



## Jauss Polymers Limited

CIN: L74899DL1987DLC027007

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

Phone: 011-26427394 / 26473490

Email: [response@jausspolymers.com](mailto:response@jausspolymers.com)

Website: [www.jausspolymers.com](http://www.jausspolymers.com)

### 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. Shifting of Registered office of the company from Delhi to State of Haryana;
2. Reinstatement of Cumulative Convertible Preference shares, and reclassification of terms of Cumulative Convertible Preference shares;
3. Alteration in terms of Remuneration u/s 196 of the Companies Act, 2013 of Mr. Ketineni Satish Rao, Executive Director.
4. Alteration in terms of Remuneration u/s 196 of the Companies Act, 2013 of Ms. Ketineni Suchita Rao, Whole Time Director.
5. Alteration in terms of Remuneration u/s 196 of the Companies Act, 2013 of Mr. Ketineni Sayaji Rao, Managing Director.

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 **Wednesday, July 13, 2016, 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 Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, evoting 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 **Monday, June 13, 2016 at 9.00 a.m and will end on Wednesday, July 13, 2016 at 5.00 p.m.**

The results, together with the Scrutinizer's Report, will be announced on **Saturday, July 16, 2016** at the registered office of the Company and will be displayed on the website of the Company i.e., [www.jausspolymers.com](http://www.jausspolymers.com) and also on the website of CDSL i.e., [www.cdslindia.com](http://www.cdslindia.com), besides being communicated to **BSE Limited** on which the shares of the Company are listed.

#### RESOLUTIONS PUT THROUGH POSTAL BALLOT

##### ITEM NO. 1

##### SHIFTING OF REGISTER OFFICE FROM THE STATE OF DELHI TO THE STATE OF HARYANA.

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

**"RESOLVED THAT** pursuant to provisions of section 12 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with rule 28 of the Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Delhi, NCR to the State of Haryana and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company will be situated in the State of Haryana, i.e. within the jurisdiction of the Registrar of Companies, Delhi and Haryana."

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from 1111, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019 to Plot No. – 51, Roz – Ka –Meo, Industrial Area, Sohna, Distt. Gurgaon (Haryana) - 122103 or such other place in the State of Haryana (within the jurisdiction of the Registrar of Companies, Delhi and Haryana) as may be determined by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** Board of Directors and the Company Secretary of the Company be and is hereby authorized to take such steps and to do such acts & deeds as they may deem necessary and proper in this matter.”

#### **ITEM NO. 2**

##### **REINSTATEMENT OF CUMULATIVE CONVERTIBLE PREFERENCE SHARES, AND RECLASSIFICATION OF TERMS OF CUMULATIVE CONVERTIBLE PREFERENCE SHARES:**

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

“**RESOLVED THAT** in supersession of the resolution passed in the extra – ordinary general meeting of the company held on 3rd August, 1990, whereby the consent of the shareholders was given to allot 44000 Cumulative Convertible Preference Shares (“CCPS”) of 100 Rupees each convertible in to equity shares of the company be and is hereby proposed to be ratified by the shareholders of the company.

**RESOLVED FURTHER THAT** present holder(s) holding aforesaid CCPS be and is hereby authorized to convert their respective CCPS in to equity shares and to be listed with stock exchanges wherever the companies shares are listed .

**RESOLVED FURTHER THAT** that the aforesaid equity shares issued and allotted shall rank pari passu with the existing equity shares of the company and shall rank at par for the dividend that may be declared by the company, after the conversion of the said Cumulative Convertible Preference Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things, as it may deem necessary, desirable or expedient including filing of documents, information and forms with the, Registrar of Companies, other regulators/ and authorities Stock Exchanges wherever the companies shares are listed as may be required and to settle any question, difficulty or doubt that may arise in regard to the giving effect to the modification of right as applicable to the Cumulative Convertible Preference Shares and for conversion of the said preference shares into equity shares further to engage Professionals and/ or Advocates to represent the Company before the authorities and authorize execution and delivery of all such deeds, documents and writings as it may deem necessary, desirable and expedient for the purpose.”

#### **ITEM No. 3**

##### **REMUNERATION PAYABLE TO SH. KETINENI SATISH RAO, EXECUTIVE DIRECTOR**

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

“**RESOLVED THAT** pursuant to recommendation of the Board of Directors, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made there under(including any statutory modification or re-enactment thereof ) read with Schedule- V of the Companies Act, 2013.The payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions Remuneration in such manner as may be agreed to between the Board of Directors and Mr. Ketineni Satish Rao.

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ketineni Satish Rao, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

“**RESOLVED FURTHER THAT** in the event of loss ,absence& inadequacy of profit of the company in any financial year during the tenure of Mr. Ketineni Satish Rao the aforesaid remuneration shall be paid to him as minimum remuneration subject to the statutory and other approvals as may be required under the Companies Act ,2013”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

#### **ITEM No. 4**

##### **REMUNERATION PAYABLE TO MS. KETINENI SUCHITA RAO, WHOLE TIME DIRECTOR**

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

”**RESOLVED THAT** pursuant to recommendation of the Board of Directors, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made there under(including any statutory modification or re-enactment thereof ) read with Schedule- V of the Companies Act, 2013.The payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions are revised as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions Remuneration in such manner as may be agreed to between the Board of Directors and Ms. Ketineni Suchita Rao.

“**RESOLVED FURTHER THAT** the remuneration payable to Ms. Ketineni Suchita Rao, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**“RESOLVED FURTHER THAT** in the event of loss ,absence& inadequacy of profit of the company in any financial year during the tenure of Ms. Ketineni Suchita Rao the aforesaid remuneration shall be paid to her as minimum remuneration subject to the statutory and other approvals as may be required under the Companies Act ,2013”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

#### **ITEM No. 5**

#### **REMUNERATION PAYABLE TO SH. KETINENI SAYAJI RAO, MANAGING DIRECTOR**

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

**“RESOLVED THAT** pursuant to recommendation of the Board of Directors, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made there under(including any statutory modification or re-enactment thereof ) read with Schedule- V of the Companies Act, 2013.The payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions Remuneration in such manner as may be agreed to between the Board of Directors and Mr. Ketineni Sayaji Rao, Managing Director of the company.

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Ketineni Sayaji Rao, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**“RESOLVED FURTHER THAT** in the event of loss ,absence& inadequacy of profit of the company in any financial year during the tenure of Mr. Ketineni Sayaji Rao the aforesaid remuneration shall be paid to him as minimum remuneration subject to the statutory and other approvals as may be required under the Companies Act ,2013”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution

**By Order of the Board  
For Jauss Polymers.com**

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

**Place : New Delhi  
Date : May 30, 2016**

#### **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, June 03, 2016**, at their respective registered/ last known address. The Notice will be displayed on the website of the Company ([www.jausspolymers.com](http://www.jausspolymers.com)) and of CDSL ([www.evotingindia.com](http://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](http://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 Clause 35B of the equity Listing Agreement, the Company is pleased to offer e-voting facility to its Members holding equity shares as on **Friday, June 03, 2016**, 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 **Monday June 13, 2016 at 09:00 a.m.** and ends on **Wednesday July 13, 2016 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 June 03, 2016** 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</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 (iv).</li> </ul>

- (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](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 linked in the login 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.

- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 **Saturday, July 16, 2016**
11. The results, together with the Scrutinizer’s report, will be displayed at the registered office of the Company and on the website of the Company ([www.jausspolymers.com](http://www.jausspolymers.com)) and also on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.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:**

#### **SHIFTING OF REGISTERED OFFICE FROM THE STATE OF DELHI TO THE STATE OF HARYANA:**

As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Chapter VII relating to the Procedure to be followed for conducting business through postal ballot, shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at New Delhi with a view to improve the operational efficiency, and to align its operations with the Holding company, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office to Gurgaon in Haryana.

The proposed location is outside the local limits of Delhi and therefore requires approval of the Members by way of special resolution. If approved, the Registered office will be moved to Plot No. – 51, Roz – Ka –Meo, Industrial Area, Sohna, Distt. Gurgaon (Haryana) – 122103 or such other place in the State of Haryana (within the jurisdiction of the Registrar of Companies, Delhi and Haryana).

The Directors recommend the approval of the special resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

### **Item No. 2:**

#### **REINSTATEMENT OF CUMULATIVE CONVERTIBLE PREFERENCE SHARES, AND RECLASSIFICATION OF TERMS OF CUMULATIVE CONVERTIBLE PREFERENCE SHARES;**

As the members are aware, due to various reasons the Company’s operations were slowed down, and company went into BIFR, because of which the Holders of Cumulative Convertible Preference Share didn’t came to Company to apply for conversion of the said shares held by them. The management of the company after receipt of request from current CCPS holder decided to reinstate these old Cumulative Convertible Preference Shares and issue new Cumulative Convertible Preference Shares in lieu of the old Cumulative Convertible Preference Shares.

Initially these shares were issued to Industrial Development Bank of India Limited (IDBI), Industrial Finance Corporation of India (IFCI), The Industrial Credit and Investment Corporation of India Limited (ICICI), and as per BIFR order all the dues if IDBI and IFCI were settled and the CCPS in name of IDBI and IFCI were transferred in name of OK Play India Limited, so after the BIFR Order eventually company had two Preference Share Holders namely OK Play India Limited holding 33,000 and ICICI holding 11,000 CCPS.

OK Play transferred the shares held by it to Mr. Keerthi Nasimhachar in year 2012 for the purpose of writing off these shares in its account, so currently the holders of CCPS are Mr. Keerthi Nasimhachar and ICICI holding 33,000 and 11,000 CCPS respectively.

After the said resolution is passed the company shall issue new CCPS to the current preference share holders, which shall be convertible to equity shares within a year, on presentation by its holders.

The new CCPS to be allotted to the current preference share holders shall be mandatorily convertible within a period of one year and if the company does not receive any conversion request within a period of one year from the date of allotment, the conversion option attached to the CCPS shall be deemed to be expired.

These CCPS is currently held by public shareholder and after the conversion of these CCPS, the shareholding pattern of the company will get changed accordingly depending upon the number of equity shares issued pursuant to exercise of conversion option by CCPS holder.

Presently the company does not have any other convertible instruments pending for conversion.

### **ITEM NO. 3**

#### **REMUNERATION OF MR. KETINENI SATISH RAO :**

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors in their meeting have decided to give remuneration to Mr. Ketineni Satish Rao, subject to approval of the Shareholders of Rs. 75000/- per month(Rupees Seventy Five Thousand Only) wef 1<sup>st</sup> April, 2016.

Further Shareholder kindly note that Mr. Ketineni Satish Rao was appointment by them in the AGM held on 29.09.2015.

Since the company has inadequate profits so company hereby seek approval of its shareholders for approving the salary structure of Mr. Ketineni Satish Rao.

The Terms of Appointment of Mr. Ketineni Satish Rao are as follows:

- (a) Period  
As approved in the AGM held on 29.09.2015
  - (b) Nature of Duties  
Mr. Ketineni Satish 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  
Rs. 75,000 (Rupees Seventy Five Thousand 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.

**Further Note that** Mr. Ketineni Satish Rao, was not drawing any salary from the company till March, 2016, he is a graduate in business administration from the University of Windsor, Canada, he has seven years of hands on training at the various manufacturing facilities, he has now become an integral part of the management team here. He was deeply involved with the manufacturing teams where he focused on learning the technical aspects and practical realities of the business.

Mr. Ketineni Satish Rao's progressive thinking makes him far-sighted and innovative in terms of upcoming technology, latest packaging design, proactive towards clients and applying new age management techniques within the company. He truly believes in the quality commitment we promise to clients and personally works to deliver them. He inspires and encouraging the work force, making them realizes their true potential.

**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.**

Except Mr. Ketineni Satish Rao, Ketineni Sayaji Rao, Ms. Ketineni Suchita 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. 3.

**ITEM NO. 4**

**REVISION OF REMUNERATION OF MS. KETINENI SUCHITA RAO :**

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors in their meeting have decided to reduce the remuneration to Ms. Ketineni Suchita Rao, subject to approval of the Shareholders of Rs. 1,50,000/- per month (Rupees One Lakh Fifty Thousand Only) wef 1<sup>st</sup> April, 2016.

Further Shareholder kindly note that Ms. Ketineni Suchita Rao was appointment as a Whole Time Director by them in the AGM held on 29.09.2015.

Since the company has inadequate profits so company hereby seek approval of its shareholders for approving the salary structure of Ms. Ketineni Suchita Rao

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

- (a) Period  
As approved in the AGM held on 29.09.2015

(b) Nature of Duties

Ms. Ketineni Suchita Rao, Whole Time Director, devotes sufficient time and attention towards the business of the Company.

(c) Remuneration

I. REMUNERATION

(a) SALARY

Rs. 1,50,000 (Rupees One Lakh Fifty Thousand 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.

**Further Note that** Ms. Ketineni Suchita Rao, was drawing a salary of Rs. 3,00,000 from company till March, 2016, she is MBA in Strategic Marketing from the Indian School of Business (ISB), Suchita has a degree from the top business school in India. She was part of one of the top 5 Experiential Learning Projects during her year in ISB from the 80 projects that were submitted by her batch. She has also completed a semester through the ISB exchange programme with ESADE business school in Barcelona, Spain. She completed her BBA with Honors from the University of Windsor, Canada with distinction and worked for a year in Canada through a work study program.

Suchita comes with six years of experience in marketing with reputed companies like Edelman, Wipro and Deloitte. Suchita's career path has exposed her to varied industries with multinational corporate organizations as well as advertising and public relations agencies, allowing her to get a broad, 360 degree understanding of 21-08-2015 the marketing, branding and sales functions.

**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.**

Except Mr. Ketineni Satish Rao, Ketineni Sayaji Rao, Ms. Ketineni Suchita 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. 4.

**ITEM NO. 5**

**REMUNERATION OF MR. KETINENI SAYAJI RAO :**

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors in their meeting have decided to give remuneration to Mr. Ketineni Sayaji Rao, subject to approval of the Shareholders of Rs. 1,50,000/- per month (Rupees One Lakh Fifty Thousand Only) wef 1<sup>st</sup> April, 2016.

Further Shareholder kindly note that Mr. Ketineni Sayaji Rao was appointment as a Managing Director by them in the AGM held on 29.09.2015.

Since the company has inadequate profits so company hereby seek approval of its shareholders for approving the salary structure of Mr. Ketineni Sayaji Rao

The Terms of Appointment of Mr. Ketineni Sayaji Rao are as follows:

(a) Period

As approved in the AGM held on 29.09.2015

(b) Nature of Duties

Mr. Ketineni Sayaji Rao, Managing Director, devotes sufficient time and attention towards the business of the Company. He have full control and executive responsibility for the general conduct and management of business and affairs of the Company. He exercises 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  
Rs. 1,50,000 (Rupees One Lakh Fifty Thousand 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.

**Further Note that** Mr. Ketineni Sayaji Rao, was not drawing any salary from the company till March, 2016, Sayaji Rao (K. S. Rao) is a serial and successful entrepreneur with over 32 years of experience in the business world. His business acumen and skills include building new ventures from the ground up into successful enterprises giving him deep knowledge of the different facets of business like operations, marketing, finance and organizational leadership. With a fantastic track record in business, he is a high net worth individual with strong business acumen who has the courage, will, vision, foresight and knowledge to steer companies towards prosperity.

He is also the Managing Director of the Holding company, i.e. Innovative Tech Pack Limited which was established in early 1990s when packaging using PET was an innovative concept that hadn't hit the Indian market in full force yet. Recognizing the potential of this market opportunity, he established this company that was then a pioneer and now a reputed name within the Indian packaging industry. Now, PET has become a popular product and has wide applications. The company recently acquired Jauss Polymers Limited to add impetus to its already strong growth curve and now has three state-of-the-art manufacturing facilities in India.

Apart from business, he is an active member of prestigious industry bodies and professional interest groups like PHD Chamber of Commerce & Industry, All India Institute of Plastic Manufacturers Association, All India Pet Manufacturers Association, Gems and Jewelry Export Promotion Council. He has also been appointed as Vice President of prestigious Secunderabad Club in Hyderabad.

He is a science graduate from Bombay University with a Masters in Business Administration.

**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.**

Except Mr. Ketineni Satish Rao, Ketineni Sayaji Rao, Ms. Ketineni Suchita 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.

**By Order of the Board  
For Jauss Polymers.com**

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

**Place : New Delhi  
Date : May 30, 2016**