenses	182,435	158,399
Balances with government authorities:		
VAT credit receivable	584,292	231,880
Others	-	656,530
<b>Total</b>	<b>2,195,097</b>	<b>1,115,673</b>

Particulars	Year ended 31st March, 2016 ( ` )	Year ended 31st March, 2015 ( ` )
<b>NOTE 17</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of products	289,523,812	202,739,001
Job work	18,940,823	21,696,753
<b>Total</b>	<b>308,464,635</b>	<b>224,435,754</b>

<b>NOTE 18</b>		
<b>OTHER INCOME</b>		
Interest income	52,356	1,850,528
<b>Total</b>	<b>52,356</b>	<b>1,850,528</b>

<b>NOTE 19</b>		
<b>COST OF MATERIALS CONSUMED</b>		
Opening stock	8,338,956	7,147,685
Add: Purchase	178,804,325	117,754,383
		124,902,068
Less: Closing stock	9,509,851	8,338,956
<b>Cost of material consumed</b>	<b>177,633,430</b>	<b>116,563,112</b>

<b>NOTE 20</b>		
<b>INCREASE /(DECREASE) IN INVENTORY OF FINISHED GOODS</b>		
Opening stock	4,187,170	4,356,735
Less: Closing stock	4,508,953	4,187,170
<b>Net (Increase)/Decrease</b>	<b>321,783</b>	<b>-169,565</b>

Particulars	Year ended 31st March, 2016 ( ` )	Year ended 31st March, 2015 ( ` )
<b>NOTE 21</b>		
<b>EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and wages	29,164,032	21,251,083
Contributions to provident and other funds	685,844	464,221
Staff welfare expenses	2,201,837	1,346,949
<b>Total</b>	<b>32,051,713</b>	<b>23,062,253</b>
<b>NOTE 22</b>		
<b>FINANCE COSTS</b>		
Interest Expense	4,098,519	2,613,014
<b>Total</b>	<b>4,098,519</b>	<b>2,613,014</b>
<b>NOTE 23</b>		
<b>OTHER EXPENSES</b>		
Consumption of stores and spare parts	706,967	227,341
Power and fuel	27,268,241	20,398,759
Rent including lease rentals	11,856,411	11,495,265
Repairs and maintenance - Buildings	3,311,690	4,750,058
Repairs and maintenance - Machinery	3,597,774	2,357,332
Travelling and conveyance expenses	1,479,678	2,859,271
Freight and forwarding charges	2,569,303	3,482,005
Legal and professional charges	2,095,707	1,042,217
Business promotion expenses	2,000,000	2,262,335
Security services expenses	821,616	814,322
Auditors Remuneration	159,674	112,360
Bad Debts Written Off	400,000	885,659
Commision on sales	8,180,000	-
Loss on Chit Fund	-	1,561,256
Repair & Mainteance Others	556,627	1,445,597
Vehicles Running & Mainteance	459,561	602,397
Turnover Discount	236,503	-
Miscellaneous expenses	1,891,825	3,681,923
<b>Total</b>	<b>67,591,577</b>	<b>57,978,097</b>
<b>NOTE 24</b>		
<b>EXCEPTIONAL ITEMS</b>		
Amount written back	18,165,364	12,500,000
<b>Total</b>	<b>18,165,364</b>	<b>12,500,000</b>

Particulars	As at 31st March, 2016 ( ` )	As at 31st March, 2015 ( ` )
-------------	------------------------------------	------------------------------------

**Note 25**

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)	-	-

**26** 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.

**27** 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.

**28** 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’.

**29** 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.

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

- a) Defined Contribution Plan :**(i) Employer's contribution to provident fund paid ` 5,28,154/- (previous year ` 4,64,221/-) has been recognized as expense for the year.(ii) Employer's contribution to Employees State Insurance paid ` 1,62,016/- (previous year ` 1,81,228/-) 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		Leave	
	(Unfunded) 2015-16	(Unfunded) 2014-15	Encashment (Unfunded) 2015-16	Encashment (Unfunded) 2014-15
<b>I. Changes in present Value of obligations</b>				
Present Value of obligation at the beginning of the year	444,773	278,814	180,328	145,583
Interest Cost	34,564	22,305	14,013	11,647
Current Service Cost	228,200	183,272	101,857	108,173
Benefits Paid	-	-	-31,802	-33,651
Actuarial (Gain)/Loss on obligation	-53,188	-39,618	-36,129	-51,424
Present Value Obligation at the end of the year	654,349	444,773	228,267	180,328
<b>II. Amount to be recognized in the balance sheet</b>				
Present Value of obligation at the end of year	654,349	444,773	228,267	180,328
Fair Value of Plan Assets at the end of the year	-	-	-	-
Funded Status	-654,349	-444,773	-228,267	-180,328
Unrecognized Actuarial (Gain) /Loss at the end of the year	-	-	-	-
<b>Net Asset/(Liability) Recognized in the Balance Sheet</b>	<b>-654,349</b>	<b>-444,773</b>	<b>-228,267</b>	<b>-180,328</b>
<b>III. Expenses recognized in the statement of Profit &amp; Loss</b>				
Current Service Cost	228,200	183,272	101,857	108,173
Interest Cost	34,564	22,305	14,013	11,647
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/ Loss recognized for the year	-53,188	-39,618	36,129	-51,424
Expenses recognized / (reversed )in the statement of Profit & Loss	209,576	165,959	79,741	68,396

## IV. Actuarial assumptions

Particulars	2015-2016	2014-2015	2015-2016	2014-2015
Imputed rate of interest	7.50%	8.00%	7.50%	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	25.08 years	26.18 years	25.08	26.18 years

## 31 Related party disclosures:

## List of Related Party, Key Managements Personnel and their relatives:

Innovative Tech Pack Limited	Holding Company
Ms Ketineni Suchita Roa	Director
Mr M. Naren	
Ketineni Sayaji Rao	Managing Director
Ms. Abha Garg	Company Secretary
Mr. Nararyan Mishra	CFO

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

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:

Name of related Party	Nature of Transactions	Transaction during the year	Balance Payable	Balance Recoverable
Innovative Tech Pack Limited	Security deposit given against Machinery	52,477,067	-	52,477,067
Innovative Tech Pack Limited	Rent of Machinery	4,800,000	-	
Innovative Tech Pack Limited	Purchase of goods	1,363,165	-	
Innovative Tech Pack Limited (Ghuwahati)	Sale of goods	83,600	-	
Innovative Tech Pack Limited (Rudrapur)	Sale of goods	803,481	-	
Ms Ketineni Suchita Roa	Rent Paid for Guest house	180,000	-	
Ms Ketineni Suchita Roa	Consultancy Fee	90,000	-	
Ms Ketineni Suchita Roa	Remuneration	1,800,000	300,000	
Mr M. Naren	Consultancy Fee	360,000	60,000	

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

Particulars		31st March, 2016	31st March, 2015
Profit attributable to the equity Shareholders			
After exceptional items ( after tax)	A	31,660,234	18,431,620
Before exceptional items ( before tax)	B	19,156,714	15,333,528
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	6.84	3.98
Before exceptional item	B/C	3.31	
Diluted Earning per Share	A/(C+D)	6.25	3.64
Before exceptional item	B/(A+D)	3.03	1.92



- 34 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.
- 35 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, 2016	31st March, 2015
<b>Liabilities:</b>		
Depreciation /other adjustment	-2,238,432	-2,682,383
<b>Assets:</b>		
Employees Benefits expenses allowed on payment basis	288,432	62,128
<b>Net Deferred Tax Liability</b>	<b>-1,950,001</b>	<b>-2,620,250</b>

- 36 Provision for Income-Tax has been made as per the normal provisions of Income-tax Act, 1961.
- 37 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, 2016	Year ended on 31st March, 2015
<b>Raw materials:</b>		
Pet Chips	144,657,513	94,442,248
Poly Propelyne	17,410,347	14,304,840
Others	2,469,699	881,099
Packing materials	13,095,869	6,934,925
Stores and spares parts	706,967	227,341

(Amount in `)

	Year ended on 31st March, 2016	Year ended on 31st March, 2015
<b>(b) Value of Imports on CIF Basis</b>	NIL	NIL
<b>(c) Expenditure in foreign currency</b>		
Foreign travel	789,536	2,677,472
<b>(d) Earnings in foreign currency</b>	NIL	NIL

(e) Details of consumption of imported and indigenous items

Particulars	Year ended on 31.03.2016		Year ended on 31.03.2015	
	%	Amount	%	Amount
<b>Indigenous</b>				
Raw materials	100	164,537,559	100	109,628,187
Packing material	100	13,095,869	100	6,934,925
Stores and spares parts	100	706,967	100	227,341
<b>Imported</b>				<b>NIL</b>

**38 Details of payment made to auditor's are as under :-**

	<b>2014-15</b>	<b>2013-14</b>
Audit Fees	154,575	112,360
Income Tax matters	-	-
Other services		154,405
Reimbursement of expenses	5,099	8,376

**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/-  
Sunil Narwal  
(Partner)  
Membership No. 511190**

Place : New Delhi  
Date : 30.05.2016

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

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

**Sd/-  
Keteneni Sayaji Rao  
(Managing Director)  
DIN: 01045817**

**Sd/-  
Narayan Mishra  
(CFO)**

**Sd/-  
Keteneni Satish Rao  
(Director)  
DIN: 02435513**



## JAUSS POLYMERS LIMITED

CIN: L74899DL1987PLC027007

REGISTERED OFFICE: 1111, 11th FLOOR, CHIRANJIV TOWER, 43, NEHRU PLACE, NEW DELHI - 110019

Website: [www.jausspolymers.com](http://www.jausspolymers.com), Email: [response@jausspolymers.com](mailto:response@jausspolymers.com)

TELE. NO.: 011-26427394, FAX: 011-26477929

### ATTENDANCE SLIP

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

29th Annual General Meeting on Friday, September 30, 2016, 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 29th Annual General Meeting of the company to be held on September 30, 2016 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.



## JAUSS POLYMERS LIMITED

CIN: L74899DL1987PLC027007

REGISTERED OFFICE: 1111, 11th FLOOR, CHIRANJIV TOWER, 43, NEHRU PLACE, NEW DELHI - 110019

Website: [www.jausspolymers.com](http://www.jausspolymers.com), Email: [response@jausspolymers.com](mailto:response@jausspolymers.com)

TELE. NO.: 011-26427394, 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)

**29th Annual General Meeting – September 30, 2016**

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 29th Annual General Meeting of the company to be held on Friday, September 30, 2016 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:

Resolution No.	Resolutions	Optional	
		For	Against
	<b>Ordinary Business</b>		
1	a. Adoption of Audited Balance Sheet as at March 31, 2016, the Profit and Loss Account for the year ended on that date with the reports of the Board of Directors and Auditors thereon. b. Rectification of M/s BGJC and Associates, Chartered Accountants, (Firm Registration No. 003304N)		
	<b>Special Business</b>		
2	To increase the Authorised Capital of the Company.		
3	To alter the Memorandum and Articles of Association		
4	To increase the Borrowing Powers of the Company		

Signed this ..... day of ..... 2016

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 29th 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.