

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of Jauss Polymers Limited will be held on Monday, the 23rd day of December, 2013 at Sanatan Dharam Mandir, Moti Nagar, New Delhi - 110019. at 9:30 A.M. to transact the following business.

ORDINARY BUSINESS

1. ADOPTION OF ACCOUNTS

To receive, consider and adopt the audited Financial Statements of the Company for the year ended 30th June, 2013.

2. APPOINTMENT OF STATUARY AUDITOR

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

“RESOLVED that M/s. BGJC & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company, to hold office of Statutory Auditors For the Financial Year 2013-14, at a remuneration to be determined by the Board of Directors of the Company (which term includes its Committee) in consultation with the Auditors in addition to out-of pocket expenses as may be incurred by them during the course of Audit”.

SPECIAL BUSINESS

3. APPOINTMENT OF MR. UPENDRA DATT TRIPATHI AS DIRECTOR

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

“RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Upendra Datt Tripathi, who was appointed as an Additional Director, by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along pursuant to the provisions of Section 257 of the Companies Act, 1956 from a Member signifying his intention to propose Mr. Upendra Datt Tripathi, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

4. APPOINTMENT OF MR. UPENDRA DATT TRIPATHI AS MANAGING DIRECTOR

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

“RESOLVED that pursuant to Sections 198, 267, 268, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof, provisions of Articles of Association of the Company and subject to approval from the Central Government, if required, approval of the Company be and is hereby accorded for appointment of Mr. Upendra Datt Tripathi as “Managing Director “ of the Company effective from July 1st, 2013, for the 05 years i.e till June 30th, 2018 and payment of remuneration to Mr. Upendra Datt Tripathi, for a period of 5 years w.e.f. 1st July, 2013, as recommended by the Employees Compensation Committee and as set out in the Explanatory Statement attached to the notice of this Annual General Meeting.”

“RESOLVED FURTHER that pursuant to Section 198 and other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Mr. Upendra Datt Tripathi.”

I. REMUNERATION

(a) Salary

Upto ₹ 40,000 per month.

(b) Commission

Such remuneration by way of commission not exceeding 3% of net profits of the Company in addition to the salary, perquisites and allowances, subject to the overall ceiling stipulated in Sections 198 and 309 of the Companies Act, 1956. The specific amount payable will be decided by the Board of Directors based on certain criteria and will be payable only after the Annual Accounts of the Company have been adopted by the members of the Company.

(c) Perquisites

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule XIII of the Companies Act, 1956, as amended from time to time. The perquisites shall be evaluated etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

(d) Housing

House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

(e) Car/Telephone

Car with driver for use on company's business and telephone/telefax facilities. The aforesaid remuneration will be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

5. APPOINTMENT OF MR. ARUN RAMGOPAL MEHRA AS DIRECTOR

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

"RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Arun Ramgopal Mehra, who was appointed as an Additional Director, by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along pursuant to the provisions of Section 257 of the Companies Act, 1956 from a Member signifying his intention to propose Mr. Arun Ramgopal Mehra, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

6. APPOINTMENT OF MR. KETINENI SAYAJI RAO AS DIRECTOR

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

"RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ketineni Sayaji Rao, who was appointed as an Additional Director, by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along pursuant to the provisions of Section 257 of the Companies Act, 1956 from a Member signifying his intention to propose Mr. Ketineni Sayaji Rao, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

7. APPOINTMENT OF MR. KRISHNASWAMY MOHANRAJ MADURAI AS DIRECTOR

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

"RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Krishnaswamy Mohanraj Madurai, who was appointed as an Additional Director, by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along pursuant to the provisions of Section 257 of the Companies Act, 1956 from a Member signifying his intention to propose Mr. Krishnaswamy Mohanraj Madurai, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

8. EMPLOYEES LOAN SCHEME U/S 185 OF COMPANIES ACT, 2013

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

"RESOVLED THAT pursuant to Section 185 of the Companies Act, 2013 and subject to the approval of such other authorities, if any required from time to time, consent of the members of the Company be and is hereby accorded to launch a scheme of loan for all its employees whose names are mentioned on employee muster roll of the Company, as per the terms & Conditions laid down in the agreement between the Company and its employees.

For and on behalf of the Board
Jauss Polymers Limited

Place : New Delhi
Date : 29.11.2013

Sd/-
Srikant Upadhyay
(Company Secretary)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED, WHICH MUST BE SUBMITTED WITH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, December 18th, 2013 to Monday, December 23rd, 2013 (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. Members holding shares in physical form are requested to dematerialise their shares. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. The Company has paid the Listing Fees for the year 2013-2014 to The Bombay Stock Exchange Limited at which the Company's securities are presently listed.
9. Members are requested to intimate any change in address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts for shares held in the electronic mode or to the Company's Registrar's & Share Transfer Agents if the shares are held in the physical form.

M/s Beetal Financial & Computer Services (P) Ltd.

99, 3rd Floor, Madangir, Bhnd Local Shopping Centre,
New Delhi - 11006

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 AND SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Mr. Upendra Datt Tripathi was appointed as Additional Director of the Company w.e.f January 7th, 2013 and re-designated as Managing Director of Jauss Polymers Limited for a period of 5 years from July 1st, 2013. Mr. Upendra Datt Tripathi is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Companies Act, 1956, confirming his eligibility for such appointment. Considering his vast experience, his presence on the Board will be of immense value to the Company.

Salary & other perquisite paid to Mr. Upendra Datta Tripathi is as below;

I. REMUNERATION

(a) Salary

Upto ₹ 40,000 per month.

(b) Commission

Such remuneration by way of commission not exceeding 3% of net profits of the Company in addition to the salary, perquisites and allowances, subject to the overall ceiling stipulated in Sections 198 and 309 of the Companies Act, 1956. The specific amount payable will be decided by the Board of Directors based on certain criteria and will be payable only after the Annual Accounts of the Company have been adopted by the members of the Company.

(c) Perquisites

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule XIII of the Companies Act, 1956, as amended from time to time. The perquisites shall be evaluated etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

(d) Housing

House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

(e) Car/Telephone

Car with driver for use on company's business and telephone/telefax facilities. The aforesaid remuneration will be subject to the limit of 5% of the net profits as laid down under sub-section(3) of section 309 of the Companies Act, 1956.

The resolution as set out at in item No.4 of this Notice is accordingly commended for your acceptance.

Except Mr. Upendra Datt Tripathi, none of the Directors are interested or concerned in this Resolution.

Item No. 5

Mr. Arun Ramgopal Mehra, was appointed on the Board of the Company as an Additional Director w.e.f. January 7th, 2013. Mr. Arun Ramgopal Mehra as an Additional Director, shall hold office upto the date of this Annual General Meeting. The approval of Members is being sought for appointment of Mr. Arun Ramgopal Mehra as Director, liable to retire by rotation.

Your Directors recommend the Resolution for approval of the Members.

Item No. 6

Mr. Ketineni Sayaji Rao, was appointed on the Board of the Company as an Additional Director w.e.f. July 15th, 2013. Mr. Ketineni Sayaji Rao as an Additional Director, shall hold office upto the date of this Annual General Meeting. The approval of Members is being sought for appointment of Mr. Ketineni Sayaji Rao as Director, liable to retire by rotation.

Your Directors recommend the Resolution for approval of the Members.

Item No. 7

Mr. Krishnaswamy Mohanraj madurai, was appointed on the Board of the Company as an Additional Director w.e.f. October 11th, 2013. Mr. Krishnaswamy Mohanraj madurai as an Additional Director, shall hold office upto the date of this Annual General Meeting. The approval of Members is being sought for appointment of Mr. Krishnaswamy Mohanraj madurai as Director, liable to retire by rotation.

Your Directors recommend the Resolution for approval of the Members.

Item No. 8

In compliance with Section 185 of Companies Act, 2013, Company introduces a policy of Loan Scheme for its employees. This policy will not be applicable to the employees falling in the category of Officer trainee, Trainee, Part time trainees, clerks, and sub-staff & employees who are also on deputation.

The tenure of repayment is 5 years for all loans except Housing Loan. The tenure of repayment for Housing Loans is 25 years

Vehicle loan can be availed of only for the purposes of purchasing a firsthand vehicle.

Hospitalisation loan can be availed of in case of medical exigencies pertaining to immediate family consisting of spouse, dependent children and dependant parents.

The monthly instalment and interest will be recovered from monthly salary.

The entire loan outstanding will have to be repaid before submission of resignation.

Interest rate @ 25% p.a. will be levied in case the employee leaves the services of the Company before completion of 3 years of services from the date of joining. The 3-year service period would also include probation period.

All existing and new loans will require the beneficiary to provide a “guarantor” who would underwrite the loan in case of default. The employee and the guarantor need to complete the process of signing the ‘Guarantee and Indemnity’ form and also provide adequate income proof of Guarantor. Personal guarantor cannot be an existing employee of the Company.

The requirement of guarantor is as below –

For employees who have spent less than 5 years with the Company in the grades of CFO To GM & DGM To Officer & below: Guarantor to be taken for all kinds of loan for 5 years from the time of disbursal of the loan

For employees in grades of MD/WTG : No Guarantor required.

All loans will be disbursed provided employees have a satisfactory performance rating. The employee loans will be sanctioned and disbursed only on confirmation of service.

These disbursements shall be subject to the Company fulfilling its requirement of obtaining critical information like PAN details, proof of permanent residential address, and copy of driving license and/or passport details.

Sanction of loan will be at the sole discretion of the Management. The abovementioned policy is subject to review by the management from time to time.

For and on behalf of the Board
Jauss Polymers Limited

Sd/-
Srikant Upadhyay
(Company Secretary)

Place : New Delhi
Date : 29.11.2013

DIRECTORS REPORT

TO THE MEMBERS,
JAUSS POLYMERS LIMITED,

Your Directors' are delighted to present 26th Annual Report on the business & operations of the Company together with the Audited Financial Statements & Accounts for the year ended 30th June, 2013.

(Amount in ₹)

Particulars	2012-13	2011-12
Net Sales & Other Income	10,94,52,749	4,15,38,354
Profit before Interest, Depreciation & Tax	1,07,29,284	56,86,635
Financial Charges	30,23,920	5,25,710
Depreciation & Amortisation	72,67,520	57,42,374
Profit before Tax	4,37,844	(5,81,449)
Exceptional Income	15,55,7,706	23,09,827
Tax Expenses	58,53,890	NIL
Net Profit after Tax	1,01,41,660	17,28,378
Earning per equity share	2.19	0.43

2. PERFORMANCE & OPERATION

During the year ended on 30th June, 2013 the net revenue of the Company is ₹ 1094.53 Lacs as against ₹ 415.38 Lacs in the previous year which depicts a growth of 163%. However, the profit has not increased substantially as the company has invested heavily on repairs & maintenance of old machineries and incurred substantial expenditure on business promotion which will yield the results in the year to come.

Keeping in view the aggressive growth strategy of the Company and the growing needs for funds, the Board of Directors of your Company have decided to plough back the profit and thus, not recommended any dividend for the financial year under review.

3. FUTURE OUTLOOK:

The use of the PET in India is continuously increasing in the packaging market and most of the segments are growing steadily. It is estimated that the PET market will double by itself within the next 4 to 5 years. Moreover, we have entered into strategic tie-ups and consequently we have been able to develop various high profile customers such as Dabur India Ltd, Patanjali Ayurvedic, S.C Johnson in addition to our existing business with Wrigleys. The company expects the turnover to be around ₹ 15 cr this year and with a bottom line of around ₹ 1.5 cr. Hence your company is in the process of complete turnaround to a vibrant, and financially healthy company which will be a name to be reckoned with in the PET industry.

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 26th 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 Suresh Kumar & Associates. 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 2013-14. Your Company initiated necessary action to delist its equity shares from the Ludhiana, Delhi, Jaipur and Kolkata 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.

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. DIRECTORS' COMMENT ON AUDITOR QUALIFICATIONS.

1. The company has written off a sum of ₹ 3.6 cr given as an advance to a party for acquisition of land & construction of building. However, the contractor has defaulted according to the terms of contract by not meeting its commitment and the very amount seem to be unrecoverable being unsecured. Hence as a conservative measure the amount was written off. Nevertheless, we are taking all possible measures to recover the amount and we are pleased to inform you that due to effective measures taken , the company has been able to recover a sum of ₹ 1 cr from them which is a post balance sheet event. Further sustained efforts are being made to recover the balance also.
2. The company on the basis of technical evaluation, has amended its method of depreciation and changed from Straight Line Method to a faster Written Down Value Method right from the inception. Consequently, the fixed assets are now presented at its realistic and more conservative value so that accurate position of the company is presented to all stake holders.
3. The balances with all the parties have been reconciled since and there is no major difference with any party.

12. AUDITORS

In compliance with the provision of mandatory rotation of statutory auditor under Companies Act, 2013, M/s BGJC & Co., Chartered Accountants, has been appointed as the Auditors of the Company in place of M/s V.K. Dhingra & Co. To hold office of Auditors until conclusion of the next Annual General Meeting of the Company. The necessary certificate as required has been received from the above named auditors.

13. 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.

14. MD/CFO CERTIFICATE

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

15. 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.

16. 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.

17. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS.

NIL

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 compliances with the Code of Conduct laid down by the Board of Directors of the Company as on 30th June, 2013.

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.

19. APPRECIATION

The Board wishes to express their sincere gratitude for the continued co-operation, encouragement and support extended by the shareholders, financial institutions and bankers of the company. The Board also wishes to express their deep appreciation of the dedicated services of the officers, staff and workers of the company.

For & on behalf of the Board of Directors
Jauss Polymers Limited

Sd/-
Upendra Datt Tripathi
(Managing Director)

Place : New Delhi
Date : 29.11.2013

CORPORATE GOVERNANCE REPORT OF JAUSS POLYMERS LTD. FOR THE YEAR ENDED 30th JUNE, 2013.

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 30.06.2013)

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 Four Non Executive Independent Directors. The Composition of the Board of Directors of the Company as on 30th June, 2013 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	NIL
3	Sh. Kamal Mehra	Non-Executive Independent Director	2
4	Sh. Upendra Datt Tripathi	Non-Executive Independent Director	1
5	Sh. Arun Ramgopal Mehra	Non-Executive Independent Director	3

(a) Details of Board Meetings

Eight Board Meetings were held during the period under review. These Meetings were held on 16th July 2012, 02nd August, 2012, 18th October, 2012, 29th October, 2012, 29th November, 2012, 07th January, 2013, 14th February, 2013, 11th March, 2013.

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
Sh. Upendra Datt Tripathi	04	NO
Sh. Arun Ramgopal Mehra	03	NO

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 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 three 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 and Arun Ramgopal Mehra is the other members of the Audit Committee. The Audit Committee met Four times on 02nd August, 2012, 29th October, 2012, 14th February, 2013, 15th May, 2013.

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 and shareholders of the Company. The details thereof are given in the note to the Accounts. No remuneration is paid to any other Director.

The details of remuneration paid to Sh. Dildeep Singh Sethi, Managing Director of the Company during the period ended on 30.06.2013 is given as follows.

NAME	ANNUAL GROSS SALARY	PERQUISITES
Sh. Dildeep Singh Sethi	₹ 10,20,000/-	NIL

No sitting fee 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, 2013. Mr Srikant Upadhyay is the Company Secretary & Compliance Officer of the company and M/s Suresh Kumar & Associates, practicing Company Secretary during the year 2012-13 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 Suresh Kumar & 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
2011-12	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	27.12.2012	9.30 A.M.	Nil
2010-11	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	30.12.2011	4.30 P.M.	Nil
2009-10	Sanatan Dharam Mandir, Moti Nagar New Delhi-15	30.09.2010	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.

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.