



GOTHI PLASCON (INDIA) LIMITED

**Regd Office : New No.31,(Old No.26) Wallers Road,
1st Floor, Chennai - 600 002 Phone No.32549611**

**ANNUAL REPORT
2013-2014**

BOARD OF DIRECTORS

Mr. Parasmal Gothi
Mr. Sanjay Gothi
Mr. Prakash Chand Bohra (Jain)
Mr. Ajit Singh Nahata (Jain)
Mr. Desikan (Krishnan)

-	Chairman	00600370
-	Managing Director	00600357
-	Director	01741059
-	Director	02705643
-	Whole Time Director	02762481

DIN No.

NINETEENTH ANNUAL GENERAL MEETING

Date: 8th September 2014
Day: Monday
Time: 10-00 A.M
Place: A.K.C. Palace (C M Palace)
273 & 274 G.S.T Road,
Chrompet
Chennai - 600 044.

Registrar & Transfer Agent

Cameo Corporate Service limited
Subramaniyam Building
1, Club house Road,
Chennai - 600 002.

Registered office:

New No.31(Old No.26) Wallers Road,
First Floor,
Chennai - 600 022.
Ph: 32549611

Factory:

17/5B, Vazhudavur Road,
Kurumbapet,
Puducherry - 605 009.
Ph: 2271151

Bankers

Bank of Baroda,
80, Ritherton Road,
Purasaiwakkam,
Chennai - 600 007
Ph: 23454294.

Auditors:

Achha Associates
Chartered Accountants
Chennai - 600 079.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 19th Annual General Meeting of the company will be held on 8th September 2014 at 10 a.m. at A.K.C. Palace, 273 & 274 GST Road, Chrompet, Chennai-44 for transacting the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- To appoint Mr. Paramsal Gothi (Din No. 00600370) director who is retiring by rotation and being eligible offers himself for reappointment.
- To appoint Auditors and to fix their remuneration. The retiring auditors, M/s ACCHA & ASSOCIATES (ICAI Registration No. 078105) Chartered Accountants, Chennai, are eligible for reappointment.

SPECIAL BUSINESS

To consider and if thought fit to pass with or without modification(s), the following Resolutions:

- As an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. PRAKASH CHAND BOHRA (DIN: 01741059), Director of the Company who is liable to retire by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) years for a term commencing from 08/09/2014."
- As an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. AJITSINGH JAIN (DIN: 02705643), Director of the Company who is liable to retire by rotation at the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) years for a term commencing from 08/09/2014."
- As a Special Resolution
"RESOLVED that in supersession of the resolution passed earlier in this regard, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as may be amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of moneys, which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rupees One Hundred Crore."
"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."
- As an ordinary resolution:
"RESOLVED THAT pursuant to the provisions of section 180(1) (a) and other applicable provisions, if any, of the companies Act, 2013 (hereinafter referred to as the Act) including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as 'the Board'), to mortgage and / or charge, in addition to the mortgages and / or charges created / to be created by the Company, on such terms and conditions and at such time or times and in such form or manner as it may think fit, on all or any of the movable and / or immovable properties of the Company, both present and future and / or the whole or substantially the whole of the company's anyone or more or all of the undertakings, in favour of the Company's Bankers and / or Financial Institutions and / or bodies corporate and / or other lenders, to secure the loans and / or advances and / or cash credit and / or overdraft facilities and / or the amount of debentures whatsoever, whether raised and / or to be raised and whether issued and / or to be issued, together with interest thereon, additional interest, compound interest in the event of default, accumulated interest, commitment charges, liquidated damages, premium or redemption, premium on prepayment trustee's remuneration, costs charges, expenses and other moneys as may be thought expedient by the Board or any Committee thereof and in such manner as may be agreed to between the concerned parties, subject, however, that the total amount up to which money may be borrowed shall not exceed, in the aggregate, the total limit approved by the shareholders, from time to time,
"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof, be and is hereby authorised to finalise, settle, delegate and execute such documents, deeds, writings and agreements, as may be required and to do all such acts, deeds, matters and things, it may in its absolute discretion deem necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the aforesaid mortgages and/ or charges."
- As a special Resolution:
"RESOLVED that subject to the provisions of Sections 13 of the Companies Act, 2013 the objects clause of the Memorandum of Association of the Company be altered by adding the following new sub clause (9) in clause III(A) of the Memorandum of Association after the existing sub clause No 8
To purchase, acquire, take on lease or in exchange or in any other lawful manner or to deal in any other manner or by any other mode or by any other commercial name, any area, land, buildings, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings, residential and/or commercial or conveniences, any real or personal estate including lands, mines, business, building, factories, mill, houses, cottages, shops, depots, rights, concessions, privileges, licences, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration and enter into contracts/arrangement of all kinds with builders, tenants, lessee and other interested persons and for such purposes to prepare estimates, designs, plants, specifications or models and do such other or any act that may be requisite therefore.
FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to make necessary alterations/modification in the Memorandum of Association to give effect to the above resolution and to execute, sign and file the required documents / returns/ forms including Power of Attorneys with Register of Companies, to make necessary corrections/ modifications / alterations suggested by the concerned authorities and to collect the certificate confirming the above alteration."

For and on behalf of the Board

Sd/

Sanjay Gothi
Managing Director

Place: Chennai
Date: 23/07/2014

NOTES:-

- The Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business set out in the Notice is annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The instrument appointing the proxy must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- The Register of Directors' and Key Managerial Person, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of members and the share transfer books of the company will remain closed from 8th September to 8th September 2014 (both days inclusive).
- Members are requested to notify immediately changes in their respective addresses, if any, quoting their folio number and are requested to Register their email addresses.
- Shareholders / proxy holders are requested to bring their copy of the annual report with them at meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
- Members are requested to address all correspondences, to the Registrar and Share Transfer Agent, M/s. CAMEO SHARE REGISTRY. Email: cameo@cameoindia.com
- Members, who desire to seek any information pertaining to Annual accounts and operations of the Company, are requested to address their questions / queries to the Secretary of the Company so as to reach at least seven days before the date of the Annual General Meeting to enable the Company to make the information sought available to the best extent possible.
- Wherever the name of the director appears the same be read with the Din no of the concerned director as appearing in the notice above.
- Pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act, The Company is pleased to provide E-voting facility through Central Depository Services Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of the annual General Meeting of the Company dated July 23, 2014 (the AGM Notice). The Company has appointed Mr. N K BHANSALI, Practising Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 06th August, 2014. The e-voting will commence at 9.00AM on

Tuesday 02nd September, 2014 and will end at 6.00 PM on Thursday 04th September 2014. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E- VOTING

A. Instructions for Demat folios:

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "GOTHI PLASCON (INDIA) LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID.
- b. 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:

A. For members holding shares in Demat Form

PAN Number Enter your 10 digit alpha-numeric PAN issued by Income Tax Department and registered with the DP/RTA. In respect of physical shareholding as well as those holding shares in Demat form and have not provided or whose PAN is not registered, enter your unique PAN/Default Value No. printed on the bottom of Attendance slip additionally attached herewith the Annual report for your ready reference.

DOB/Dividend Enter the date of birth as registered with the DP/RTA in dd/mm/yyyy format. Or Enter the dividend bank detail as Bank Details recorded with your DP/RTA. In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA those can enter Folio No. of shares held by you as on the cut off date i.e. 06.08.2014. *Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

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

(IX) Members holding shares in physical form will then reach directly 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 140801026 (EVSN) for the relevant <GOTHI PLASCON (INDIA) 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(XVII) 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 2nd September 2014, 9.00 a.m. and ends on 4th September, 2014, 6.00 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 of 6th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

i. The e-voting period commences on September 2, 2014 (9.00 a.m. IST) and ends on September 4, 2014 (6.00 p.m. IST).

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 6th AUGUST 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 6th August 2014.

iii. Mr. N K BHANSALI, Practicing Company Secretary (Membership No. FCS 3942), has been appointed as the Scrutinizer to Scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. N K BHANSALI, Practicing Company Secretary, (Membership No. FCS 3942), at the Registered Office of the Company not later than September 4, 2014 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to rahu2013bhansali@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than September 4, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gothiPlascon.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the AGM of the Company on September 08, 2014 and communicated to the BSE Limited where the shares of the Company are listed.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting of the Company.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange.

Name of Director	Expertise in Specific Functional Areas	Qualifications	Directorship in Other Public Companies	Chairman/Member of Committee in other Public Companies	Shareholding Relationship inter se In the company
Mr. Parasimal Gothi Din No 00600370	Manufacturing and management	Matriculation	NIL	NIL	Nil Father of Mr. Sanjay Gothi

Mr.PrakashchandBohra Din No 01741059	Administration	Matriculation	NIL	NIL	NIL
Mr.Ajitsingh Jain Din No 02705643	Finance	B.com	NIL	NIL	nil

Place: Chennai
Date :23/07/2014

For and on behalf of the Board

Sd/-
SANJAY GOTHI
Managing Director

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM: 4

Mr. Prakash is a Non-Executive (Independent Director) of the Company. He joined the Board of Directors in January 2009. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Prakash is proposed to be appointed as an Independent Director for term of five years. The Company received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Prakash for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Prakash (i) consent in writing to act as director and intimation to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 along with a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Prakash as an Independent Director of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Prakash, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment for the appointment of Mr. Prakash as an Independent Director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Prakash as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Mr. Prakash, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

ITEM: 5

Mr. Ajit singh Jain is a Non-Executive (Independent Director) of the Company. He joined the Board of Directors in January 2009. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ajit singh Jain is proposed to be appointed as an Independent Director for term of five years. The Company received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Ajit singh Jain for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Ajit singh Jain consent in writing to act as director and intimation to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 along with a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Ajit singh Jain as an Independent Director of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ajit singh Jain the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment for the appointment of Mr. Ajit singh Jain as an Independent Director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Ajit singh Jain as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Mr. Ajit singh Jain, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

ITEM 6

Earlier At the Sixth Annual General Meeting of the Company held on September 24, 2001, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of Section 293 (1) (d) of the Companies Act, 1956, approved the borrowing of moneys on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rupees One Hundred Crore at any point of time. Also The Directors commend the Resolutions at Item No.6 of the accompanying Notice for the approval of the Members of the Company. Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

Hence, The approval of the Members for the said borrowings is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) of the Act respectively.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the above said Resolutions except as members of the company.

ITEM 7

In the course of business, the company acquires movable and immovable properties i.e., plants, machineries, equipments and vehicles etc., through borrowings from banks and financial institutions. Resultantly, more or less all the plants, machineries, equipments and vehicles etc., so acquired by the company from the borrowings of the company from the banks and financial institutions are mortgaged and / or hypothecated to the banks and / or financial institutions as and by way of security. Since Section 180 (1) (a) provided that a company cannot except with the approval of the company in a general meeting mortgage of whole or substantially the whole of the undertaking(s) of the Company, as and by way of abundant caution and for the continued growth in business of the company, it has been advised to obtain an enabling resolution under this item. Hence, The approval of the Members for the said borrowings is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(a) of the Act respectively.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the above said Resolutions except as members of the company.

Place: Chennai
Date 23/07/2014

For and on behalf of the Board

Sd/-
Mr.Sanjay Gothi
Managing Director

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014

Dear Shareholders,

We have pleasure in presenting the 19th Annual Report and Audited Statements of Accounts of the Company for the year ended 31st March, 2014.

PERFORMANCE

The financial results for the year ended 31st March 2014 are as under:

	Rs. (In Lacs)	
	31.03.2013	31.03.2014
Income	498.42	96.82
Total Expenses	525.67	67.91
Profit before depreciation	(27.25)	28.91
Depreciation	12.19	12.69
Profit / (loss) before Tax	(39.44)	16.22
Provision for taxation	0.00	0.00
Profit / (loss) After Tax	(39.44)	16.22

Business Outlook & Prospects

As stated in the last year's annual report that the company has stopped manufacturing activities due to unhealthy competition. The company had no manufacturing operations during the year. The board is contemplating on various plastic projects to revive the manufacturing operations. The company's certain portion of premises are leased out. The board is also contemplating on venturing in to IT related fields and The board is hopeful of improving financials in the years to come.

Fixed Deposit:

The company has not accepted any fixed deposit during the year.

DIVIDEND

The Directors do not recommend any dividend for the financial year ended 31st March 2014.

DIRECTORS

Mr. Parasamal Gothi director is liable to retire by rotation at the ensuing AGM and is eligible for reappointment.

Mr. Prakashchand Bohra and Mr. Ajith Singh Nahata directors of the Company, are being appointed as independent directors for five consecutive years for a term from the conclusion of this AGM as per provisions of Section 149 and other applicable provisions of the Companies Act 2013.

Necessary resolutions for the appointment / re-appointment of the aforesaid directors have been included in the notice convening the ensuing AGM and details of the proposal for appointment / re-appointment are mentioned in the explanatory statement of the notice.

Your directors commend their appointment / re-appointment. All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 274(1)(g) of the Companies Act, 1956.

Risk Management Framework

The Company has a Risk Management Framework, which provides the mechanism for risk assessment and mitigation. The Risk Management Committee (RMC) of the Company comprises the Managing Director, the Executive Director and members of senior management. During the year, the RMC reviewed the risks associated with the business of the Company, its root causes and the efficacy of the measures taken to mitigate the same. Thereafter, the Audit Committee and the Board of Directors also reviewed the key risks associated with the business of the Company, the procedures adopted to assess the risks and efficacy of mitigation measures. Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Expenditure GOTHI does not have any foreign exchange earnings and expenditure. Particulars relating to conservation of energy and technology absorption stipulated in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable to Gothi.

Particulars of Employees

The company had no employee covered by the provisions of section 217(2A) of the Companies Act, 1956.

Auditors

M/s. ACCHA ASSOCIATE Chartered Accountants, statutory auditors of the Company having registration number 07810S retire at the ensuing AGM and are eligible for re-appointment. The Company has received a certificate from the statutory auditors to the effect that their re-appointment, if made, would be within the limits prescribed.

Management Discussion and Analysis Report and Report of the Directors on Corporate Governance

In accordance with clause 49 of the listing agreements, the Management Discussion and Analysis Report and Report of the Directors on Corporate Governance form part of this report.

Directors' Responsibility Statement

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956 and based on the information provided by the management, your directors state, that:

- In the preparation of annual accounts, the applicable accounting standards have been followed;
- Accounting policies selected were applied consistently. Reasonable and prudent judgements and estimates were made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profit of the Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- The annual accounts of the Company have been prepared on a going concern basis.

Acknowledgements

Your directors take this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to Gothi. The directors also wish to place on record their appreciation to shareholders, referral associates, and banks for their continued support.

Date: 23.7.2014
Chennai

For and on behalf of the Board
for Gothi Plascon (India) Ltd.
sd/-
Directors

MANAGEMENT DISCUSSION AND ANALYSIS SCENARIO**Market Scenario**

The scenario in the industry did not improve and hence that the company has stopped Manufacturing Activities time being due to unhealthy competition.

Opportunities

The board is contemplating on various plastic projects to revive the manufacturing operations. The board is also exploring to IT related fields. Further the company has constructed RCC Building and Factory Shed on the certain portion of Company Land and same is leased out. The board is hopeful of improving financials in the years to come.

Concerns

The ban on the disposable plastic made the industry not profitable. Venturing in to IT field have its own threats and competition. While your Company will be promoting the efficiency but rising competition, hike in prices etc are a cause of concern.

INTERNAL CONTROLS AND SYSTEMS**Internal Audit and Control**

GOTHI has an adequate system of internal control in place which has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied.

Important developments that could effect the Company's operations include significant changes in political and economic environment in India and key markets abroad, tax laws, litigation, labour relations and interest costs.

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

Corporate Governance is, essentially, a philosophy. It encompasses not only the regulatory and legal requirements, but also the voluntary practices developed by the company to protect the best interests of all stakeholders.

Company's philosophy on Corporate Governance

GOTHI has been fortunate to have a strong set of values drawn from its promoter

At GOTHI, we have assigned the highest importance to elements of good corporate governance like transparency, accountability and responsibility in every sphere of management practice be it with customers, shareholders, regulators, government, bankers, vendors or staff members. With emphasis on transparency, integrity and accountability, the Board of Directors adopted the principles of good corporate governance by setting up an Audit Committee, Shareholders' Grievance Committee and Compensation Committee

Board of Directors

Composition

The Board of Directors comprises of 5 directors, all bring in a wide range of skills and experience to the board. All the directors of the Company, except the Managing Director and the Executive Director are non-executive directors. Brief profiles of the directors are set out elsewhere in the annual report. 2 directors are independent directors. Independent directors are directors who, apart from receiving directors' remuneration, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which, in the opinion of the board, may affect independence of judgment of the director. All directors are appointed by the members of the Company. The composition of the board is in conformity with Clause 49 I (A) of the listing agreement. As per the Listing Agreement, no director can be a member in more than 10 committees so act as chairman of more than 5 committees across all public companies in which he is a director. Details of the Board of Directors in terms of their directorships/ memberships in committees (only audit and investor grievance) of public companies (excluding GOTHI) are detailed as under:

Responsibilities

The board of directors represents the interest of the company's shareholders, in optimising long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

Role of Independent directors

The independent directors play an important role in deliberations at the board meetings and bring to the Company their wide experience in the fields of finance, accountancy, law and public policy. The Audit Committee consists largely of independent directors. Board members ensure that their other responsibilities do not materially impact their responsibility as a director of GOTHI.

Board Meetings

I. The meetings of the Board of Directors are generally held at the Registered Office of the company. Meetings are generally scheduled well in advance. The board meets at least once a quarter to review the quarterly performance and the financial results. The members of the board have access to all information of the Company and are free to recommend inclusion of any matter in the agenda for discussion.

II. Five board meetings were held during the year 08/04/2013, 31/05/2013, 17/08/2013, 30/10/2013 and 27/01/2014

III Attendance in the board meeting:

All the board meetings had been attended by the directors.

None of the directors holds any director-ships /committee member-ships/ (chairman-ship) in any other public companies

IV.DIRECTORS SEEKING REAPPOINTMENT

The required information regarding the details of director who is seeking appointment or reappointment is set out in the notes to the notice.

V.DISCLOSURE OF DIRECTOR'S INTERESTS IN TRANSACTION WITH THE COMPANY

None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of Clause 49 VII (D) of the Listing Agreement.

No director has been paid any remuneration as well as sitting fees the Director of the Company except Mr.Desikan who is being paid remuneration

COMMITTEES OF BOARD OF DIRECTORS

Board Committees

To enable better and more focused attention on the affairs of the Company, the board delegates particular matters to committees of the directors set up for the purpose. The board is assisted by various committees – Audit Committee, Compensation Committee, and the Shareholders' / Investors' Grievance Committee - all chaired by an independent director.

AUDIT COMMITTEE

Brief description of Terms of Reference:

To oversee the Company's financial reporting process, to review Directors' Responsibility Statement, changes, if any, in accounting policies and reasons for the same, qualifications in the draft audit report, and also to review the information relating to Management Discussion and Analysis of financial conditions and results of operations, statement of significant related party transactions, management letter(s) of internal control weaknesses, if any; issued; by statutory auditors.

The committee is Constituted by the Board of Directors and Consists of Non Executive and Independent Directors

Name of Director	No. of Meetings held	No of Meetings attended
Shri Parasmal Gothi	4	4
Shri Ajit Singh Ji Nahata	4	4
Shri Prakash Bohra	4	4

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

Brief description of Terms of Reference:

To specially look into redressed of complaints like transfer of shares, non-receipts of dividends, non -receipt of annual report etc. received from shareholders/investors and improve the efficiency in investors' service, wherever possible. The committee Consists of Directors as under

Names of Members and	Record of attendance during the year
	No. of Meetings held / Attended
Shri Ajit Singhji Nahata	11/11
Shri Parasmal Gothi	11/11
Shri Sanjay Gothi	11/11

NOMINATION AND REMUNERATION COMMITTEE

Brief description of terms of Reference:

To determine on behalf of the Board and shareholders with agreed terms of reference, the company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payments and such other matters concerning remuneration may be referred to by the Board from time to time. No meeting was held during the year

Shareholding of Directors

The number of shares held by directors, including shares held by their relatives as on March 31, 2014 is as follows:

Directors	No. of equity shares held
Sanjay Gothi	6000000
Priyadarshana Gothi	1265600
Prakashchand Bohra	1000

Pending share Transfers:

There are no pending share transfers. As required by the regulations of SEBI, the issued and listed capital of the Company is reconciled with the aggregate of the number of shares held by Investors in physical mode and in the demat mode. A certificate is being obtained on a half yearly basis to this effect from a Practicing

Company Secretary and submitted to the Stock Exchanges where the Company's Shares are listed. As on 31st March 2013, there were no differences between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

VI. GENERAL BODY MEETINGS.

I. Meeting Details		
Financial Year	Location	Date and Time
2010-2011	C.M.Place	30/05/2011
2011-2012	273 & 274 GST Road,	04/06/2012
2012-2013	Chromepet, Chennai-44	19/08/2013

II. Postal Ballot

During the financial year under review, no postal ballots were used for voting at meetings. At the ensuing AGM there is no item on the agenda that is required to be passed by postal ballot.

VII. DISCLOSURES

I. Related Party Transactions

There has been no materially significant related party transaction with the company's promoters, directors, management or their relatives which may have a potential conflict with the interests of the company. None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of Clause 49 VII (D) of the Listing Agreement. No director has been paid any remuneration as well as sitting fees the Director of the Company. Members may refer to the notes to the accounts for details of other related party transactions

II. Compliance with Regulations

The company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the company on any matters related to the capital markets, nor as any penalty or stricture been imposed on the Company by Stock Exchange, SEBI or any other Statutory authority.

III. Accounting Standards

The company has followed the accounting standards, laid down by the Institute of Chartered Accountants of India.

IV. Risk Management

The audit committee regularly reviews the risk management strategy of the company to ensure the effectiveness of risk management policies and procedures.

V. Remuneration to the Directors:

No directors had been paid remuneration

VI. Disclosures of relationships between directors Inter-se:

Shri Parasamal Gothi is the father of Shri Sanjay Gothi. None of the other Directors have any relation inter-se.

VIII. DIRECTORS SEEKING REAPPOINTMENT

The required information regarding the details of director who is seeking appointment or reappointment is set out in the notes to the notice.

IX. GENERAL SHAREHOLDER INFORMATION

The company's financial results are published in the MAKAL KURAL and TRINITY MIRROR

I. 19th Annual General Meeting

The 19th annual general meeting will be held on 1st September 2014 at the A.K.C. Palace 273 & 274 GST Road, Chrompet, Chennai-44 at 10.00 a.m.

II. Tentative Financial Reporting Calendar

Financial Reporting 2014	From	To	Date
1 st Quarter	April	June	30 th July
2 nd Quarter	July	September	30 th October
3 rd Quarter	October	December	30 th December
4 th Quarter	January	March	30 th April Unaudited / Audited on or before 31/05/2015
Annual General Meeting	April 2013	March 2014	On or before 30/09/2015

III. Book Closure

The date of closure is on 06/09/2014 to 08/09/2014

IV. Stock Exchange Listing

Stock Exchange	Stock Code	Listing Paid Up to	Fees	ISIN
Bombay Stock Exchange	531111	31/03/2014		INE 538G01018

V. Share Price

The company's high and low prices recorded on the Bombay Stock Exchange during the year 2014 are.

Share Price (Month)	High	Low	Month	High	Low
April	7.87	7.60	Oct	7.71	7.00
May	7.87	7.60	Nov	8.09	5.38
June	7.23	7.05	Dec	7.71	5.00
July	7.00	6.20	Jan	8.91	7.46
Aug	6.83	6.75	Feb	8.40	6.65
Sep	8.09	7.08	Mar	8.06	8.06

VI. Registrar & Transfer Agent

CAMEO CORPORATE SERVICE LIMITED 1, Club House Rod, Chennai- 600 002 Phone: 28460390 / 28460394

VII. Share Transfer System.

The power to approve the transfer of securities has been delegated by the board to the share transfer agents. Share transfer requests are processed within an average of 15 days from the date of receipt. Shareholders are encouraged to opt for dematerialization of the physical shares in which case electronic credit is made.

The Company has established connectivity with the depository, namely, Central Depository Services Limited The transfers are approved by the Share Transfer Committee. Share Transfers are registered and despatched within a period of 30 days from the date of receipt if the documents are correct and valid in all respects. As on 31-03-2014 there were no valid requests pending for transfer of shares.

VIII. Distribution of shareholding

As on 31st March, 2014

Category	Number Shares held	of % of holding
1. Promoters		
- Indian	7265600	71.23
- Foreign	NIL	NIL
2. Persons acting in concert	NIL	NIL
3. Institutional Investors		
a. Mutual Funds & UTI	NIL	NIL
b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Inst./Non-Govt. Inst)	NIL	NIL
c. FIs	NIL	NIL
4. Others		
- Private Bodies Corporate	87800	0.86
- Indian Public	2815800	27.61
- NRIs / OCBs	NIL	NIL
- Other than specified above Clearing Members / HUF	30800	0.30
Sub Total		
Grand Total	10200000	100.00
Paid-up Shares	10200000	100.00

Distribution Schedule as on 31-03-2014

Sl. No.	Category of Shares	Holders	Shares
		Nos.	Nos.
1.	10 - 5000	5133	10886500
2	5001 - 10000	660	5919500
3	10001 - 20000	236	3639000
4	20001 - 30000	79	2023000
5	30001 - 40000	33	1157000
6	40001 - 50000	33	1523000
7	50001 - 100000	30	2287000
8	100001 - And above	15	74565000
	TOTAL	6219	10200000
		100	100

IX Dematerialisation of shares

The equity shares of the company are required to be compulsorily traded and settled only in the dematerialised form.

Shares of the company can be held and traded in electronic form.

Approximately, 1159781 being 11.37% shares have already been dematerialized.

Chennai

Date :23/07/2014

For and on behalf of the Board

For Gothi Plascon(India) Limited

Sd/-

Sanjay Gothi
Managing Director

DECLARATION

As per Clause 49 of the Listing Agreement with the Stock Exchange, this is to confirm that all Board Members and Senior Management personal have affirmed compliance with the code of conduct of the Company for the financial year 2013-14.

Chennai

Dated :23/07/2014.

SANJAY GOTHI
Managing Director

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Members of

GOTHI PLASCON (INDIA) LIMITED

Chennai

- We have examined the compliance of the conditions of Corporate Governance by the company for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange in India.
- The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
- In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.
- We state that in respect of investor grievances received during the year ended 31st March 2014, no investor grievance are pending against the company for a period exceeding one month as per records maintained by the company which are presented to the shareholders / Investors Grievance Committee.
- We further state that such Compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai

Date: 15/05/2014

Declaration

This is to confirm that for the year 2013-14, all Board members and senior management personnel have affirmed compliance with the Code of Conduct of GOTHI.

Chennai

Date : 23/07/2014

ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS
(T.R.ACHHA)
PARTNER

Sanjay Gothi
Managing Director

AUDITORS REPORTS

We have audited the accompanying financial statements of Gothi Plascon (India) Limited (the company), which comprise the balance sheet as at 31 March 2014, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the balance sheet, of the state of affairs of the company as at 31 March 2014
- In the case of the statement of profit and loss, of the profit for the year ended on that date, and
- In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on other legal and regulatory requirements

- As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- As required by section 227(3) of the Act, we report that:
 - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account.
 - In our opinion, the balance sheet, statement of profit and loss, and cash flow statement comply with the accounting standards notified under the Companies Act, 1956 read with the general Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - On the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under Section 441A of the Companies Act, 1956, nor has it issued any rules under the said section, prescribing the manner in which cess is to be paid, no cess is due and payable by the Company.

Place: Chennai

Date: 15.05.2014

For ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS
(T.R.ACHHA)
PARTNER

Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date Re: Gothi Plascon (India) Limited (the company)

- The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- During the year, the company has not disposed of major part of the plant and machinery. According to the information and explanations given to us, we are of the opinion that the sale of the said part of plant and machinery has not affected the going concern status of the company.
- As the company is not having any inventory, clause i (a), (b), (c) with reference to inventory is not applicable, hence not commented upon.
- According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the company and hence not commented upon.
- According to information and explanations given to us, the company has taken unsecured loans, from five parties covered in the register maintained under section 301 of the Companies Act, 1956, having year end balances of Rs. 3,49,50,000 and maximum outstanding of Rs.48,00,000.
- The principal amount and interest amount is repayable on demand and there is no repayment schedule.
- In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the sale of services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company.
- According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of ₹500,000 have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- In our opinion and according to the information and explanations given to us, the company has not accepted any deposit from Public. The Company Law Board has passed no order.
- It is not mandatory for the company of maintenance of cost records, as no activity which attracts maintenance of cost records is undertaken by the company, hence not commented upon.
- As per the information and explanations given to us, the company is not liable to pay any statutory dues like provident fund, investor education and protection fund, employees' state insurance, income tax, sales-tax, wealth-tax, customs duty, excise duty, cess and other material statutory dues applicable to it. The company is regular in depositing service tax applicable to it.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- The company has accumulated losses amounting to Rs.68,659,022.32 at the end of the financial year and it has not incurred cash losses in the current and not in immediately preceding financial year.
- Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not raised any loans from banks, financial institutions and debenture holders and hence this clause is not applicable to the Company.
- According to the information and explanations given to us and based on the documents and records produced before us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.
- In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the company.
- As per records of the company, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
- The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures during the year.
- We have verified that the end use of money raised by public issue is as disclosed in the financial statements.
- Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.

Place of signature: Chennai

Date: 15.05.2014

For ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS

(T.R.ACHHA)
PARTNER
Membership No.25959

GOTHI PLASCON (INDIA) LIMITED
BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH 2014

AY:2014-2015

Particulars	Note No	YEAR ENDED	YEAR ENDED
		31.03.14	31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	10,20,00,000.00	10,20,00,000.00
(b) Reserves and Surplus	4	(6,86,59,022.32)	(7,02,81,576.34)
(c) Money received against share warrants			
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	3,49,90,000.00	3,48,00,000.00
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities	6	1,58,00,000.00	23,00,000.00
(d) Long term provisions			
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables	7	-	-
(c) Other current liabilities	8	1,71,202.00	2,72,635.00
(d) Short-term provisions			
Total		8,43,02,179.68	6,90,91,058.66
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	3,78,00,994.53	3,90,44,256.78
(ii) Intangible assets			
(iii) Capital work-in-progress		4,34,01,567.13	2,69,91,712.63
(iv) Intangible assets under development			
(b) Non-current investments			
(c) Deferred tax assets (net)			
(d) Long term loans and advances			
(e) Other non-current assets			
(2) Current assets			
(a) Current investments	10	-	-
(b) Inventories	11	-	-
(c) Trade receivables	12	1,77,995.02	3,82,023.52
(d) Cash and cash equivalents			
(e) Short-term loans and advances	13	-	-
(f) Other current assets		29,21,623.00	26,73,065.73
Total		8,43,02,179.68	6,90,91,058.66

As per our report of even date annexed.

For ACHHA ASSOCIATES
Chartered Accountants

PARTNER
Place: Chennai
Date :15.05.2014

Parasmal Gothi
DIRECTOR

for and on behalf of the Board of
GOTHI PLASCON INDIA LTD

Sanjay Gothi
MANAGING DIRECTOR

STATEMENT OF PROFIT & LOSS FOR THE YE AR ENDED 31st MARCH 2014

Particulars	Note No	YEAR ENDED	YEAR ENDED
		31.03.2014	31.03.2013
I. Revenue from operations	14	-	4,38,59,297.00
II. Other Income	15	96,82,500.00	59,82,586.00
Total Revenue		96,82,500.00	4,98,41,883.00
IV. Expenses:			
Cost of materials consumed	16	-	4,04,77,723.00
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	8,74,133.00
Other expenses	17	19,17,221.73	19,90,872.00
Employee benefit expense	18	36,083.00	11,10,410.00
EBITDA		19,53,304.73	4,44,53,138.00
Financial costs	19	77,29,195.27	53,88,745.00
Depreciation and amortization expense	9	48,37,379.00	37,13,580.00
		12,69,262.25	12,18,606.51
V. Profit before ex ceptional and extraordinary items and tax		61,06,641.25	49,32,186.51
VI. Exceptional Items		16,22,554.02	4,56,558.49
VII. Profit before extraordinary items and tax		-	(44,00,278.31)
VIII. Extraordinary Items		16,22,554.02	(39,43,719.82)
IX. Profit before tax		16,22,554.02	(39,43,719.82)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit(Loss) from the perid from continuing operations		16,22,554.02	(39,43,719.82)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations		-	-
XV. Profit/(Loss) for the period		16,22,554.02	(39,43,719.82)
XVI. Earning per equity share:			
(1) Basic		0.16	(0.39)
(2) Diluted		0.16	(0.39)

As per our report of even date annexed.
For ACHHA ASSOCIATES
Chartered Accountants

PARTNER
Place: Chennai
Date :15.05.2014

Parasmal Gothi
DIRECTOR

for and on behalf of the Board of
GOTHI PLASCON INDIA LTD

Sanjay Gothi
MANAGING DIRECTOR

3. SHARE CAPITAL

a)

Authorised
1,10,00,000 Equity Shares of Rs.10 Each
Issued Subscribed & Paidup
1,02,00,000 Equity Shares of Rs.10 Each

AMOUNT	AMOUNT
As on 31.03.2014	As on 31.03.2013
11,00,00,000	11,00,00,000
10,20,00,000	10,20,00,000
10,20,00,000	10,20,00,000

b) RECONCILIATION OF THE SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD

	41,729 NUMBER	RS.	41,364 NUMBER	RS.
At the beginning of the period	1,02,00,000	10,20,00,000	1,02,00,000	10,20,00,000
Issued during the period - Bonus issue	-	-	-	-
Issued during the period - ESOP	-	-	-	-
Outstanding at the end of the period	1,02,00,000	10,20,00,000	1,02,00,000	10,20,00,000

c) TERMS/RIGHTS ATTACHED TO EQUITY SHARES

1. The company has only one class of equity shares having par value of 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31 March 2014, the amount of per share dividend recognised as distributions to equity shareholders was Nil. (31 March 2013 : Nil)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

d) DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY

	AS AT 31 MARCH 2014		AS AT 31 MARCH 2013	
	NO.OF SHARES	% HOLDING	NO.OF SHARES	% HOLDING
Equity shares of 10 each fully paid				
Sanjay Gothi	45,00,000	0	45,00,000	0
Sanjay Gothi HUF	15,00,000	0	15,00,000	0
Priyadarshana Gothi	12,65,600	0	10,69,200	0

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date is Nil.

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestments are Nil.

Shares held by holding/ultimate holding company and/or their subsidiaries/associates are Nil.

4. RESERVES & SURPLUS

	31.03.2013	31.03.2012
Deficit in the statement of P & L	(7,02,81,576)	(6,63,37,857)
Balance as per last financial Statements		
Profit for the year	16,22,554	(39,43,720)
Net Surplus	(6,86,59,022)	(7,02,81,576)

5. LONG TERM BORROWINGS

	Non Current 31.03.2014	31.03.2013	Current 31.03.2014	31.03.2013
Unsecured borrowings	3,49,90,000	3,48,00,000	-	-
Refer note 22 for related party transactions	3,49,90,000	3,48,00,000	-	-

The above loans are repayable on demand and carry interest @ 15% p.a.

6. OTHER LONG TERM LIABILITIES

	31.03.2014	31.03.2013
Lease Advance	1,33,00,000	23,00,000
Electricity deposit SPI	25,00,000	-
	1,58,00,000	23,00,000

8. OTHER CURRENT LIABILITIES

Audit Fees Payable	1,53,540	1,51,686
TDS Payable	15,437	40,854
Service Tax payable	2,225	80,095
	1,71,202	2,72,635

9. TANGIBLE ASSETS

DESCRIPTION	PLANT & MACHINERY	LAND	BUILDING	TOTAL
Rate	4.75%		0	
Balance as on 01.04.2013	13,24,514.07	48,51,324.00	3,60,90,137	4,22,65,975
Additions	26,000.00			
Deletions				26,000
Total	13,50,514.07	48,51,324.00	3,60,90,137	4,22,91,975
Depreciation Upto 31.03.2013	1,79,407.32		30,42,311	32,21,719
For the year	63,851.66		12,05,411	12,69,262
Reversal				
Total	2,43,258.99			
Net Block as on 31.03.2013	11,45,106.75	48,51,324.00	3,30,47,826	3,90,44,257
Net Block as on 31.03.2014	11,07,255.08	48,51,324.00	3,18,42,415	3,78,00,995

12. CASH & CASH EQUIVALENTS

	Non Current 31.03.2014	31.03.2013	Current 31.03.2014	31.03.2013
Bank of Baroda - Pondy			31,938	3,29,172
Bank of Baroda - Chennai			75,425	9,878
Vijaya Bank - Pondicherry			30,234	16,565
Cash on Hand			40,398	26,409
			1,77,995	3,82,024

13. OTHER CURRENT ASSETS

	31.03.2014	31.03.2013
Deposits	1,16,690	1,46,975
TDS Receivable	27,54,933	24,44,695
Staff Advances		
Advances receivable in cash or kind	50,000	81,396
	29,21,623	26,73,066

14. SALES

	ASON 31.03.2014	ASON 31.03.2013
Sales		4,34,29,485
Scrap Sales		2,93,092
Job Work Charges		1,36,720
		4,38,59,297

15. OTHER INCOME

	ASON 31.03.2014	ASON 31.03.2013
Rent Received	96,82,500	59,42,370
Interest Received		40,216
	96,82,500	59,82,586

16. COST OF MATERIALS CONSUMED

	ASON 31.03.2014 AMOUNT	ASON 31.03.2013 AMOUNT
Opening Stock		44,72,278
Add: Purchases		2,84,46,597
Add: Manufacturing Expenses		3,29,18,875
		75,58,848
Less: Closing Stock		4,04,77,723
		4,04,77,723

17. OTHER EXPENSES

Power & Fuel	1,10,631	31,820
Freight & Forwarding	-	1,41,658
Rent	37,800	2,37,800
Rates & Taxes	1,50,315	2,53,817
Insurance	77,198	82,705
Commission	5,61,800	
Repairs & Maintenance	41,040	2,27,287
Advertisement & Sales Promotion	45,540	68,684
Travelling Charges	-	34,184
Communication Costs	1,22,145	1,11,892
Printing & Stationery	34,279	50,295
Legal & Professional Fees	2,18,428	44,089
Auditors' Remuneration (Refer Note 17(a))	1,68,540	1,68,540
Miscellaneous Charges	3,49,506	5,38,101
	19,17,222	19,90,872

Note 17(a) - Auditors' Remuneration

Statutory Audit under Companies Act	1,40,450	1,25,000
Taxation & other Matters	28,090	43,540
	1,68,540	1,68,540

18. EMPLOYEE BENEFIT EXPENSE

E.S.I Contribution	-	65,255
Provident Fund	83	1,34,242
Staff Salary & Bonus	36,000	2,49,250
Staff Medical Expenses	-	5,815
Staff Welfare Expenses	-	2,19,401
Bonus & Gratuity	-	4,36,447
Professional Tax	-	-
	36,083	11,10,410

19. FINANCIAL COSTS

Bank Charges	2,379	5,580
Interest	48,35,000	37,08,000
	48,37,379	37,13,580

20. EARNINGS PER SHARE

The earnings considered in ascertaining the Company's Earnings per share comprise of net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The numerators and denominators used to calculate earnings per share.

	2013-14	2012-13
Profit attributable to equity share holders	16,22,554	(39,43,720)
Number of Equity Shares outstanding	1,02,00,000	1,02,00,000
Earnings per share (Basic)	0	(0)
Earnings per share (Diluted)	0	(0)

21. SEGMENT REPORTING

The company's business consists of one primary reportable business segment of rental income, hence no separate disclosures pertaining to attributable revenues, profits, assets, liabilities and capital employed are given as required under Accounting Standard - 17.

22. RELATED PARTY TRANSACTIONS

Related parties with whom transactions have taken place:

Sl.No.	Name	Relationship
1	Gothi Impex	Enterprises where Director has significant control or influence
2	Priyadarshna Gothi	Relative of Director
3	Sanjay Gothi	Director
4	Sanjay Gothi HUF	Enterprises where key management personnel has significant control or influence
5	Sumitra Gothi	Relative of Director
6	Sanjan aGothi	Relative of Director
7	Desikan	Director
8	Pranay Gothi	Relative of Director

LOANS TAKEN AND REPAYMENT THEREOF

	Year Ended	Loans Taken	Repayment	Interest Accrued	Amount owed to the related parties
Sanjay Gothi (HUF)	31 March 2014	2,98,52,000	2,89,57,000	39,70,000	2,98,95,000
Sanjay Gothi (HUF)	31 March 2013	3,04,20,500	1,88,40,000	30,19,500	2,90,00,000

PriyadarshanaGothi	31 March 2014	2,38,05,000	2,96,05,000	8,65,000	NIL
PriyadarshanaGothi	31 March 2013	1,17,35,000	62,35,000	3,00,000	58,00,000
PranayGothi	31 March 2014	20,00,000	19,00,000	-	1,00,000
PranayGothi	31 March 2013	-	-	-	-
SumitraGothi	31 March 2014	37,00,000	5,00,000	-	32,00,000
SumitraGothi	31 March 2013	-	-	-	-
SanjanaGothi	31 March 2014	22,95,000	5,00,000	-	17,95,000
SanjanaGothi	31 March 2013	-	-	-	-
Name	Nature	31 March 2014		31 March 2013	
GothiImpex	Rent Received	240,000		220,000	
Sanjay Gothi HUF	Interest	39,70,000		-	
Sanjay Gothi	Rent Paid	-		2,00,000	
Desikan	Salary	-		64,000	
PriyaDarshinaGothi	Interest	8,65,000		-	

23. Business Loss and unabsorbed depreciation carried over as per Income Tax Act upto 31.03.2014 is Rs 5,88,20,379 which will be adjusted against profits of the Company in subsequent years. Contingent tax benefits out of such adjustment is not accounted for as the Company is not anticipating the profit to the extent of accumulated losses.
24. Previous year figures have been regrouped wherever necessary.

As per our report of even date annexed.

For ACHHA ASSOCIATES
Chartered Accountants

Place: Chennai
Date: 15.05.2014

for and on behalf of the Board of
GOTHI PLASCON INDIA LTD
PARTNER MANAGING DIRECTOR

Significant Accounting Policies & Notes on Accounts:

1. CORPORATE INFORMATION

Gothi Plascon (India) Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on one stock exchange in India. The company was engaged in the manufacturing and selling of plastic items. The company caters to domestic markets only. Company has stopped its operation of manufacturing and selling of plastic items and earning rental income.

2. BASIS OF ACCOUNTING

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 as per revised Schedule VI. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) FIXED ASSETS & DEPRECIATION

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation of fixed assets has been charged on single shift basis on SLM basis at following rates:

Block of asset	Rate
Plant & Machinery	4.75%
Building	3.34%

c) VALUATION OF INVENTORIES

The company is not carrying any inventory, hence no policy of valuation is applicable.

d) REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

e) DUES TO MSMED

There are no trade payables outstanding during the year and hence no dues are outstanding to MSMEDs

f) CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

g) FOREIGN CURRENCY TRANSACTIONS

Expenditure in Foreign Currency - Nil

Earning in Foreign Currency - Nil

h) EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expense.

i) PROVIDENT FUND

No provident fund is payable by company.

In the opinion of the Board of Directors, Current Assets, Loans and Advances have a value on realization, in the ordinary course of business, at least equal to the amount at which they are stated.

**CASH FLOW STATEMENT FOR
YEAR ENDED 31ST MARCH,
2014**

Cash flow from operating
activities

Net profit before tax

Adjusted for:

Rent Income

Interest Income

Financial Costs

Loss on sale of assets

Depreciation

Operating Profit Before

Working Capital Changes

Working Capital Changes

Increase in other current
liabilities

Decrease in trade payables

Decrease in other Current

Assets

Decrease in inventories

Decrease in trade receivables

Cash Flow from operating
activities (A)

Cash Flow from Investing
Activities

Acquisition of fixed assets

Capital work in progress

investment

Sale of assets

Rent Income

Interest Income

Cash Flow from investing
activities (B)

Cash flow From Financing
Activities

Long Term Borrowing

Other long term borrowing

Financial Costs

Cash Flow from operating
activities (C)

Cash Flow from All

activities(A+B+C)

Cash & Cash Equivalents at the

Beginning of the year

Cash & Cash Equivalents at the

End of the year

As per our report of even date annexed.
For ACHHA ASSOCIATES
Chartered Accountants

PARTNER
Place: Chennai
Date :15.05.2014

Parasmal Gothi
DIRECTOR

for and on behalf of the Board of
GOTHI PLASCON INDIA LTD

Sanjay Gothi
MANAGING DIRECTOR

AUDITOR'S CERTIFICATE

We have verified the above cash flow statement of Gothi Plascon (India) Limited derived from the audited annual accounts for the year ended March '2014 and found the same to be correct. This statement has been prepared by the company in accordance with the requirement of the listing agreement with stock exchanges.

Place : Chennai
Date : 15.05.2014

For ACHHA ASSOCIATES
Chartered Accountants
Partner

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION
To
The Board Of Directors,
GOTHI PLASCON (INDIA) LIMITED

We the undersigned in our respective capacity as CEO AND CFO of the company to the best of our knowledge and belief certify that:

a) We have examined the financial statement and the cash flow statement for the year ended 31/03/2014 and based on our knowledge and belief we state that:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Chennai
15/05/2014
Mr.Sanjay Gothi
Mr.K Desikan

GOTHI PLASCON (INDIA) LIMITED
CIN: L36999TN1994PLC08895
Regd. Office: New No 31 (Old No.26), Wallers Road, Chennai - 600002
WEBSITE www.gothipluscon.com
ATTENDANCE SLIP

I hereby record my presence at 19TH ANNUAL GENERAL MEETING ON Wednesday, 08th September 2014 At
A K C Place , 273 & 274 G S T Road, Chromepet, Chennai 44
Folio No. _____ DP ID No. _____ Client ID. _____ Name of the Member / proxy holder

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)
Name of the Member (s): _____ Registered Address: _____
Email Id: _____ Folio No./Client Id No.: _____ DP ID No. _____

I/We, members of GOTHI PLASCON (INDIA) LTD holding equity shares of Re. 10/- each hereby appoint:
1.Name: _____ Of _____ Email Id. - _____ or failing him
2.Name: _____ Of _____ Email Id. - _____ or failing him
3. Name: _____ Of _____ Email Id. - _____ or failing him
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19TH Annual General Meeting of the Company to be held on 8th September 2014 AT No.273/-274, A.K.C Palace GST Road, Chromepet, Chennai - 44 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	For	Against
1 A Consider and Adopt the Audited Financial Statements of the Company for the year ended March 31, 2014 together with the Reports of the Directors and Auditors thereon.		
2 Re-appointment of Mr.ParasmalGothi as a Director of the Company.		
3. Appointment of Statutory Auditors.		
4. Appointment of Mr. PrakashchnadBohra as independent Director of the company		
5. Appointment of Mr. Ajitsingh as Independent Director of the company		
6.To authorise board to borrow funds for the company		
7. To authorise board to create / sell/ mortgage/ charge etc as per the resolution on the assets of the company		
8 To change the objects of the company as per resolution		

Date :

Signature of the Share Holder

Signature of the Proxy Holder

The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting .

**Form No: MGT-12
POLLING PAPER**

[Pursuant to Section 109 (5) of the Companies Act, 2013 and rules 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

GOTHI PLASCON (INDIA)LIMITED
CIN: L36999TN1994PLC08895
Regd. Office: New No 31 (Old No.26) ,Walters Road, Chennai – 600002
WEBSITE www.gothipluscon.com
BALLOT PAPER

1 Name of the First Named Shareholder (In Block Letters)

2 Postal Address

**3 Registered Folio No. / *Client ID. No. (*Applicable to
investors holding shares in dematerialized form)**

4 Class of Share

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution	For	Against
1 a Consider and Adopt the Audited Financial Statements of the Company for the year ended March 31, 2014 together with the Reports of the Directors and Auditors thereon.		
2 Re-appointment of Mr.Parasmal Gothi as a Director of the Company.		
3. Appointment of Statutory Auditors.		
4. Appointment of Mr. Prakash chand Bohra as independent Director of the company		
5. Appointment of Mr. Ajit singh as Independent Director of the company		
6.To authorize board to borrow funds for the company		
7. To authorize board to create charge on the assets of the company		

Place:

Date: _____

(Signature of Shareholder)

Book Post
Certificate of Post

To

If undelivered please return to :

GOTHI PLASCON (INDIA) LIMITED

New No.31,(Old No.26) Wallers Road,

1st Floor, Chennai – 600 002

Phone No. 3254 9611