

## **BOARD OF DIRECTORS**

### **Ketineni Sayaji Rao**

Chairman and Director

### **Ketineni Suchita Rao**

Whole Time Director

### **Ketineni Satish Rao**

Director

### **Krishnaswamy M. Madurai**

Non Executive Independent Director

### **Rajani Shirish Ladda**

Non Executive Women Independent Director

## **CHIEF FINANCIAL OFFICER**

Narayan Kumar Mishra

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mukesh Kumar

## **AUDITORS**

### **BGJC & Associates**

#### **Chartered Accountants**

Raj Tower-I, G-1, Alaknanda Community Centre,  
New Delhi-110019

## **BANKERS**

Allahabad Bank

## **REGISTERED OFFICE**

1111, 11th Floor, Chiranjiv Tower 43,  
Nehru Place, New Delhi - 110019

## **WORKS**

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

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## NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the 29th Annual General Meeting of **Jauss Polymers Limited** (the Company) will be held on Friday, September 30, 2016 at 09.00 A.M., at Sanatan Dharam Mandir, Moti Nagar, New Delhi - 110015 for transacting the following business:

## ORDINARY BUSINESS

## 1. To receive, consider and adopt:

- a. The audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon;
- b. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
 "RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s **BGJC & Associates**, Chartered Accountants, (Firm Registration No. 003304N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017.

## SPECIAL BUSINESS

## 2. To increase the Authorised Share Capital:

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

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

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

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

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

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

## 4. Borrowing Powers of the Company

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

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

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

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

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

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

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

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items nos. 2, 3, and 4 under Special Business of this Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made there under, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).
4. Members are requested to bring their copy of Annual Report.
5. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
8. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
9. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
10. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges, hence members are requested to convert their physical share certificates into electronic form.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, **M/s Beetal Financial and Computer Services (P) Ltd.**
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s Beetal Financial and Computer Services (P) Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
13. The Annual Report including Notice of AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is being sent to all members.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sunday, during business hours up to the date of the Meeting.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of the SEBI (LODR) Regulation 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).
16. Mr. Upender Jajoo, Company Secretary in whole-time practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
17. The facility for voting through polling paper shall also be made available at the Annual General Meeting and Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.
18. The Members who have casted their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
19. The instructions for shareholders voting electronically are as under:
  - i) The voting period begins on Tuesday, 27th September, 2016 at 09:00 am and ends on Thursday, 29th September, 2016 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on Shareholders.
- v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

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

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen.
- xi) However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii) Click on the EVSN for the relevant **Jauss Polymers Limited** on which you choose to vote.
- xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016 may follow the same instructions as mentioned above for e-Voting.
  - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

##### Item No. 2

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

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

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

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

##### Item No. 3

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

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

The Board recommends the resolutions for approval of the shareholders.

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

##### Item No. 4

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

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

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

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

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

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

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

**DIRECTORS' REPORT**

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

**FINANCIAL DATA**

(Amount in Lacs)

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

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

**PERFORMANCE**

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

**TRANSFER TO RESERVES**

Your Company proposes not to transfer any amount to the General Reserve. The Company proposes to retain Rs. 316.60 lakh in the Profit and Loss account.

**DIVIDEND**

Your Board has deferred for the time being, the decision to recommend any Dividend for the Financial Year 2015-16.

**MATERIAL CHANGES AND COMMITMENTS**

Your Company has received a Public Announcement dated May 6, 2015 from D & A Financial Services (P) Limited ("Manager to the Offer") on behalf of M/s Innovative Tech Pack Limited and Mr. Ketineni Sayaji Rao ("Acquirer") to the shareholders of the Company to acquire 12,02,650 equity shares of face value Rs.10/- each constituting 26% of Issued and Subscribed Capital and Voting Capital of the Target Company, which is your Company, in accordance with Regulation 3(1) and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations"). This Public Announcement was made pursuant to and in compliance with Regulations 13 (1) and 15(1) of the SEBI (SAST) Regulations, 2011.

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

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary or an associate company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013 ("Act") respectively, as on March 31, 2016.

**DIRECTORS**

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

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

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

**DIRECTORS' RESPONSIBILITY STATEMENT**

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

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

**KEY MANAGERIAL PERSONNEL**

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

- a. Mr. Ketineni Sayaji Rao – Chairman and Managing Director
- b. Mr. Narayan Kumar Mishra – Chief Financial Officer
- c. Ms. Abha Garg – Company Secretary\*
- d. Mr. Mukesh Kumar-Company Secretary\*\*

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

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

**NUMBER OF BOARD MEETINGS**

Eleven meetings of the Board of Directors of your Company were held during the year under review.

**EVALUATION OF BOARD PERFORMANCE**

Pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") as per applicable provisions of SEBI (Listing Obligation and Disclosure requirements) Regulations 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the diversity of the Board, effectiveness of the board processes, information and functioning etc.

The performances of the committees were evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees and effectiveness of the committee meetings etc. The performance of the individual directors was reviewed on the basis of the criteria such as contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

The performances of non-independent directors, Board as a whole and of the Chairman were evaluated in a separate meeting of Independent Directors after taking into account the views of executive directors and non-executive directors.



**INTERNAL FINANCIAL CONTROL**

The Company has in place an established internal control system to ensure proper recording of financial & operational information, compliance of various internal controls and other regulatory/statutory compliances. All Internal Audit findings and control systems are periodically reviewed by the Audit Committee of the Board of Directors, which provides strategic guidance on Internal Controls.

**STATUTORY AUDITORS**

M/s. BGJC & Associates, Chartered Accountants (Firm Registration No. 003304N) are proposed to be rectification as the Statutory Auditors of the Company in the ensuing 29<sup>th</sup> Annual General Meeting of the Company to be held on September 30, 2016, to hold the office till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company, subject to the ratification of shareholders at every Annual General Meeting.

**DEPOSITS**

No disclosure or reporting is required in respect of deposits covered under Chapter V and other applicable provisions of the Companies Act, 2013, as there were no transactions in respect of the same during the year under review.

**RISK MANAGEMENT**

There is a continuous process of identifying / managing risks through a Risk Management Process. The measures used in managing the risks are also reviewed. The risks identified by the Company broadly fall in the category of operational risk, regulatory risk, financial & accounting risk & foreign currency related risks. The risk management process consists of risk identification, risk assessment, risk monitoring & risk mitigation. During the year, measures were taken for minimization of risks and the Board was informed from time to time. In the opinion of the Board, none of the said risks which have been identified may threaten the existence of the Company.

**AUDIT COMMITTEE**

The Audit Committee of the Company consists of Mr. Krishnaswamy Mohanraj Madurai, Chairman, Ms. Rajani Shirish Ladda and Mr. Ketineni Sayaji Rao as members. The Board of Directors of your Company has revised its terms of reference to make it in line with the requirements of Section 177 of the Companies Act, 2013 and regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is enclosed as Annexure - A, and forms part of this Report.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as Annexure B1 and forms part of this report. A statement showing details pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure – B2 and forms part of this Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186**

The Company has not made any investments in securities of other body corporate(s) during the financial year 2015-16

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All related party transactions are in ordinary course of business and at arm's length, which are not material in nature. All related party transactions are with the approval of the Audit Committee and periodically placed before the Board for review.

The prescribed Form AOC-2 is enclosed as Annexure – C, and forms part of this Report.

**EXTRACT OF ANNUAL RETURN**

The details forming part of Extract of Annual Return in prescribed form MGT-9 is enclosed as Annexure - D and forms part of this Report.

**SECRETARIAL AUDIT**

The Board has appointed **M/s Upender Jajoo & Associates, Company Secretaries**, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year 2015-16 is enclosed herewith as Annexure - E and forms part of this Report. The Secretarial Audit Report does not contain any qualifications, reservation or adverse remark.

**CODE OF CORPORATE GOVERNANCE**

Pursuant to the Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 a detailed Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report are enclosed, and form part of this report.

**DISCLOSURE REQUIREMENTS**

1. Policy on materiality of related party transactions and dealing with related party transactions is available on the website of the Company.
2. The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns, which is available on Company's website [www.jausspolymers.com](http://www.jausspolymers.com). The provisions of this policy are in line with the provisions of Section 177(9) of the Companies Act, 2013 and the Regulation 22 of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015.
3. The Company's Remuneration Policy is enclosed as Annexure - F and forms part of this Report.
4. There were no significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. During the year under review, there were no cases reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**ACKNOWLEDGEMENT**

The Directors wish to acknowledge and thank the Central and State Governments and all regulatory bodies for their continued support and guidance. The Directors thank the shareholders, customers, business associates, Financial Institutions and Banks for the faith reposed in the Company and its management.

The Directors place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

For on behalf of the Board

Sd/-

**Ketineni Sayaji Rao**

Chairman & Managing Director  
(DIN.: 01045817)

Place : New Delhi  
Date : 05.09.2016