

NOTICE

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

“RESOLVED THAT Mr. Ketineni Satish Rao (DIN 02435513), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

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

“RESOLVED THAT Mr. Ketineni Suchita Rao (DIN 06585213), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

7. Approval of Remuneration of Ms. Ketineni Suchita Rao

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

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Ms. Ketineni Suchita Rao as the Wholetime Director of the Company for the period from 29th September, 2015

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

(a) Period

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

(b) Nature of Duties

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

(c) Remuneration

I. REMUNERATION

(a) SALARY

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

II. PERQUISITES

(a) HOUSING

As per Rules of the Company.

(b) REIMBURSEMENT OF MEDICAL EXPENSES

As per Rules of the Company.

(c) LEAVE TRAVEL CONCESSION

As per Rules of the Company.

(d) PERSONAL ACCIDENT INSURANCE

As per Rules of the Company.

(e) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

As per Rules of the Company.

(f) LEAVE AND ENCASHMENT OF LEAVE

As per Rules of the Company.

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

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

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

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

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

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

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

Place : New Delhi
Date : September 3, 2015

By the order of the Board
For Jauss Polymers Limited

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items nos. 3 to 8 under Special Business of this Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 24th, 2015 to Tuesday, September 29, 2015 (both days inclusive).
4. Members are requested to bring their copy of Annual Report.
5. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
6. 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.
7. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by

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

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

vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

ix) After entering these details appropriately, click on "SUBMIT" tab.

x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii) Click on the EVSN for the relevant Jauss Polymers Limited on which you choose to vote.

xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

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

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

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

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

Item No. 4

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

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

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

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

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

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

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

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

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

ITEM NO. 5

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

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

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

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

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

Item No. 6 & 7

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

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

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

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

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

Item No. 8 :

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

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

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

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

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

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

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

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

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

Place : New Delhi
Date : September 3, 2015

By the order of the Board
For Jauss Polymers Limited

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

DIRECTORS' REPORT

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

ECONOMIC SCENARIO

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

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

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

FINANCIAL DATA

(Amount in ₹)

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

TRANSFER TO RESERVES

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

DIVIDEND

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

MATERIAL CHANGES AND COMMITMENTS

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

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

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

DIRECTORS

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

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

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

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

KEY MANAGERIAL PERSONNEL

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

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