

JAUSS POLYMERS LIMITED

CIN: L74899HR1987PLC066065

Corporate Office: 801-802, 8th Floor, Tower-2, Assotech Business Cresterra, Sector-135, Noida-201301

Registered Office: Plot No 51, Roz Ka Meo Industrial Area, Sohna, Gurugram-122103

Website: www.jausspolymers.com, Email: response@jausspolymers.com

Tele. No.: 0120-7195236-239

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules"), **Jauss Polymers Limited** (the "Company") is seeking consent of its Members for the Special Businesses to be transacted through Postal Ballot, which includes voting by electronic means for the following items:

1. **Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013;**
2. **Approval of related party transaction under Section 188 of the Companies Act, 2013;**
3. **Alteration in the Main Object clause of the Memorandum of Association;**
4. **Adoption of new set of Memorandum of Association;** and
5. **Adoption of new set of Articles of Association of the Company.**

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended along with the Postal Ballot Form for your consideration.

Mr. Upender Jajoo, Practicing Company Secretary, has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the back of the Postal Ballot Form and return the form duly completed in all respects in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer by **Saturday, March 10, 2018, before 5.00 p.m.** Please note that any Postal Ballot Form(s) received after the said date will be treated as if no reply has been received from the member.

E-Voting

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation,

2015 and provisions of Section 110 of the Act read with the Rules, e-voting facility is being provided to all the members which would enable them to cast their votes electronically.

The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing the e-voting facility through its platform.

The process and manner for e-voting is provided in the notice. In case a member votes through e-voting facility, he/ she is not required to vote through Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/ her vote through Postal Ballot Form, the vote cast through e-voting shall be considered and the voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting will commence on **Friday, February 09, 2018 at 9.00 a.m and will end on Saturday, March 10, 2018 at 5.00 p.m.**

The results, together with the Scrutinizer's Report, will be announced by the Chairman on **Monday, March 12, 2018** at the Corporate office of the Company and will be displayed on the website of the Company i.e., www.jausspolymers.com and also on the website of CDSL i.e., www.evotingindia.com, besides being communicated to **BSE Limited** on which the shares of the Company are listed.

RESOLUTIONS PUT THROUGH POSTAL BALLOT

Item No. 1: Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sale and transfer of the Company's manufacturing unit located at Plot No. 14-15,

HPSIDC Industrial Area, Davni, Solan, Himachal Pradesh along with all its employees, assets and liabilities, as a going concern and by way of a slump sale to “**Innovative Tech Pack Limited**”, a related party within the meaning of Section 2(76) of the Companies Act, 2013 for a lump sum consideration of [INR 3,70,00,000(Indian Rupees Three Crores and Seventy Lakhs Only)].

RESOLVED FURTHER THAT the Board of Directors (which expression shall include any Committee constituted or to be constituted) be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matter, take necessary steps it may in its absolute discretion deem necessary, desirable or expedient to give effect to the foregoing resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Item No.2: Approval of related party transaction under Section 188 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) and Rule 15(3)(a)(ii) of the Companies (Meetings of the Board and its Powers) Rules, 2014(including any statutory modification or re-enactment or amendment thereof for the time being in force) and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary and subject to such terms and conditions as may be imposed by them, if any,

approval of the Members be and is hereby accorded for sale and transfer of the Company’s manufacturing unit located at Plot No. 14-15, HPSIDC Industrial Area, Davni, Solan, Himachal Pradesh, along with all its employees, assets and liabilities, as a going concern and by way of a slump sale to “**Innovative Tech Pack Limited**”, a related party within the meaning of Section 2(76) of the Companies Act, 2013 for a lump sum consideration of [INR 3,70,00,000 (Indian Rupees Three Crores and Seventy Lakhs Only)].

RESOLVED FURTHER THAT the Board of Directors (which expression shall include any Committee constituted or to be constituted) be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matter, take necessary steps it may in its absolute discretion deem necessary, desirable or expedient to give effect to the foregoing resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Item No. 3: Alteration in the Main Object clause of the Memorandum of Association.

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

“**RESOLVED THAT** pursuant to the provisions of the Section 13of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), if any, the object clause III (A) of the Memorandum of Association

of the Company be and is hereby altered by addition of the new Business of **“Trading in Petrochemical & Yarn Products”** in the existing Main object of the company and the main object of the company will be as under:

“To design, build, fabricate, manufacture, assemble, buy, sell, import and export or to deal in, or to act as distributors, stockists, retailers and wholesalers or marketing agents for all kinds of plastic, bottles, containers of all types and to trade in petrochemical & yarn products.”

RESOLVED FURTHER THAT Mr. Ketineni Sayaji Rao, Managing Director of the Company, be and is hereby authorised to do all such acts, deeds and things which are deemed to be necessary and to take all the steps to give effect to the above said resolution.

Item No. 4: Adoption of New Set of Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5: Adoption of new set of Articles of Association 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 the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For Jauss Polymers Limited
Sd/-**

Place : Noida

Date : February 05, 2018

**Ketineni Sayaji Rao
Managing Director**

Notes:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice, together with the documents accompanying the same, is being sent to all the members by email/ registered post whose names appear in the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Services Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent as at Friday, February 02, 2018, at their respective registered/ last known address. The Notice will be displayed on the website of the Company (www.jausspolymers.com) and of CDSL (www.evotingindia.com)
3. Members have the option either to vote through the e-voting process or through the postal ballot form.
4. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Company's website (www.jausspolymers.com) or seek duplicate postal ballot form from the Company.
5. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio /client ID irrespective of the number of joint members.
6. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and/or furnished to NSDL/ CDSL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his/her absence, by the next named member. Holder(s) of Power of Attorney (“PoA”) on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal

ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.

7. In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to offer e-voting facility to its Members holding equity shares as on Friday, February 02, 2018, to exercise their right to vote electronically on the above resolutions.

For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting.

8. The instructions for the Members for voting electronically are as under:-

- (i) The voting period begins on Friday, February 09, 2018 at 09:00 a.m. and ends on Saturday March 10, 2018 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday February 02, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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"> • 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. • 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **Jauss Polymers Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 linked in the login 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.
- (xx) 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.
9. Members have the option to vote either through e-voting or through physical postal ballot form. If a Shareholder has opted for e-voting, then he/ she should not vote by physical postal ballot form also and *vice-versa*. However, in case Members cast their vote both *via* physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
10. The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Monday, March 12, 2018
11. The results, together with the Scrutinizer's report, will be displayed at the Corporate office of the Company and on the website of the Company (www.jausspolymers.com) and also on the website of CDSL (www.evotingindia.com) besides being communicated to BSE Limited on which the shares of the Company are listed.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO.1

The Chairman of the Meeting informed the Board that the Company's operations at its manufacturing unit located at Plot No 14-15, HPSIDC Industrial Area, Davni, Baddi, Solan-174101, Himachal Pradesh ("Baddi Unit"), have suffered continuous losses for the past 3 (three) quarters and shall continue to suffer further losses. The board of directors of the Company are of the view that there is absolutely no chance of revival of Company's operations due to the reason that its major customer which contributed to 90% of its total sales have stopped giving orders to the Company.

Further, the machines in the Company's Baddi Unit are mostly lying idle as not being utilized. The Company has obtained valuation of the machines lying in the Baddi Unit from Parashar & Co, Chartered Engineers. As per the valuation report dated January 30, 2018, issued by Parashar & Co, the value of Company's machines is Rs. 2,89,47,000. The board of directors is of the view that due

to the present scheme of things, the existing machines would have got reduced to insignificant value in course of the next 2-3 years. As a result of continuous losses for the past 3 (three) quarters, the Company's turnover in financial year 2017-2018 is likely to reduce to Rs. 4.5 crore (as on January 31, 2018 sale is 3.78 crore), which is drastically lower the Company's turnover of Rs. 28 Crore in the financial year 2016-17.

Therefore, the board of directors of the Company have proposed that the Company's Baddi Unit (along with all machines thereof) be sold to Innovative Tech Pack Limited, as a going concern by way of slump sale, at a consideration of Rs. 370 lakhs which is as around at book value.

In order to ensure that shareholders wealth is not eroded it is the need of the hour to diversify the Company's business into the new profitable business by utilizing the proceeds received by the Company from the sale of Baddi Unit to Innovative Tech Pack Limited. In this connection, the Company is contemplating to enter into and undertake the business of trading of petrochemical and yarn products, which in the view of board of directors, could be a profitable business. Further, the Company has already invested Rs. 3.50 crore in its subsidiary Innovative Container Services Private Limited. The said subsidiary company has already acquired land and obtained necessary statutory approvals to undertake logistic containers services business.

Members of the Company are further requested to note that Section 180 (1) (a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are

further requested to note that their consent to the Board is being sought by way of a Special Resolution to sale and transfer of the Company's Baddi Unit, as a going concern and by way of a slump sale to the holding Company "**Innovative Tech Pack Limited**", a related party within the meaning of Section 2(76) of the Companies Act, 2013 for a lump sum consideration of [INR 3,70,00,000 (Indian Rupees Three Crores and Seventy Lakhs Only)] and the sale proceeds is proposed to be used for acquiring of new Land and Building in Haryana for Trading in Petrochemical & Yarn Products business.

The sale of whole or substantially whole of the undertaking under Section 180(1)(a) of Companies Act, 2013 requires the approval of the members of the Company by means of a Special Resolution. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, the approval of the members is required to be taken through Postal Ballot in case of sale of whole or substantially whole of the undertaking.

Hence the approval of the members is being sought through postal ballot.

Members are requested to please approve the same.

ITEM NO. 2

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the Rule 15 (3)(a)(ii) of the Companies (Meetings of the Board and its Powers) Rules, 2014 requires any transaction entered into between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds INR 100,00,00,000 (Rupees Hundred Crore) or 10% of the networth of such company as per the audited financial statements of the preceding financial year, whichever is lower, to be approved by the members of the Company by way of a resolution. Since the said transaction of sale and transfer of the Company's manufacturing unit located at Plot No. 14-15, HPSIDC Industrial Area, Davni, Solan, Himachal Pradesh along with all its employees, assets and liabilities ("**Baddi Unit**"), as a going concern and by way of a slump sale is with "**Innovative Tech Pack Limited**", a related party within the meaning of Section 2(76) of the Companies Act, 2013 for a lump sum consideration of [INR 3,70,00,000 (Indian Rupees Three Crores and Seventy Lakhs Only)] and the transaction being outside the ordinary course of business of the Company, the approval of the members of the Company under Section 188 of the Companies Act, 2013 read with Rule 15 (3)(a)(ii) of the Companies (Meetings of the Board and its Powers) Rules, 2014 is being sought by way of an ordinary resolution.

Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended:

Sl. No.	Particulars	Remark
1	Name of the Related Party	M/s Innovative Tech Pack Limited.
2	Nature of Relationship	The proposed buyer is a related party within the meaning of Section 2(76)(v) of the Companies Act, 2013.
3	Nature, material terms, monetary value and particulars of the contract or arrangement	Material terms are as follows:- All assets & liabilities together with employees to be transferred as a going concern on a slump sale basis for an aggregate consideration of [INR 3,70,00,000 (Indian Rupees Three Crores and Seventy Lakhs Only)]
4	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Ketineni Sayaji Rao; Mr. Ketineni Satish Rao; and Ms. Suchita Rao Ketineni
5	Whether the transactions have been approved by Audit Committee	Yes
6	Any other information relevant or important for the Members to take a decision on the proposed resolution	Jauss Polymers Limited's Pet, Packaging Business has considerably reduced as apparent from Quarterly results and Annual results of 2017. Hence to ensure that shareholder's wealth is not eroded, Company's manufacturing unit located at Plot No. 14-15, HPSIDC Industrial Area, Davni, Himachal Pradesh will be transferred under slump sale at a lump sum consideration of [INR 3,70,00,000 (Indian Rupees Three Crores and Seventy Lakhs Only)].

The said transaction being with a related party and not in the ordinary course of business, requires the approval of Shareholders by way of an Ordinary Resolution under Section 188 of the Act.

Members are requested to please approve the same.

ITEM NO. 3

The Members are hereby informed that the Company proposes to undertake certain additional objects which are currently not set out in the Main Object Clause of the Memorandum of Association of the Company (MoA).

Your directors are considering various proposals for diversifying the company's activities into other activities such as Trading in Petrochemical & Yarn Products, as mentioned in the resolution.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

The alteration of MOA requires the approval of the members of the Company by means of a Special Resolution pursuant to Section 13 of Companies Act, 2013. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, the approval of the members shall be taken through Postal Ballot in case of alteration of MOA of the Company.

Hence the approval of the members is being sought through postal ballot.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution set out in item no. 3.

Members are requested to please approve the same.

ITEM NO. 4

The existing Memorandum of Association of the Company was framed pursuant to the provisions of the Companies Act, 1956. Therefore, the Company is required to adopt a new set of memorandum of association in order to align the same as per the requirements under the Companies Act, 2013. A draft of the new memorandum of association is enclosed with this Notice and explanatory statement for your perusal.

The alteration of memorandum of association requires the approval of the members of the Company by means of a Special Resolution pursuant to Section 13 of Companies Act, 2013. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, the approval of the members shall be taken through Postal Ballot in case of alteration of MOA of the Company.

Hence the approval of the members is being sought through postal ballot.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution set out in item no. 4.

Members are requested to please approve the same.

ITEM NO. 5

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 05th February, 2018 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. A draft of the new memorandum of association is enclosed with this Notice and explanatory statement for your perusal.

The alteration of articles of association requires the approval of the members of the Company by means of a Special Resolution pursuant to Section 14 of Companies Act, 2013. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, the approval of the members shall be taken through Postal Ballot in case of alteration of articles of association of the Company.

Hence the approval of the members is being sought through postal ballot.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 5.

Members are requested to please approve the same.

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

**Place : Noida
Date : February 05, 2018**

**Sd/-
Ketineni Sayaji Rao
Managing Director**



JAUSS POLYMERS LIMITED

CIN: L74899HR1987PLC066065

Corporate Office: 801-802, 8th Floor, Tower-2, Assotech Business Cresterra, Sector-135, Noida-201301

Registered Office: Plot No 51, Roz Ka Meo Industrial Area, Sohna, Gurugram-122103

Website: www.jausspolymers.com, Email: response@jausspolymers.com, Tele. No.: 0120-7195236-239

POSTAL BALLOT FORM

Serial No.

Name & Registered Address of the Sole/ First named Shareholder :
Name(s) of the Joint Holder(s), if any :
Registered Folio No./ DP ID No. / Client ID No.* : (*Applicable to investors holding shares in dematerialized form)
Number of Shares held :

I/We hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated 5th February, 2018 enumerated below to be passed by means of Postal Ballot by conveying and recording my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Description	Type of Resolution	No. of Share	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.	Special			
2	Approval of related party transaction under Section 188 of the Companies Act, 2013.	Ordinary			
3	Alteration in the Main Object clause of the Memorandum of Association	Special			
4	Adoption of New Set of Memorandum of Association of the Company	Special			
5	Adoption of new set of Articles of Association of the Company	Special			

Place : _____

E-Mail ID : _____

Mobile No. : _____

Date : _____ Signature of Member

ELECTRONIC VOTING PARTICULARS

EVSN	USERID	PAN	DOB

Notes :

- Each Equity Share carries one vote.
- If the voting rights are exercised electronically, there is no need to use this form.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Upender Jajoo, Proprietor, M/s Upender Jajoo & Associate, Practicing Company Secretary in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the members will also be accepted.
2. The self addressed business reply envelope is addressed to the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. upto 5:00 P.M.) on Saturday, 10th March, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., upto 5:00 p.m. on Saturday, 10th March, 2018.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on the Record date i.e. Friday, 2nd February 2018. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The exercise of vote under Postal Ballot process is not permitted through proxy.
13. The results of the Postal Ballot will be declared on Monday, 12th March, 2018. The result of the postal ballot will be posted on the Company's website: www.jausspolymers.com and website of Central Depository Services (I) Ltd. besides communicating the same to the BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.