

24TH
ANNUAL REPORT
2011-2012

JAUSS POLYMERS LIMITED

BOARD OF DIRECTORS

Dildeep Singh Sethi
Chairman and Managing Director

Kamal Singh Mehra
Non Executive Independent Director

Debashish Bhattacharya
Non Executive Independent Director

AUDITORS

V. K. Dhingra & Co.
Chartered Accountants
E-1/15, Jhandewalan
New Delhi-110055

INTERNAL AUDITORS

H. Kumar & Associates

REGISTERED OFFICE

4A/35 ,Old Rajinder Nagar,
New Delhi-110060

WORKS :

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

JAUSS POLYMERS LTD.

Regd Office: 4A/35 OLD RAJINDER NAGAR NEW DELHI, 110060

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of Jauss polymers Ltd., will be held on Thursday, 27th December, 2012 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 fifteen months as ended on 30th June, 2012 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. Kamal Singh Mehra, Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company to hold office from the Conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors, M/s. V.K. Dhingra & Co., Chartered Accountants, New Delhi retire at this Annual General Meeting and being eligible, offer themselves for reappointment.

By the Order of Board

Place New Delhi
Date: 29th November, 2012
Regd Office:
4A/35 OLD RAJINDER NAGAR
NEW DELHI, 110060

(Dildeep Singh Sethi)
Managing Director

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 26/12/2012 to 29/12/2012 (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.
7. The Company has paid the Listing Fees for the year 2012-2013 to The Bombay Stock Exchange Limited at which the Company's securities are presently listed.

JAUSS POLYMERS LTD.

Regd Office: 4A/35 OLD RAJINDER NAGAR NEW DELHI, 110060

Details of the Directors seeking appointment/ re-appointment in Annual General Meeting fixed on 27th December, 2012. (In Pursuance of Clause 49 of the Listing Agreement)

Name of Directors	Mr. Kamal Singh Mehra
Date of Birth	01.10.1971
Date of Appointment	19/01/2011
Expertise in specific Functional area	16 Years Administration
Qualifications	Graduate
Lists of Outside Directorship held	NIL
Chairman /Member of the committee of the Board of Directors of the company.	Member of 1. Audit Committee 2. Shareholders/Investors Grievance Committee
Chairman/Member of the Committee of the	NIL

JAUSS POLYMERS LTD.

Regd Office: 4A/35 OLD RAJINDER NAGAR NEW DELHI, 110060

DIRECTORS' REPORT

TO THE MEMBERS

JAUSS POLYMERS LIMITED.

Your directors hereby present the 24th Annual Report together with the Audited Accounts of the company for the Period of Fifteen Months ended on 30.06.2012.

1. FINANCIAL PERFORMANCE

PARTICULARS	(Rs. in Lacs)	
	30.06.2012 (CURRENT YEAR) 12 MONTHS	30.06.2011 (PREV YEAR) 15 MONTHS
INCOME		
Revenue from operation	413.23	757.81
Other Income	2.15	2.58
Total Income	415.38	760.39
EXPENDITURE		
Material Cost	5.08	85.16
Administrative, Selling & Other Expenses	243.50	365.71
Payment & Benefits to Employee	105.04	164.36
Total	353.63	615.24
Profit Before Depreciation & Interest	61.75	145.15
Less: Depreciation	(57.42)	(79.20)
Less: Interest & Financial Charges	(10.14)	(5.45)
Earning before Tax & Extraord. Adj.	(5.81)	60.50
Extraordinary items / Prior Period adj.	23.09	174.44
Earning before Tax	17.28	234.94
Less: Provision for F.B.T.	—	—
E.A.T.	17.28	234.94

2. OPERATIONS:

As it appears from the figures given above that your Company maintained the trend of higher production and sales and the capacity utilization were maintained close to the maximum level. The total turnover for the period ended on 30.06.2012 was Rs. 413.23 Lacs as compared to Rs. 757.81 for the preceding Financial Year and the net profit before depreciation & Financial Charges was Rs. 61.75 Lacs as compared to Rs. 145.15 Lacs for the previous year. Also With regard to Sales and the customers satisfaction, your company continues to enjoy support from the customers due to the excellent quality of its products from the Unit situated at Baddi . The Company's thrust is to increase the domestic market share and to explore the profitable export possibilities.

3. FUTURE OUTLOOK:

As it appears from the figures given above that your Company maintained the trend of higher production and sales and the capacity utilization were maintained close to the maximum level. The total turnover for the period ended on 30.06.2012 was Rs. 413.23 Lacs as compared to Rs. 757.81 for the preceding Financial Year and the net profit before depreciation & Financial Charges was Rs. 61.75 Lacs as compared to Rs. 145.15 Lacs for the previous year. Also With regard to Sales and the customers satisfaction, your company continues to enjoy support from the customers due to the excellent quality of its products from the Unit situated at Baddi . The Company's thrust is to increase the domestic market share and to explore the profitable export possibilities.

4. INSURANCE

All the Properties of the Company including its buildings Plant & Machinery and stocks are adequately insured

5. BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr. Kamal Singh Mehra, Director who will be retiring by rotation, being eligible offers himself for re- appointment.

The Brief resume of the Director seeking re-appointment at this Annual General Meeting alongwith his expertise and other details as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges are given in the Annexure to the Notice Convening the 24th Annual General Meeting.

None of the Directors of the Company is disqualified as per provisions of Section 274(1)(g) of the Companies Act, 1956. The Directors have made necessary disclosures as required under various provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

6. CORPORATE GOVERNANCE REPORT

Your Directors reaffirms their continued commitment to good Corporate Governance practices . Your Company adheres to all major stipulations laid down in this regard , as provided in Clause 49 of the Listing Agreement entered into with the Stock Exchanges which relates to Corporate Governance. Report on Corporate Governance along with the Certificate from the Practicing Company Secretary M/s Lekhraj Bja & Co. certifying the due compliance with the said requirements, forms the part of this report.

7. DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956.

On the basis of the compliance certificate received from the concerned executive of the Company , subject to the disclosures in the Annual Accounts and also on the basis of the discussions with the Statutory Auditors of the Company from time to time Your directors hereby confirm:

- i) that in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and
- iii) 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 or loss of the company for that period. that the directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- iv) That the directors had prepared the annual accounts on a going concern basis.

8. FIXED DEPOSITS:

During the period under review the Company has not accepted / renewed . any Fixed Deposits within the meaning of Section 58A of the Companies Act, 1956.

9. LISTING ON STOCK EXCHANGE

The Companies Share continues to be listed on Mumbai Stock Exchange and the Annual Listing Fees has been paid uptill 2012-13. Your Company initiated necessary action to delist its equity shares from the Ludhiana, Delhi, Jaipur and Kolkatta Stock Exchanges pursuant to the Special Resolution passed at the Annual General Meeting held on 30.09.2004 and the same is still under consideration by them.

10. INTERNAL CONTROL SYSTEMS

The Company has an effective system of accounting and administrative controls which ensure that all assets of the company are safe guarded and protected against loss from unauthorized use or disposition. The Company has a well defined organizational structure with clear functional authority limits for the approval of all the transactions.

JAUSS POLYMERS LTD.

Regd Office: 4A/35 OLD RAJINDER NAGAR NEW DELHI, 110060

The company has a strong reporting system, which evaluates and forewarns the management on issues related to compliance. The performance is regularly reviewed by the Board of Directors and the Audit Committee to ensure that it is in keeping with the overall corporate policy and in line with the Companies objectives.

11. AUDITORS

M/s V.K. Dhingra & Co., Chartered Accountants, the Auditors of the Company hold office until the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The necessary certificate as required u/s 224 (2B) of the Companies Act, 1956 has been received from the above named auditors.

12. PARTICULARS OF EMPLOYEES U/S 217 (2A) OF THE COMPANIES ACT, 1956.

During the year under review, no employee whether employed for the whole year or part of the year, was drawing remuneration exceeding the limits as laid down under section 217(2A) of the Companies Act, 1956. Therefore, the information as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not required to be given.

13. CEO/CFO Certificate

As required by the Clause 49 of the Listing Agreement, the CEO/CFO certificate on the accounts is attached and forms part of the Annual Report.

14. CASH FLOW STATEMENT

Cash Flow Statement in accordance with Accounting Standard (AS-3) issued by the Ministry of Corporate Affairs also forms the part of this report.

15. PERSONNEL

The industrial relations scenario continued to be stable during the year under review. The Company has been taking various initiatives for the HR development and this continues in this ensuing year as well.

16. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS Rs. Nil (P.Y. Rs. Nil) AND OUT-GO. Rs. 1,37,690/- (P.Y. Rs. Nil)

The information pertaining to the captioned areas are briefed in the ANNEXURE to this report.

17. APPRECIATION

Your Directors wish to place on record their appreciation for the valued Co-operation and assistance extended by various Government Agencies, Bankers of the Company, IDBI, loyal & dynamic executive staff and other workers of the Company. The Board also takes this opportunity to express its deep gratitude for the continuous support received from the shareholders of the Company.

18. DECLARATION REGARDING COMPLIANCE BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed their COMPLIANCE WITH THE Code of Conduct laid down by the Board of Directors of the Company as on 30th June, 2012.

This CERTIFICATE IS BEING GIVEN IN Compliance with the Requirements of Clause 49(1)(D) of the Listing Agreement entered into with the Stock Exchanges.

For and on behalf of the Board

Place : New Delhi
Date : 29.11.2012

(Dildeep Singh Sethi)
Managing Director

JAUSS POLYMERS LTD.

Regd Office: 4A/35 OLD RAJINDER NAGAR NEW DELHI, 110060

CORPORATE GOVERNANCE REPORT OF JAUSS POLYMERS LTD. for the year ended 30th JUNE, 2012.

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 Of Directors (As on 30.06.2012)

The Composition of the Board of Directors of the Company is in line with Clause 49 of the Listing Agreement, it has one Managing Director and two Non Executive Independent Directors. The Composition of the Board of Directors of the Company as on 30th June, 2012 was as under :-

S. NO.	NAME	STATUS	Number of Directorship/ Held in Other Companies
1	Sh. Dildeep Singh Sethi	Promoter & Managing Director	2
2	Sh. D. Bhattacharya	Non-Executive Independent Director	NIL
3	Sh. Kamal Mehra	Non-Executive Independent Director	1

(a) Details of Board Meetings

Six Board Meetings were held during the period under review. These Meetings were held on 30th July 2011, 15th September, 2011, 21st October, 2011, 31st October, 2011, 31st January 2012, 9th, May 2012.

Name	No. of Board Meetings Attended	Attended Last AGM
Sh. Dildeep Singh Sethi	06	YES
Sh. D. Bhattacharya	06	YES
Sh. Kamal Singh Mehra	06	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 transactions 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

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 Audit Committee comprises of two members viz. Mr. Debashish Bhattacharya, who is non-executive and independent Director, is the Chairman of the Audit Committee. Mr. Kamal Singh Mehra, non-executive independent Director is the other member of the Audit Committee. The Audit Committee met Six times on 30th April 2011, 30th July 2011, 3rd September, 2011, 30th October 2011, 30th January 2012 and 30th April, 2012.

JAUSS POLYMERS LTD.

Regd Office: 4A/35 OLD RAJINDER NAGAR NEW DELHI, 110060

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 Director

The Company has constituted a Remuneration Committee Which consists of two Non Executive Independents Directors viz. Shri Debashish Bhattacharya, Shri Kamal Singh Mehra

The details of remuneration paid to Sh. Dildeep Singh Sethi during the period ended on 30.06.2012 is given as follows.

NAME	ANNUAL SALARY	PERQUISITES
Sh. Dildeep Singh Sethi	Rs.9,00,000/-	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. Kamal Singh Mehra 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 30th June, 2012. Mr Dildeep Singh Sethi, Managing Director of the Company is the Compliance Officer of the company.and M/s Lekhraj & Associates, practicing Company Secretary during the year 2010-11 have carried out quarterly Secretarial Audit.

6. Subsidiary Companies

The Company does not have any subsidiary Company

7. Compliance Certificate

Compliance Certificates for Corporate Governance from M/s Lekhraj & Associates, Secretarial Auditor of the Company is annexed herewith.

8. General Body Meeting

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

Year	Place	Date	Time	No. of Resolution
2011	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	30.12.2011	4.30 P.M.	Nil
2010	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	30.09.2010	9.30 A.M.	Nil
2009	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	30.09.2009	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

9. Disclosures:

a. Related Party Transactions

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.

JAUSS POLYMERS LTD.

Regd Office: 4A/35 OLD RAJINDER NAGAR NEW DELHI, 110060

b. Penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority

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. However, the Company's share has been suspended by the Bombay Stock Exchange in the Financial year 2004-05 and the efforts are being made to revoke the suspension and the Company is quite hopeful of the revocation of suspension at the earliest.

c. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent possible.

d. Proceeds from the issue of Equity Shares/ Warrants/ FCCBs

During the year under review the Company has issued 1,00,000 Equity Shares.

e. Management Discussion and Analysis

A Management Discussion Analysis Report forms part of this Annual Report and includes discussions on various matters specified under Clause 49 (IV)(F) of the Listing Agreement.

f. Particulars Of Directors to be appointed/re-appointed

Information pertaining to particulars of Directors to be appointed and re-appointed at the forthcoming Annual General Meeting is being included in the Notice convening the Annual General Meeting.

g. Disclosures of Risk Management

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A Risk Management Committee consisting of senior Executives of the Company periodically reviews these procedures to ensure that executive management controls risk through properly defined framework. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Audit Committee and the Board.

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 Millennium Post & Millennium Darpan Delhi. The Company has its WEB Site i.e. 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	: 27th December 2012 at 9.30 A.M.
Venue	: Sanatan Dharam Mandir Moti Nagar, New Delhi-110015

10. Financial Calendar 2012-2013 (tentative)

(Unaudited Financial Results)

Results for the quarter ending 30th June 2012	30th July, 2012
Results for the quarter ending Sep.30, 2012	30 October, 2012
Results for the quarter ending Dec 31, 2012	Last week of January, 2013.
Results for the quarter ending March, 2013	Last week of April, 2013
Book Closure Date	: 26th December, 2012 to 29th December, 2012
Dividend Payment Date :	No Dividend has been recommended by the Board of Directors of the Company during the period under review.