



*20th*

**Annual Report**

**2007-2008**

**JAUSS POLYMERS LIMITED**

**BOARD OF DIRECTORS**

**Dildeep Singh Sethi**

Managing Director

**Manoj Pandey**

Director

**Debashish Bhattacharya**

Director

**Kamal Singh Mehra**

Director

**AUDITORS**

**V.K. Dhingra & Co.**  
**Chartered Accountants**

E-1/15, Jhandewalan

New Delhi-110055

**INTERNAL AUDITORS**

**H. Kumar & Associates**

**REGISTERED OFFICE**

1308, Vikrant Tower, Rajindra Place,

New Delhi-110008

**WORKS :**

**Plant-I**

Chanaloh Kurali

Dist. Ropar, Punjab (India)

**Plant-II**

Baddi, Himachal Pradesh

(India)



**JAUSS POLYMERS LTD.**

**Twentyth Annual Report**

## **JAUSS POLYMERS LTD.**

Regd Off. 1308, Vikrant Tower, Rajendra Place, New Delhi- 110008.

### **NOTICE**

Notice is hereby given that the 20th Annual General Meeting of the members of Jauss polymers Ltd., will be held on Tuesday , 30th September 2008 at Sanatan Dharam Mandir, Moti Nagar, New Delhi-110015. at 9.30 A.M. to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Accounts of the Company prepared for the period of nine months as ended on 31st March, 2008 Together with the Profit & Loss Account on that date along with the Auditors & Directors Report thereon.
2. To appoint a Director in place of Mr. Debashish Bhattacharya , Director , who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration , M/s. V.K. Dhingra & Co., Chartered Accountants, New Delhi retire at this Annual General Meeting and being eligible, offer themselves for reappointment and to pass , with or without modifications, the following resolution , which will be proposed as and ordinary resolution

**"RESOLVED THAT** M/s V.K.Dhingra & Co, Chartered Accountants , be and are hereby re- appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to the Companies Auditors".

### **SPECIAL BUSINESS**

4. To consider, and if thought fit to pass with or without modifications the following resolution as **SPECIAL RESOLUTION.**

**RESOLVED THAT** subject to the approval of the Central Government, if required, and such other consents, permissions and approvals as may be required, and pursuant to the provisions of Section 198,309,310 & 311 and all the other Applicable provisions of the Companies Act, 1956(herein after referred to as the Act) read with Schedule XIII of the Act, the Company hereby accords its approval to the appointment of Mr. Dildeep Singh Sethi, Managing Director, for a period five years beginning from 01.10.2008 to 30.09.2013, on the terms and conditions including remuneration ,minimum remuneration in case of loss or inadequacy of profit in any Financial year as set out as set out in the Explanatory Statement which shall be payable , if approved , to him with effect from is 1st October, 2008."

**" FURTHER RESOLVED THAT** in the event where in any financial year during the tenure of Mr. Dildeep Singh Sethi , the Company has no profits or the profits are inadequate, it may pay a remuneration to Mr. Dildeep Singh Sethi the total of which may exceed the ceiling limit as specified in Section II (B)of The Schedule XIIIof the Act'

**"ALSO RESOLVED THAT** the Board of Directors of the Company are be and are hereby authorized to alter ,vary or revise the terms of appointment of Sh Dildeep Singh Sethi including that of remuneration, at its discretion deem fit from time to time or as may be agreed to between the Board of Directors and Sh Dildeep Singh Sethi with in the permissible limits as specified in the Companies Act,1956 or any statutory modification thereof and to settle any question or difficulties that may arise in connection therewith on incidental thereto .

**RESOLVED FURTHER** that the Board of Directors be and are hereby authorized to do all such acts and deeds and



**JAUSS POLYMERS LTD.**  
**Twentyth Annual Report**

things and execute all such documents, instruments and writings as may be required to give effect to this resolution .

Place New Delhi  
 Date : 4th September 2008.

**By the Order of Board**  
 (Abhinarayan Mishra)  
 Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from 29/09/2008 to 3/10/2008 (both days inclusive).
3. Members attending the meeting are requested to bring their own copy of the Annual Report and attendance slips sent herewith duly filled and signed.
4. Members are requested to notify change in address, if any, to the Company at its Registered Office, quoting correct folio number(s).
5. In the case of Joint holders, if more than one holder intend to attend the meeting they must obtain additional admission slips on request from the Registered Office of the Company.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in Respect of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting is separately annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 for Item No. 4**

**I. REMUNERATION PACKAGE OF SH. DILDEEP SINGH SETHI**

Salary: Rs. 60,000/- per month.

**II. PERQUISITES**

**CATEGORY 'A'**

- a) Housing : Company leased accommodation will be provided to him.
- b) Gas, Electricity , and Water : The Company will reimburse the expenses on gas , electricity and water subject to the maximum expenses of Rs. 15000 /- per month.
- c) Medical Reimbursement: Expenses incurred for self and wife on actual including premium for Medi claim subject to a maximum of Rs. 25,000/- per annum
- d) LTC / LTA: LTC for self, wife, dependent children and dependent parent twice in a year and from any place in India up to a maximum of Rs 25,000/- per annum.

**CATEGORY 'B'**

- a) Corporate Membership of one Club.
- b) Motor Car- Reimbursement of car expenditure for official use incurred by the Director including the normal wear and tears / driver's salary, insurance of car etc. and personal use, if any, of car will be recovered @ Rs.15000/- per month.
- e) Telephone – Provision of telephone at residence and a mobile telephone
- h) Provision of car for use on the Company's business and telephone at residence and mobile would not be consid-

**J** **JAUSS POLYMERS LTD.**  
**Twentyth Annual Report**

ered as perquisites. Personal long distance calls on telephone and use of car for private purpose would be billed to the Executive Director.

i) Personal Accident Insurance.

**OTHER TERMS:**

j) Sitting Fees: He will not be entitled to sitting fees for attending meetings of the Board or Committee (s) thereof.

k) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses incurred by him during the course of business of the Company.

l) Earned Leave: 15 days leave with full pay and allowance for every completed 12 months service. However, unavailed leave accumulated during the tenure, as Whole Time Director will be allowed to be encashed on cessation of employment as Whole Time Director.

m) The remuneration as aforesaid shall be paid as minimum remuneration to Sh. Dildeep Singh Sethi in the event of absence or inadequacy of Profits in any financial year during the tenure of the appointment. The Board of Directors may increase the remuneration of Sh. Dildeep Singh Sethi, Managing Director of the Company from time to time during his tenure. However, his total remuneration shall not exceed 10% Per Annum and subject to the limit admissible under the Companies Act, 1956. None of the Directors except Mr. Dildeep Singh Sethi is interested in this resolution.

This should be considered as a abstract of the terms of the appointment of Shri Dildeep Singh Sethi as Managing Director of the Company and a Memorandum as to the nature of the concern or the interest of the Directors in the said appointment as required under Section 302 of the Companies Act, 1956.

**Details of the Directors seeking appointment/ re-appointment in Annual General Meeting fixed on 30th September, 2008. (In Pursuance of Clause 49 of the Listing Agreement)**

<b>Name of Directors</b>	<b>Mr.D. S. Sethi</b>
Date of Birth	06/01/1964
Date of Appointment	Promoter Director
Expertise in specific Functional area	Industrialist
Qualifications	B. Sc (G)
Chairman /Member of the committee of the Board of Directors of the company.	Chairman of 1) The Board of Directors of Jauss Polymers Ltd. 2) Shareholders/Investors Grievance Committee 3) Share Transfer Committee
Chairman/Member of the Committee of the Board of Directors of other company	M/s. Darsh Polymers Pvt. Ltd M/s. Auram Builders Pvt. Ltd
<b>Name of Director</b>	<b>Mr.DEBASHISH BHATACHARYA</b>
Date of Birth	28/06/1962
Date of Appointment	28/12/2001
Expertise in specific Functional area	20 Years Accounts & Finance
Qualifications	B.Com
Lists of Outside Directorship held	NIL
Chairman /Member of the committee of the Board of Directors of the company.	Chairman of Shareholders/Investors Grievance Committee
Chairman/Member of the Committee of the Board of Directors of other company	NIL


**CORPORATE GOVERNANCE REPORT OF JAUSS POLYMERS LTD**  
**for the year ended 31st March , 2008 .**
**1. Philosophy of Corporate Governance**

The Company philosophy of Corporate Governance is to enhance the long term shareholders value, achieve operational efficiencies and business results in all areas of company's operations, with compliance of all statutory and regulatory provisions .The believes in transparency, openness and disclosure of information consistent with the business environment in which the company operates

**2. Composition of Board**

The Board of Directors of the Company consists of Executive, Non-executive and Independent Directors. The Composition of the Board of Directors of the Company as on 31st March 2008 was as under: -

S.NO.	NAME	STATUS	Other Directorship/ Comm. Membership
1	Sh.Dildeep Singh Sethi	Managing Director	Director DARSH POLYMERS LTD.
2	Sh.D. Bhattacharya	Non-Executive & Independent Director	NIL
3	Sh. Manoj Pandey	Non-Executive & Independent Director	NIL
4	Sh.Kamal Mehra	Non-Executive & Independent Director	NIL

**(a) Directors Attendance at Board Meetings(From 01.07.07 to 31.03.08)**

Ten Board Meetings were held during the period under review. These Meetings were held on 30<sup>th</sup> July, 2007, 24 September, 2007, 30<sup>th</sup> October, 2007, 4<sup>th</sup> December, 2007 30 January 2008, The attendance of Directors at the above meetings was as following:-

Name	No. of Board Meetings Attended	Attended Last AGM
Sh. Dildeep Singh Sethi	5	YES
Sh. D. Bhattacharya	5	YES
Sh. Manoj Pandey	5	YES
Sh. Kamal Mehra	5	YES

**As mandated by the revised clause 49 , all the independent Directors on the Company's Board are Non-Executive and:**

Do not have any material pecuniary relationships or transaction s with the Company , its promoters , its Directors, its senior management and associates , which may affect independence of the Directors.

Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.

Have not been Executive of the company in the immediately preceding three Financial years of the Company.

Are not partner or executive of the or were not partner or executive of the Statutory Audit Firm or the Internal Audit Firm and legal Firms ,Consulting Firms , which have association with the Company.

Are not material suppliers, services providers customers or lesser or lessee of the Company, which may affect independence of the Directors

## **J** **JAUSS POLYMERS LTD.** **Twentyth Annual Report**

Are not substantial shareholders of the Company i.e. do not own two percent or more of the block of voting shares.

### **Board Committees**

#### **3. Audit Committee**

The role and the powers of the Audit Committee are as per the provisions of the Companies Act, 1956 and the guidelines in the Listing Agreements with the Stock Exchanges. The Committee meets the statutory / Internal Auditors periodically and reviews the quarterly/ half yearly and Annual Auditors reports on Financial Statements and discusses their findings and suggestions and seeks clarifications thereon.

The Audit Committee comprises of three Directors. Mr. Debashish Bhattacharya, who is non-executive and independent Director, is the Chairman of the Audit Committee. Mr. Manoj Pandey, non-executive independent Director and Mr. Kamal Mehra are the other members of the Committee. The Audit Committee met three times on 30<sup>th</sup> July 2007, 30<sup>th</sup> October 2007, 30<sup>th</sup> January 2008.

The terms of reference of Audit Committee are in conformity with the requirements of the Clause 49 of the listing agreement and also Section 292A of the Companies Act, 1956.

#### **4. Remuneration Committee**

The terms of reference of remuneration Committee consists of reviewing the compensation policy, service agreements and other employment conditions of the Managing Director.

The Company pays managerial remuneration to its Managing Director, the only executive Director, as approved by the Board of Directors, shareholders. The details thereof are given in the note to the Accounts. No remuneration is paid to any other Directors

The Company has constituted a Remuneration Committee Which consists of two Non Executive Independent Directors viz. Shri Debashish Bhattacharya, Shri Manoj Pandey

The details of remuneration paid to Sh. Dildeep Singh Sethi during the period ended on 31. 03. 2008 is given as follows.

NAME	ANNUAL SALARY	PERQUISITES
Sh. Dildeep Singh Sethi	Rs. 7,20,000/-	NIL

No sitting fees was paid to any directors for attending the Board or any Committee Meetings.

#### **5. Shareholders Grievances cum Share Transfer Committee**

The investor / Shareholders grievances Committee deals with various matters relating to transfer/ Transmissions of Shares, issues of duplicate share certificates, Exchange of new Certificates in lieu of old certificates and all other related matters, monitors expeditious redressal of investors grievances and all other matters related to shares.

Mr. Debashish Bhattacharya is the Chairman of the Shareholders Grievances Cum Share Transfer Committee. Mr. Manoj Pandey and Mr. Dildeep Singh Sethi are the Other Members of the Committee. All the complaints have been disposed off to the satisfaction of the shareholders. Moreover, all the valid requests for



share transfer received during the year have been processed within 30 days by the company and no such transfer is pending as on 31.03.2008. MR Abhinakaran Mishra , Company Secretary of the Company is the Compliance Officer of the company. M/s Lekhraj & Associates, practicing Company Secretary during the year 2007-2008 have carried out quarterly Secretarial Audit.

## 6. General Body Meeting

Location and time of last three Annual General Meetings are as under:

Year	Place	Date	Time	No. of Spl. Resolution
2007	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	29.12.2007	9.30 A.M.	Nil
2006	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	29.12.2006	9.30 A.M.	2
2005	F-24, Village Bharthal ,Bijwasan, Pushpanjali Farms New Delhi-61	30.09.2005	9.30 A.M.	NIL

- A) Whether Special Resolution were put through postal ballot last year? No  
 B) Is Special Resolution put through Postal Ballot this year? No

## 7 Disclosures:

1. No transaction was entered by the Company with its promoters, the directors or The management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large.
2. There has not been any non-compliance by the Company and no penalties Or structures have been imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. The Company share was suspended in 2004-2005 from BSE and the efforts are being made to revoke the suspension .
3. Listing Fee of Mumbai Stock Exchange has been paid till the year 2008-2009.

## 8. MEANS OF COMMUNICATION

The Company is not sending half-yearly report to each household of shareholders. The quarterly, half yearly and annual results are generally published by the Company in Millenium Post & Millenium Darpan Delhi. The Company have its WEB Site i.e. [www.jausspolymers.com](http://www.jausspolymers.com). The Company does not display official news releases. The Management Discussion and Analysis Report forms part of this Directors report.

## 9. GENERAL SHAREHOLDER INFORMATION

### Annual General Meeting to be held:

- Date and Time : 30th September 2008 at 9.30 A.M.  
 Venue : Sanatan Dharam Manadir  
 Moti Nagar, New Delhi-110015



# **JAUSS POLYMERS LTD.**

## **Twentyth Annual Report**

### **10. Financial Calender 2008-2009 (tentative): (Unaudited Financial Results)**

Results for the quarter ending 30 <sup>th</sup> June 2008	30 <sup>th</sup> July, 2008
Results for the quarter ending Sep.30, 2008	30 October, 2008
Results for the quarter ending Dec 31., 2008	Last week of January, 2009.
Results for the quarter ending March , 2009	Last week of April ,2009

**Book Closure Date** : 29<sup>th</sup> September, 2008 to 3<sup>th</sup> October, 2008

**Dividend Payment Date** : No Dividend has been recommended by the Board of Directors of the Company during the period under review.

### **Listing on Stock Exchange:**

The Company's shares are listed on the Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

### **Delisting Status**

1. Delhi Stock Exchange Ass. Ltd .	Delisting Approval Awaited
2. The Stock Exchange, Ahmedabad	Do
3. The Calcutta Stock Exchange.	Do
4. The Ludhiana Stock Exchange.	Do
5. The Jaipur Stock Exchange.	Do

### **DEMATERERIALISATION OF SHARES**

The Members may please note that till date the Company's share is still in physical form only. The applications for the dematerialisation were submitted to the National Securities Depositories Ltd (NSDL) and the Central Depositories Ltd (CDSL), however both the depositories refused to issue the ISIN NO. which is required to get the equity shares of the Company into Dematerialized Form for the reason best known to them. The company is still pursuing the matter and hopeful to get the shares in Demat form.

**Market Price Data:** During the year under review the shares of the Company were not traded on any stock exchange .

**Performance in Comparison to BSE Sensex, CRISIL index:** Not Applicable

### **Registrar and share Transfer Agent :**

Beetal Financial & Computer Services Pvt Ltd  
Beetal House 3<sup>rd</sup> Floor ,99,Madangir,  
Behind Local Shopping Center ,  
Near Dada Harsukhdas Mandir ,  
New Delhi 110062

**Share Transfer Operations :** Presently Shares received for transfer are transferred within 10-12 days from the date of receipt subject to the documents being valid in all respects. Beetal Financial & Computer Services Pvt Ltd has been appointed as Common Share Transfer Agent for effecting transfer of shares both in physically and electronic form during the year 2007 -2008.


**JAUSS POLYMERS LTD.**  
**Twentyth Annual Report**

SHARES HOLDING OF NOMINAL VALUE OF RS	SHAREHOLDE RS	OLDERS SHARE NUMBER	AMOUNT TO TOTAL(%)	% TO TOTAL IN RS	
UPTO	2500	12049	83.246	15232320	24.001
2501	5000	1701	11.752	6678000	10.522
5001	10,000	457	3.157	3769000	5.939
10,001	20,000	153	1.057	2259000	3.559
20,001	30,000	42	0.290	1063000	1.675
30,001	40,000	13	0.090	499000	0.786
40,001	50,000	7	0.048	314000	0.495
50,001	1,00,000	13	0.090	979000	1.543
1,00,000	& Above	39	0.269	32672180	51.480
<b>TOTAL</b>		<b>14474</b>	<b>100.00</b>	<b>63465500</b>	<b>100.00</b>

**Distribution of Shareholders as on 31.03.2008:**

**Dematerialisation :** The shares of the company are in physical form and steps are being taken to get establish the connectivity with NSDL&CDSL

**Outstanding GDRs / ADRs /Warrants or any Convertible Instruments.:** Not Applicable

**Plant Location:**

Plant -I	Plant -II
Chanaloh Kurali	Baddi, Himachal Pradesh
Dist. Ropar, Pujab (India)	(India)

**Address for Correspondence:**

The Investors may address their Communication/ Grievances /queries/suggestions to:

<b>Registered Office</b>	1308, Vikrant Tower, Rajendra Place , New Delhi-110008
<b>Corporate Office</b>	1308, Vikrant Tower, Rajendra Place New Delhi-110008

The above report was placed before the Board at its meeting held on 4<sup>th</sup> September, 2008 and the same was approved.

**For JAUSS POLYMERS LTD**

PLACE New Delhi  
DATE 4th September 2008

**(DILDEEP SINGH SETHI)**  
**Managing Director**