



GOTHI PLASCON (INDIA) LIMITED

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

**ANNUAL REPORT
2015-2016**

BOARD OF DIRECTORS

		DIN NO
Mr. ParasmalGothi	- Chairman	00600370
Mr. Sanjay Gothi	- Managing Director	00600357
Mr. Prakash Chand Jain	- Independent Director	01741059
Mr. Desikan Krishnan	- Whole Time Director	02762481
Mrs.Monica Ajit Singh Jain	- Independent woman Director	07173303

TWENTY FIRST ANNUAL GENERAL MEETING
Date: 20.06.2016
Day: Monday
Time: 10-00 A.M
Place: A.K.C. Palace (C M Palace) 273 & 274 G.S.T Road, Chrompet Chennai – 600044.

Registrar & Transfer Agent

Cameo Corporate Service limited
Subramaniam Building
1, Club house Road,
Chennai – 600002.

Registered office:
New No.31(Old No.26) Wallers Road,
First Floor,
Chennai – 600002.
Ph: 32549611
Email : plascon747@gmail.com
website: www.gothiplascon.com

Bankers
Bank of Baroda,
80, Ritherton Road,
Purasaiwakkam,
Chennai – 600 007

Factory:
17/5B, Vazhudavur Road,
Kurumbapet,
Puducherry – 605 009.
Ph: 2271115

Auditors:
Achha Associates
Chartered Accountants
Chennai – 600079.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 21st Annual General Meeting of the company will be held on Monday the 20th June 2016 at 10 a.m. at A.K.C.Palace, 273 & 274 GST Road, Chrompet, Chennai-44 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Mr.Parasmal Gothi (Din No. 00600370) director who is retiring by rotation and being eligible offers himself for reappointment
3. To appoint Auditors and to fix their remuneration. The retiring auditors, M/s ACCHA & ASSOCIATES (ICAI Registration No. 07810S) Chartered Accountants, Chennai, are eligible for reappointment.

Special Business

4. As an ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of the Section 196, 197 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013, Mr.Sanjay Gothi be and is hereby appointed as managing director of the company to the remuneration Rs.50,000/-per month for a period of five years from 01/08/2016 subject to a maximum as may be determined by the board from time to time subject to schedule V of the companies Act 2013

5. As an ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of the Section 196, 197 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013, Mr.K.Desikan be and is hereby appointed as whole time director of the company to the remuneration Rs. 20,000/- per month for a period of five years from 01/08/2016 subject to a maximum as may be determined by the board from time to time, subject to schedule V of the companies Act 2013

For and on behalf of the Board

Sd/-

Place: Chennai

Date : 26/4/2016

Sanjay Gothi
Managing Director

NOTES:-

- 1.Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxies should however be deposited at the registered office of the company not less than 48 hours before the time fixed for the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or two. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3.The Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as given in the notice is annexed hereto
- 4.The Register of Members of the Company will remain closed from June 14, 2016 to June 20, 2016 (both days inclusive) for annual closing
5. The Notice of the AGM along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your Depository Participant(s) / Registrar and Share Transfer Agent (RTA) or write to us at plascon747@gmail.com
6. Members may also note that the notice of the Annual General Meeting and the Annual Report 2016 will be available on the Company's website: www.gothi plascon.com
- 7.Members holding shares in physical form are requested to notify to the Company immediately of any change in their residential and e-mail address to the Registrar and Transfer Agents: CAMEO CORPORATE SERVICE LIMITED, I, Club House Road, Chennai, Tamil Nadu-600002 Ph: 044-28460390 /044- 28460394
8. Members holding shares in dematerialized form may inform the change in their residential and e-mail address to their Depository Participants.
- 9.Members who are holding shares in identical order of names in more than one account are requested to intimate to the Company, the ledger folio of such accounts together with the share certificate(s) to enable the Company to consolidate all the holdings into one

account. The share certificate (s) will be returned to the members after necessary endorsements.

10. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

11. All documents referred to in the accompanying notice and the explanatory statement pursuant to section 102(1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of declaration of results of the Annual General Meeting of the Company.

12. Information pursuant to clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment/re-appointment at the AGM is furnished in the Corporate Governance section of the Annual Report and this Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

13. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

- (i) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (CDSL).
- (ii) The facility for voting through ballot paper/polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on 17/06/2016 (10:00 am) and ends on 19/06/2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13/06/2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 13/06/2016.
- (vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13/06/2016, may obtain the login ID and password by sending a request at evoting@cDSL.co.in or to the Company/RTA.
- (vii) However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by ~. "Forgot User Details /Password" option available on www.evoting.cDSL.com or contact CDSL at the following toll free no.: 1800-222-990.
- (viii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.cDSL.com or call on toll free no.: 1800-222-990.
- (ix) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication (s).
- (x) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (xi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (xii) Mr. N K BHANSALI, Practicing Company Secretary (Membership No. FCS 3942), Proprietor, *M/s. N K BHANSALI & CO., Practicing Company Secretaries* has been appointed as the Scrutinizer to scrutinize the voting at the AGM and the remote e-voting process in a fair and transparent manner.
- (xiii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xiv) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast

Information about director seeking appointment / re-appointment in this Annual General Meeting

Name of the Director	Mr. Desikan	Mr. Parasmal Gothi	Mr. Sanjay Gothi
DIN	02762481	00600370	00600357
Father's Name	Krishnan Vaduvur Rajagopal	Lal Chand Gothi	Parasmal Gothi
Date of Birth	21/09/1955	03/02/1939	10/04/1969

Educational Qualifications	Graduate	S.S.L.C	Diploma In Auto Engineering
Experience	Production area of the company having experience of around 18 years	Founder of the company and having few decades of experience in the operations of the company	Founder of the company and having few decades of experience in the operations of the company
Date of Appointment	31/07/2002	11/10/1994	11/10/1994
Other Directorships	NIL	NIL	NIL
Committee Memberships	NIL	NIL	NIL
Number of shares held	NIL	NIL	4500000

For and on behalf of the Board
Sd/-
SANJAY GOTHI
Managing Director

Place: Chennai
Date : 26/04/2016

Explanatory Statement as per section 102 of the Companies Act 2013
Item No 4 and 5

Mr.Sanjay and Mr.Desikan were appointed as Managing Director and Whole-Time Directors of the Company w.e.f. 1st August , 2011 for a period of five years by the members of the Company in the Annual General Meeting held on 30/05/2011. Their appointments were approved in accordance with Schedule XIII of the Companies Act, 1956

The Board at its meeting held on 26/04/2016 on the recommendation of Nomination and Remuneration Committee has accorded in approval to the appointment of Mr. Sanjay Gothi as managing director and Mr.Desikan as Whole time Directors of the company for five years w.e.f. 01/08/2016 subject to the approval of the shareholders

Except Mr.Sanjay Gothi and Mr.Parasmal Gothi none of the other directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution proposed in item No.4. The Board of Directors recommends the above Resolution for the approval of the shareholders.

Except Mr.K.Desikan none of the other directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution proposed in item No.5 . The Board of Directors recommends the above Resolution for the approval of the shareholders.

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

Dear Shareholders,

We have pleasure in presenting the 21st Annual Report and Audited Statements of Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS AND STATE OF COMPANY'S AFFAIRS

The financial results for the year ended 31st March 2016 are as under: Rs. (In Lacs)

	31.03.2015	31.03.2016
Income	151.20	158.40
Total Expenses	65.85	67.91
Profit before depreciation	85.35	90.48
Depreciation	27.19	27.19
Profit/(loss) before Tax	58.16	63.29
Provision for taxation	0.00	0.00
Profit / (loss) After Tax	58.16	63.29

The company had improved its profitability from 58.16lacs to 63.29 lacs . There was no material change or commitment, affecting the financial position of the Company between the end of the financial year of the Company and the date of the report other than those disclosed in the financial statements.

Transfer to General Reserve

No amount has been transferred to reserves.

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 2016.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board of Directors of the Company and other details related to the board is furnished in the Corporate Governance Report annexed to this report As "Annexure A" During the year, Mr. Ajit Singh Nahata relinquished his office as an Independent Non-Executive Director of the Company with effect from 08/07/2015. Mrs. Monica was appointed as Independent and Woman director on the board during the year

On the recommendation of the Nomination and Remuneration Committee, The board recommended appointment of Mr. Sanjay Gothi as managing director of the company and Mr. K. Desikan as whole time director of the company for a period of five years w.e.f 01/08/2016

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

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.

.Statutory Auditors

M/s. ACHHA ASSOCIATES, Chartered Accountants were appointed as Statutory Auditors at the Annual General Meeting (AGM) held on 08/09/2014 for a period of three years i.e until the conclusion of the 22nd AGM. Their appointment is however, subject to ratification by the members at every AGM.

The Company has received letter from the Statutory Auditors consenting to the re-appointment and a confirmation to the effect that their appointment, would be within the prescribed limits and that they do not suffer from any disqualifications under Section 141 of the Companies Act, 2013 and the rules made there under. The Statutory Auditors Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s N K BHANSALI & Co., a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company. The report on the Secretarial Audit carried out for the year 2015-16 is annexed herewith as 'Annexure - B'. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Directors' Responsibility Statement

In terms of Section 134(3)(c) read with section 134(5) of the Companies Act, 2013, the Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that they had:

- (i) Followed the applicable accounting standards in the preparation of the financial statements for the financial year 2015-16 and there are no material departures;
- (ii) selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, preventing and detecting fraud and other irregularities and
- (iv) prepared the financial statements for the financial year on a 'going concern' basis.
- (v) laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively.
- (vi) devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

BUSINESS RISK MANAGEMENT

Pursuant to section 134(3)(n) of the Companies Act, 2013 Risk Management Committee to identify elements of risk in different areas of operations. In The opinion of the Committee there was no risk that may threaten the existence of the Company.

The details of Risk Management Committee are included in the Corporate Governance

PARTICULARS OF EMPLOYEES

Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed as annexure D

Corporate Governance

In terms of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations"), a Report on Corporate Governance along with Compliance Certificate issued by Statutory Auditor's of the Company is attached as **Annexure- C** and forms integral part of this Report (hereinafter "Corporate Governance

Other disclosures

- a) The Internal control systems and adequacy are discussed in detail in the Management Discussion and Analysis annexed to the Directors Report.
- b) The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as 'Annexure C'.
- c) The Company has established a formal vigil mechanism named 'Gothi Whistle Blower Policy' for reporting improper or unethical practices or actions which are violative of the code of conduct of the Company. There was no instance reported during the year under review through this
- d) Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Expenditure
The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is NIL
- e) No significant or material orders were passed by the Regulators or Courts or Tribunals which impacts the going concern status and Company's operations in future.

Date: 26/4/2016
Chennai

For and on behalf of the Board

for Gothi Plascon (India) Ltd.

sd/-

Directors

MANAGEMENT DISCUSSION AND ANALYSIS SCENARIO

Market Scenario

The economic and market scenario of the industry was subdued and did not improve. The company has rented its premises And rental income

Opportunities

.The board is hopeful of improving financials in the years to come as soon as the economic conditions revives

Concerns

The recession in the economy may bring non company's revenues. Competition from the industry is a continues threat

INTERNAL CONTROLS AND SYSTEMS

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.

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.

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

Gothi philosophy On Corporate Governance:

Good Corporate governance practices is intrinsic to the management of the affairs of Gothi Its businesses focus on getting best returns on assets and capital deployed with minimum risks. Therefore, it always ensures that its targets and performance are met with integrity and accountability to investors and all other associates, governmental and non governmental agencies

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, 3 directors are non-executive directors of which 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 the listing agreement.

Responsibilities

The board of directors represents the interest of the company's shareholders, in optimising 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 Eight board meetings were held during the year on 08/04/2015 ,20/05/2015 ,04/07/2015 ,08/07/2015,07/08/2015 ,02/11/2015, 27/01/2016 and on 25/03/2016.

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 except had any pecuniary relationship or transaction with the company

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, Nomination & Remuneration Committee and Stakeholders Relationship 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
Mrs Monica Ajith Singh	4	4
Shri Prakash Bohra	4	4

STAKEHOLDERS RELATIONSHIP COMMITTEE

In line with the provisions of Section 178 of the Companies Act, 2013 and pursuant to the Listing The Board has constituted Stakeholders Relationship Committee to monitor the redress of the shareholders / investors grievances. The Committee reviews the status of complaints received from shareholders/investors and redressed thereof. A status report of shareholders complaints and redress thereof is prepared and placed before the Committee. As on 31-03-2016 no shares / debentures are pending for transfer for more than 15 days. All complaints have been resolved to the satisfaction of shareholders with a reasonable time. The committee also acts as share transfer committee and met-13 times

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	
Mrs.Monica Ajith Singh	13/13	
Shri Parasmal Gothi	13/13	
Shri Sanjay Gothi	13/13	

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 as may be referred to by the Board from time to time. No meeting was held during the year

EVALUATION OF THE BOARD / INDEPENDENT DIRECTORS :

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under the Listing Agreement

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Shareholding of Directors

The number of shares held by directors, including shares held by their relatives as on March 31, 2016 is as follows:

Directors	No. of equity shares held
Sanjay Gothi	4500000
SANJAY GOTHI HUF	1500000
Priyadarshana Gothi	1401600
Prakash Chand Bohra	1000

RISK MANAGEMENT POLICY

The Company has in place a mechanism to inform Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risks by means of a properly defined frame work. As required under the Listing Agreement, the Company has formulated a Policy on Risk Management.

Whistle Blower Policy/ Vigil Mechanism:

The Company has a vigil mechanism for Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct. The mechanism provides for adequate safeguards against victimization of Director(s) and Employee(s) who avail of the mechanism. In exceptional cases, Directors and Employees have direct access to the Chairman of the Audit Committee.

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 2016, 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
2012-2013	C.M.Palace	19/08/2013
2013-2014	273 & 274 GST	08/09/2014
2014-2015	Road, Chromepet, Chennai-44	19/08/2015

II. Postal Ballot

During the financial year under review All the Resolutions were passed by way of e-voting and physical ballot.

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 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. Disclosure of relationships between directors Inter-se:

Shri Parasmal 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 MAKKAL KURAL and TRINITY MIRROR

I. 21st Annual General Meeting

The 21st Annual general meeting will be held on 20th June 2016 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 2016	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 31/05/2017
Annual General Meeting	April 2016	March 2017	On or before 30/09/2017

III. Book Closure

The date of closure is on 14/06/2016 to 20/06/2016

IV. Stock Exchange Listing

Stock Exchange	Stock Code	Listing Fees Paid Up to	ISIN
Bombay Stock Exchange	531111	31/03/2016	INE 538G01018

V. Share Price

The company's high and low prices recorded on the Bombay Stock Exchange during the year 2016 are:
The Stock Exchange, Mumbai (BSE)

Share Price (Month)	High	Low	Month	High	Low
April	6.10	5.36	Oct	7.60	7.60
May	7.05	6.40	Nov	7.98	7.22
June	9.35	7.00	Dec	7.58	6.90
July	8.67	7.13	Jan	7.95	6.88
Aug	8.24	6.10	Feb	7.95	7.60
Sep	8.93	7.05	Mar	8.50	7.75

VI. Registrar & Transfer Agent

CAMEO CORPORATE SERVICE LIMITED 1, Club House Road, 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, National Securities Depository Limited, Mumbai. 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 31-03-2016 there were no valid requests pending for transfer of shares.

VIII Distribution of shareholding

As on 31st March, 2016

Category	Number of Shares held	% of holding
1. Promoters		
- Indian	7401600	72.57
- 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. FIIs	NIL	NIL
4. Others		
- Private Bodies Corporate	70351	0.69
- Indian Public	2725649	26.72
- NRIs / OCBs	NIL	NIL
- Other than specified above Clearing Members / HUF	2400	0.02
Sub Total		
Grand Total	10200000	100.00
Paid-up Shares	10200000	100.00

Distribution Schedule as on 31-03-2016

Sl. No.	Category of Shares	Nos.	Holders		Shares	
			%	Nos.	%	
1.	10 - 5000	4971	82.95	10510510	10.30	
2	5001 - 10000	617	10.29	5528490	5.42	
3	10001 - 20000	226	3.77	3479000	3.41	
4	20001 - 30000	72	1.20	1847000	1.81	
5	30001 - 40000	33	0.55	1167000	1.14	
6	40001 - 50000	33	0.55	1523000	1.49	
7	50001 - 100000	29	0.48	2179000	2.14	
8	100001 - And above	12	0.20	75766000	74.28	
	TOTAL	5993	100	10200000	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, 8208781 being 80.48 % shares have already been dematerialized.

Chennai

Date : 26.4.2016

For and on behalf of the Board
For Gothi Plascon (India) Limited
Sd/-

Sanjay Gothi
Managing Director

DECLARATION

As per the Listing Agreement with the Stock Exchange, this is to confirm that all Board Members and Senior Management personnel have affirmed compliance with the code of conduct of the Company for the financial year 2015-16.

Chennai

Dated : 26.4.2016

SANJAY GOTHI

Managing Director

X. Code of Conduct

The board of directors had implemented a Code of Conduct to be applicable to all directors and employees. All the Board members and Senior management personnel have confirmed compliance with the code

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

The Members of

GOTHI PLASCON (INDIA) LIMITED

Chennai

1. We have examined the compliance of condition of corporate governance by Ms. Gothi Plascon (India) Limited, for the year ended on 31.03.2016 as stipulated in of the Listing Agreement of the said company with stock exchange (s).
2. 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 the Corporate Governance. It is neither an audit not an expression of opinion on the financial statements of the company.
3. We certify that the company has complied with the conditions of Corporate Governances as stipulated in the above-mentioned Listing Agreement.
4. We state that no investor grievance is pending for a period exceeding one month against the company as per records maintained by the Shareholders Investors Grievance Committee.
5. 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.

For and on behalf of

For ACHHA ASSOCIATES

CHARTERED ACCOUNTANTS

Place: Chennai

Date: 26/04/2016

(T.R.ACHHA)

PARTNER

Declaration

This is to confirm that for the year 2015-16, all Board members and senior management personnel have affirmed compliance with the Code of Conduct of GOTHI.

Chennai

Date: 26/04/2016

Sanjay Gothi

Managing Director

Independent Auditor's Report

To the Members of GOTHI PLASCON INDIA LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Gothi Plascon India Limited ("the Company")** which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of

For ACHHA ASSOCIATES

CHARTERED ACCOUNTANTS

Place: Chennai

(T.R.ACHHA)

Date: 26/04/2016

PARTNER

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management at reasonable intervals which in our opinion, is reasonable having regard to the size of the company and nature of its business. No material discrepancies between the books records and the physical fixed assets have been noticed.

- (c) The title deeds of immovable properties are held in _____ the name of the company.
- 2) (a) The company does not hold any inventories and hence Clause 2(a) to Clause 2(b) are not applicable and hence not commented upon.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has not advanced any loans, investments, guarantees, and security, hence this clause is not applicable to the company and thus not commented upon.
- 5) The Company has not accepted any deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not taken any loan from any banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures. Hence this clause is not applicable and not commented upon.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has utilized the money raised by public issue for the purpose for which it was disclosed in the prospectus.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of

Place: Chennai

Date: 26/04/2016

For ACHHA ASSOCIATES

CHARTERED ACCOUNTANTS

(T.R.ACHHA)

PARTNER

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Gothi Plascon India Limited
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Gothi Plascon India Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

For ACHHA ASSOCIATES

CHARTERED ACCOUNTANTS

Place: Chennai

(T.R.ACHHA)

Date: 26/04/2016

PARTNER

BALANCE SHEET AS AT 31ST MARCH 2016

Particulars	Not e	AS AT	
		31.03.16 (In Rs.)	31.03.2015 (In Rs.)
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	(5,65,14,403.00)	(6,28,43,321.00)
(c) Money received against share warrants			
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	1,57,55,000.00	2,65,50,000.00
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities	6	1,74,00,000.00	1,48,20,000.00
(d) Long term provisions			
(4) Current Liabilities			
(a) Short-term borrowings			
(b) Trade payables		-	-
(c) Other current liabilities	7	1,51,570.00	-
(d) Short-term provisions			
Total		7,87,92,167	8,05,26,679
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	7,66,58,601.00	7,84,90,268
(ii) Intangible assets			
(iii) Capital work-in-progress		-	-
(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			
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	9	91,161.00	69,031.00
(e) Short-term loans and advances		-	-
(f) Other current assets	10	20,42,405.00	19,67,380.00
Total		7,87,92,167	8,05,26,679

The accounting notes form an integral part of the Financial Statements

As per our report of even dated
for ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS
TEJRAJ ACHHA
Partner
Place: Chennai
Date: 26/04/2016

for and on behalf of the Board
PARASMAL GOTHI **SANJAY GOTHI**
Chairman Managing Director

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2016

Particulars	Note No	YEAR ENDED	YEARENDED
		31.03.2016 (In Rs.)	31.03.2015 (In Rs.)
I. Revenue from operations	11	1,53,12,150.00	1,49,14,750.00
II. Other Income	12	5,27,680.00	2,05,140.00
Total Revenue		1,58,39,830.00	1,51,19,890.00
<u>IV. Expenses:</u>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Other expenses	13	32,03,199.00	20,25,650.00
Employee benefit expense	14	3,76,320.00	79,783.00
		35,79,519.00	21,05,433.00
EBITDA		1,22,60,311.00	1,30,14,457.00
Financial costs	15	32,11,651.00	44,79,262.00
Depreciation and amortization expense	8	27,19,742.00	27,19,494.00
		59,31,393.00	71,98,756.00
V. Profit before exceptional and extraordinary items and tax		63,28,918.00	58,15,701.00
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax		63,28,918.00	58,15,701.00
VIII. Extraordinary Items			
IX. Profit before tax		63,28,918.00	58,15,701.00
X. Tax expense:			
(1) Current tax (MAT)		-	-
(2) Deferred tax		-	-
XI. Profit/(Loss) from the period from continuing operations		63,28,918.00	58,15,701.00
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations		-	-
XV. Profit/(Loss) for the period		63,28,918.00	58,15,701.00
XVI. Earning per equity share:	16		
(1) Basic		0.62	0.57
(2) Diluted		0.62	0.57

The accounting notes form an integral part of the Financial Statements
As per our report of even dated
for ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS

TEJRAJ ACHHA
Partner
Place: Chennai
Date: 26/04/2016

for and on behalf of the Board

PARASMAL GOTHI **SANJAY GOTHI**
Chairman Managing Director

3. SHARE CAPITAL

a)

	AMOUNT As on 31.03.2016	AMOUNT As on 31.03.2015
Authorised		
1,10,00,000 Equity Shares of Rs. 10 Each	11,00,00,000.00	11,00,00,000.00
Issued Subscribed & Paid up		
1,02,00,000 Equity Shares of Rs. 10 Each	10,20,00,000.00	10,20,00,000.00
	10,20,00,000.00	10,20,00,000.00

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

	31-03-16		31-03-15	
	NUMBER	RS.	NUMBER	RS.
At the beginning of the period	1,02,00,000	10,20,00,000.00	1,02,00,000	10,20,00,000.00
Issued during the period	-	-	-	-
Outstanding at the end of the period	1,02,00,000.00	10,20,00,000.00	1,02,00,000	10,20,00,000.00

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 2016, the amount of per share dividend recognised as distributions to equity shareholders was Nil. (31 March 2015 : 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 2016		AS AT 31 MARCH 2015	
	NO.OF SHARES	% HOLDING	NO.OF SHARES	% HOLDING
Equity shares of 10 each fully paid				
Sanjay Gothi	45,00,000	44.12%	45,00,000	44.12%
Sanjay Gothi HUF	15,00,000	14.71%	15,00,000	14.71%
Priyadarshna Gothi	14,01,600	13.74%	12,66,600	12.41%

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

	31.03.2016	31.03.2015
Debit balance as per Statement of Profit & Loss		
Balance as per last financial statements	(6,28,43,321)	(6,86,59,022)
Profit for the year	63,28,918	58,15,701
Net Surplus	(5,65,14,403)	(6,28,43,321)

5. LONG TERM BORROWINGS

	Non Current		Current	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Unsecured borrowings from director	1,57,55,000.00	2,65,50,000.00	-	-
Refer note 18 for related party transactions	1,57,55,000.00	2,65,50,000.00	-	-

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

6. OTHER LONG TERM LIABILITIES

	31.03.2016	31.03.2015
Lease Advance	1,74,00,000.00	1,23,20,000.00
Electricity deposit SPI	-	25,00,000.00
	1,74,00,000.00	1,48,20,000.00

7. OTHER CURRENT LIABILITIES

Audit Fees Payable	1,30,625	-
Engineering Plastic Industries	8,000	-
TDS Payable	12,945	-
	1,51,570	-

8. TANGIBLE ASSETS

DESCRIPTION	PLANT & MACHINERY	LAND	BUILDING	TOTAL
Gross Block				
Balance as on 01.04.2015	13,57,714.00	48,51,324.00	7,94,91,704.00	8,57,00,742.00
Additions	13,39,000.00		-	13,39,000.00
Deletions	6,78,087.00	-	-	6,78,087.00
Total	20,18,627.00	48,51,324.00	7,94,91,704.00	8,63,61,655.00
Depreciation				
Depreciation				
Up to 31.03.2015	3,44,678.00		68,65,796.00	72,10,474.00
For the year	1,03,482.00	-	26,16,260.00	27,19,742.00
Reversal	(2,27,162.00)	-	-	(2,27,162.00)
Total	2,20,998.00	-	94,82,056.00	97,03,054.00
Net Block				
Net Block as on 31.03.2016	17,97,629.00	48,51,324.00	7,00,09,648.00	7,66,58,601.00
Net Block as on 31.03.2015	10,13,036.00	48,51,324.00	7,26,25,908.00	7,84,90,268.00

Buildings include building given on operating lease:
 Gross Block: 79,491,704 (PY: 79491704)
 Depreciation for the year: 2,616,260 (PY: 2,618,074)
 Accumulated depreciation: 9,482,056 (PY: 6,865,796)
 Net Block: 70,009,648 (PY: 72,625,908)

9. CASH & CASHEQUIVALENTS

	Non Current		Current	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Bank of Baroda - Pondy	-	-	38,581	9,674
Bank of Baroda - Chennai	-	-	3,176	41,077
Vijaya Bank - Pondicherry	-	-	8,009	11,783
Cash on Hand	-	-	41,395	6,497
	-	-	91,161	69,031

10. OTHER CURRENT ASSETS

	31.03.2016	31.03.2015
Deposits	45,000.00	1,16,690.00
TDS Receivable	19,47,405.00	27,54,933.00
Advances receivable in cash or kind	50,000.00	50,000.00
	20,34,405.00	29,21,623.00

11. REVENUE FROM OPERATIONS

	31.03.2016	31.03.2015
Rent Received	1,53,12,150.00	1,49,14,750.00
	1,53,12,150.00	1,49,14,750.00

12. OTHER INCOME

	31.03.2016	31.03.2015
Interest Received	41,105.00	2,05,140.00
Profit on sale of assets	4,86,575.00	-
	5,27,680.00	2,05,140.00

13. OTHER EXPENSES

	31.03.2016	31.03.2015
Power & Fuel	45,162.00	29,605.00
Travelling expenses	3,700.00	1,000.00

Rent	39,600.00	39,600.00
Rates & Taxes	3,88,189.00	2,94,950.00
Insurance	41,020.00	56,567.00
Commission		-
Repairs & Maintenance	18,44,132.00	10,71,181.00
Advertisement & Sales Promotion	50,580.00	48,000.00
Communication Costs	1,89,898.00	2,00,408.00
Printing & Stationery	47,486.00	43,578.00
Auditors' Remuneration (Refer note below)	1,43,125.00	1,40,450.00
Miscellaneous Charges	4,10,307.00	1,00,311.00
	<u>32,03,199.00</u>	<u>20,25,650.00</u>
Note - Auditors' Remuneration		
Statutory Audit under Companies Act	1,14,500.00	1,12,360.00
Taxation & other Matters	28,625.00	28,090.00
	<u>1,43,125.00</u>	<u>1,40,450.00</u>
14. EMPLOYEE BENEFIT EXPENSE		
E.S.I Penalty	-	43,456.00
Provident Fund Penalty	-	327.00
Staff Salary & Bonus	3,76,320.00	36,000.00
	<u>3,76,320.00</u>	<u>36,083.00</u>
15. FINANCIAL COSTS		
Bank Charges	1,431.00	1,415.00
Interest	32,10,220.00	44,77,847.00
	<u>32,11,651.00</u>	<u>44,79,262.00</u>

16. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

	2015-16	2014-15
Profit attributable to equity share holders	63,28,918	58,15,701
Number of Equity Shares outstanding	1,02,00,000	1,02,00,000
Earnings per share (Basic)	0.62	0.57
Earnings per share (Diluted)	0.62	0.57

17. 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.

18. RELATED PARTY TRANSACTIONS

Related parties with whom transactions have taken place:

Sl.No.	Name	Relationship
1	Sanjay Gothi HUF	Enterprises where key management personnel has significant control or influence
2	Desikan	Director
3	ParasmalGothi	Director

LOANS TAKEN AND REPAYMENT THEREOF

	Year Ended	Loans Taken	Repayment	Interest Accrued	Amount owed to the related parties
Sanjay Gothi (HUF)	31 March 2016	NIL	23,310,000	153,270	NIL
	31 March 2015	NIL	65,85,000	39,51,853	2,33,10,000
ParasmalGothi	31 March 2016	29,243,065	19,479,320	3,056,950	15,755,000
	31 March 2015	39,00,784	6,60,784	2,13,819	32,40,000

Name	Nature	31 March 2016	31 March 2015
Desikan	Salary paid	240,000	NIL

19. Leases

The Company has leased out its building on operating lease. There are no non cancellable leases.

20. Previous year figures have been regrouped wherever necessary to conform to current years classification.

As per our report of even date annexed.

For ACHHA ASSOCIATES

Chartered Accountants

PARTNER

Place: Chennai

Date : 26/04/2016

Director

For and on behalf of the Board of

GOTHI PLASCON INDIA LTD

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.

2. BASIS OF ACCOUNTING

The financial statements of the company have been prepared in accordance with the 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 section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. 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 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 effect 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.

Considering the applicability of Schedule II, the management has depreciated the assets on the basis of useful lives and residual values of all its fixed assets.

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.

The estimated remaining useful life of the building is 20 years and new building is 37 years as estimated by the management on 01.04.2015.

In case of plant and machinery, the estimated useful life has been adopted as per Schedule II ie 15 years and 3 years for computers.

The residual value for all the assets has been estimated at 5% by the management.

c) VALUATION OF INVENTORIES

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

d) LEASES

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

e) 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.

Income from Services

Rental income is recognized on accrual basis. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

f) DUES TO MSMED

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

g) 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.

h) FOREIGN CURRENCY TRANSACTIONS

Expenditure in Foreign Currency – Nil

Earning in Foreign Currency – Nil

i) 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.

j) PROVIDENT FUND

No provident fund is payable by company.

k) CASH & CASH EQUIVALENTS

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

l) INCOME TAXES

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

m) 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.

As per our report of even date annexed.

For ACHHA ASSOCIATES

Chartered Accountants

For and on behalf of the Board of

GOTHI PLASCON INDIA LTD

PARTNER

Director

MANAGING DIRECTOR

Place: Chennai

Date : 26/4/2016

CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2016

	<u>FY 2015-16</u>	<u>FY 2014-15</u>
Cash flow from operating activities		
<u>Net profit before tax</u>	63,28,918.00	58,15,701.00
Adjusted for:		
Interest Income	(41,105.00)	(2,05,140.00)
Financial Costs	32,10,220.00	44,77,847.00
Profit on sale of assets	(4,86,575.00)	-
Depreciation	27,19,742.00	27,19,494.00
Operating Profit Before Working Capital Changes	<u>1,17,31,200.00</u>	<u>1,28,07,902.00</u>
Working Capital Changes		
Decrease in other current liabilities	1,51,570.00	(1,71,202.00)
Decrease in other Current Assets	(67,025.00)	9,54,243.00

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	76,545.00	7,83,041.00
Cash Flow from operating activities (A)	<u>1,18,07,745.00</u>	<u>1,35,90,943.00</u>
<u>Cash Flow from Investing Activities</u>		
Acquisition of fixed assets	(13,39,000.00)	(7,200.00)
Sale of assets	9,37,500.00	
Interest Income	41,105.00	2,05,140.00
Cash Flow from investing activities (B)	<u>(3,60,395.00)</u>	<u>1,97,940.00</u>
<u>Cash flow From Financing Activities</u>		
Long Term Borrowing	(1,07,95,000.00)	(84,40,000.00)
Other long term liabilities	25,80,000.00	(9,80,000.00)
Financial Costs	<u>(32,10,220.00)</u>	<u>(44,77,847.00)</u>
Cash Flow from operating activities (C)	<u>(1,14,25,220.00)</u>	<u>(1,38,97,847.00)</u>
Cash Flow from All activities(A+B+C)	22,130.00	(1,08,964.00)
Cash & Cash Equivalents at the Beginning of the year	69,031.00	1,77,995.00
Cash & Cash Equivalents at the End of the year	<u>91,161.00</u>	<u>69,031.00</u>

for ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS

TEJRAJACHHA
Partner
Place: Chennai
Date: 26/04/2016

for and on behalf of the Board

**PARASMAL
GOTHI** **SANJAY GOTHI**
Chairman Managing Director

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 31/03/2016 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; and
 - (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

Mr.Sanjay Gothi

Mr.K Desikan

N.K.BHANSALI & CO.,
Company Secretaries,
963/15, Poonamallee High Road,
"CRESECENT COURT",
Chennai-600084

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Mobile +91 98400 84744
Email : bhansalifcs@gmail.com

Form No. MR – 3
SECRETARIAL AUDIT REPORT
Of GOTHI PLASCON (INDIA) LIMITED
FOR THE FINANCIAL YEAR ENDED 31/03/2016

(Pursuant to section 204(1) of the Companies Act, 2013 and rule NO.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

=====
To,
The Members,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400TN1994PLC028895
Chennai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GOTHI PLASCON (INDIA) LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts with statutory compliances and expressing our opinion thereon.

Based on our verification of the company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31/03/2016 complied with the statutory provisions listed hereunder i.e

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 1992
- b) The Securities and Exchange Board (Prohibition of Insider Trading) Regulations 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as applicable from time to time

We have also examined the compliance of the applicable clauses OF Secretarial Standard with respect to board meetings and General meetings as prescribed by the Institute of Company Secretaries of India which came in to effect from 01/07/2015 and the listing agreement entered by the company with BSE Ltd under SEBI (listing and disclosure requirements regulations 2015 which came in to effect from 01/12/2015

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ("the Company") for the financial year ended on 31/03/2016 according to the provisions of: The Companies Act, 2013 (the Act) and the rules made there under;

During the period under review the Company has complied with the provisions of the Companies Act, Rules, Regulations, Guidelines, Standards, etc. and the Secretarial Standards issued by The Institute of Company Secretaries of India as applicable during the year We further report that Based on the information provided by the company, its officers and authorised representatives during the conduct of audit and also on the review of compliance report by respective department heads as taken on record by the board of directors of the company, in our opinion, there are adequate systems, processes and control mechanism exists in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable general laws like labour & employment laws, Industrial Laws, environmental laws and other general laws and, rules, regulations and guidelines made

We further report that the compliance of by the company of other applicable laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professional.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes recorded and signed by the chairman, the decision of the board were unanimous and no dissenting views are captured have recorded as part of the minutes wherever applicable.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no incidence / events / actions having a major bearing on the company's affairs in pursuance of the various laws, rules, regulations, guidelines, standards, etc. referred to above

Place: Chennai
Date: 26/04/2016

For N.K.BHANSALI & CO.,
Company Secretaries

(N.K.BHANSALI)
Proprietor
C.P.No: 2321 FCSNo. 3942

<p>Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31/03/2016 Of GOTHI PLASCON (INDIA) LIMITED [Pursuant to Section 92(3) of the Companies Act, 2013 <i>And</i> Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]</p>
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I. REGISTRATION AND OTHER DETAILS:

i.	CIN:	L45400TN1994PLC028895
ii.	Registration Date [DDMMYY]	11/10/1994
iii.	Name of the Company	GOTHI PLASCON (INDIA) LIMITED
iv.	Category /Sub-category of the Company	1. Public Company 2. Limited by shares
v.	Address of the Registered office and contact details	NEW NO.31(OLD NO.26) WALLERSROAD, CHENNAI-600002, TAMILNADU e-mail: gothi@satyam.net.in
vi.	Whether listed company Yes /No	Yes
vii.	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.	
	Registrar & Transfer Agents (RTA):-	CAMEO CORPORATE SERVICE LIMITED
	Address	1,Club House Road
	Town / City	Chennai
	State	Tamil Nadu
	Pin Code:	600002
	Telephone (With STD Area Code Number)	044-28460390 /044- 28460394
	Fax Number :	044-28460129

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Building & Construction	4330	97%

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NA

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	323100	6943500	7266600	71.2411	7401600	0	7401600	72.5647	1.3235
Total shareholding of Promoter (A)	323100	6943500	7266600	71.2411	7401600	0	7401600	72.5647	1.3235
B. Public Shareholding									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	67551	34800	102351	1.0034	35551	34800	70351	0.6897	-0.3137
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	607930	1996219	2604149	25.5308	594530	1922719	2517249	24.6789	-0.8519
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	140100	33700	173800	1.7039	141300	33700	175000	1.7156	0.0117
c) Others (specify) HUF	50500	0	50500	0.4950	33400	0	33400	0.3274	-0.1676
Clearing Members	2600	0	2600	0.0254	2400	0	2400	0.0235	-0.0019
Sub-total (B)(2):-	868681	2064719	2933400	28.7588	807181	1991219	2798400	27.4352	-1.3235
Total Public Shareholding (B)=(B)(1)+ (B)(2)	868681	2064719	2933400	28.7588	807181	1991219	2798400	27.4352	-1.3235
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1191781	9008219	10200000	100	8208781	1991219	10200000	100.0000	0.0000

ii. Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year	Share holding at the end of the year	% change in share

		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	holding during the year
1	SANJAY GOTHI	4500000	44.1176	0.0000	4500000	44.1176	0.0000	0.0000
2	SANJAY GOTHI (HUF)	1500000	14.7058	0.0000	1500000	14.7058	0.0000	0.0000
3	PRIYADARSHNA GOTHI	1266600	12.4176	0.0000	1401600	13.7411	0.0000	1.3235
	Total	7266600	71.241	0.0000	7401600	72.5647	0.0000	1.3235

iii. Change in Promoters' Shareholding (please specify, if there is no change)

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
i)	SANJAY GOTHI					
	At the beginning of the year	4500000	44.1176	4500000	44.1176	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	0	0	0	0	
	At the end of the year	4500000	44.1176	4500000	44.1176	
ii)	SANJAY GOTHI (HUF)					
	At the beginning of the year	1500000	14.7058	1500000	14.7058	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	0	0	0	0	
	At the end of the year	1500000	14.7058	1500000	14.7058	
ii)	PRIYADARSHNA GOTHI					
	At the beginning of the year	1266600	12.4176	1266600	12.4176	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	Purchase 29-May-2015	13400	0.1313	1280000	12.5490
		Purchase 30-Jun-2015	20000	0.1960	1300000	12.7450
		Purchase 07-Aug-2015	500	0.0049	1300500	12.7500
		Purchase 12-Aug-2015	30400	0.2980	1330900	13.0480
		Purchase 14-Aug-2015	100	0.0009	1331000	13.0490
		Purchase 11-Sep-2015	8800	0.0862	1339800	13.1352
		Purchase 30-Oct-2015	21600	0.2117	1361400	13.3470
		Purchase 25-Dec-2015	1100	0.0107	1362500	13.3578
		Purchase 08-Jan-2016	11800	0.1156	1374300	13.4735
		Purchase 29-Jan-2016	12700	0.1245	1387000	13.5980
		Purchase 19-Feb-2016	14000	0.1372	1401000	13.7352
		Purchase 11-Mar-	600	0.0058	1401600	13.7411

		2016				
	At the end of the year					

iv. Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
i	HEMANT KUMAR TAPADIA JT1 : PURUSHOTTAM DASS TAPARIA					
	At the beginning of the year		48100	0.4715	48100	0.4715
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		0	0	0	0
	At the end of the year		48100	0.4715	48100	0.4715
ii	MADAN KAWAR JAIN					
	At the beginning of the year		34500	0.3382	34500	0.3382
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Purchase 07-Aug-2015	100	0.0009	34600	0.3392
		Purchase 18-Sep-2015	1900			
				0.0186	36500	0.3578
	At the end of the year		36500	0.3578	36500	0.3578
iii	DILIP KUMAR SURANA					
	At the beginning of the year		23800	0.2333	23800	0.2333
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Sale 26-Jun-2015	-23800	0.2333	0	0
		Purchase 06-Nov-2015	500	0.0049	500	0.0049
		Purchase 18-Dec-2015	100	0.0009	600	0.0058
		Purchase 12-Feb-2016	2000	0.0196	2600	0.0254
		Purchase 19-Feb-2016	400	0.0039	3000	0.0294
		Purchase 26-Feb-2016	300	0.0029	3300	0.0323
		Purchase 11-Mar-2016	500	0.0049	3800	0.0372
		Purchase 18-Mar-2016	100	0.0009	3900	0.0382
	At the end of the year		3900	0.0382	3900	0.0382
iv	KIRAN KANWAR LALWANI					
	At the beginning of the year		20500	0.2009	20500	0.2009
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		0	0	0	0
	At the end of the year		20500	0.2009	20500	0.2009

v	ARIHANT CAPITAL MKT. LTD				
	At the beginning of the year	18900	0.1852	18900	0.1852
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Sale 10-Apr-2015	-5500	0.0539	13400	0.1313
	Purchase 08-May-2015	7400	0.0725	20800	0.2039
	Sale 29-May-2015	-11300	0.1107	9500	0.0931
	Purchase 05-Jun-2015	1200	0.0117	10700	0.1049
	Purchase 19-Jun-2015	4100	0.0401	14800	0.1450
	Purchase 26-Jun-2015	1000	0.0098	15800	0.1549
	Sale 30-Jun-2015	-12100	0.1186	3700	0.0362
	Purchase 03-Jul-2015	700	0.0068	4400	0.0431
	Purchase 17-Jul-2015	4200	0.0411	8600	0.0843
	Sale 31-Jul-2015	-8000	0.0784	600	0.0058
	Purchase 07-Aug-2015	29700	0.2911	30300	0.2970
	Sale 12-Aug-2015	-30100	0.2950	200	0.0019
	Sale 14-Aug-2015	-100	0.0009	100	0.0009
	Purchase 28-Aug-2015	5400	0.0529	5500	0.0539
	Purchase 04-Sep-2015	3400	0.0333	8900	0.0872
	Sale 11-Sep-2015	-5700	0.0558	3200	0.0313
	Purchase 18-Sep-2015	16000	0.1568	19200	0.1882
	Purchase 25-Sep-2015	4000	0.0392	23200	0.2274
	Sale 30-Oct-2015	-21600	0.2117	1600	0.0156
	Sale 18-Dec-2015	-100	0.0009	1500	0.0147
	Sale 25-Dec-2015	-1500	0.0147	0	0.0000
	Purchase 31-Dec-2015	11800	0.1156	11800	0.1156
	Sale 08-Jan-2016	-11800	0.1156	0	0.0000
	Purchase 22-Jan-2016	12700	0.1245	12700	0.1245
	Sale 29-Jan-2016	-12700	0.1245	0	0.0000
	Purchase 05-Feb-2016	12000	0.1176	12000	0.1176
	Purchase 12-Feb-2016	2000	0.0196	14000	0.1372
	Sale 19-Feb-2016	-14000	0.1372	0	0.0000
	Purchase 04-Mar-	600	0.0058	600	0.0058

		2016				
		Sale 11-Mar-2016	-600	0.0058	0	0.0000
	At the end of the year		0	0	0	0
vi	RAMESH NAHAR					
	At the beginning of the year		15400	0.1509	15400	0.1509
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		0	0	0	0
	At the end of the year		15400	0.1509	15400	0.1509
vii	JASMEET SINGH					
	At the beginning of the year		12000	0.1176	12000	0.1176
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		0	0	0	0
	At the end of the year		12000	0.1176	12000	0.1176
viii	UGAM RAJ JAIN					
	At the beginning of the year		11500	0.1127	11500	0.1127
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Purchase 05-Jun-2015	137	0.0013	11637	0.1140
		Purchase 12-Jun-2015	163	0.0015	11800	0.1156
		Sale 21-Aug-2015	-4100	0.0401	7700	0.0754
		Purchase 11-Sep-2015	2009	0.0196	9709	0.0951
		Purchase 18-Sep-2015	991	0.0097	10700	0.1049
	At the end of the year		10700	0.1049	10700	0.1049
ix	JYOTI LODHA					
	At the beginning of the year		11400	0.1117	11400	0.1117
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		0	0	0	0
	At the end of the year		11400	0.1117	11400	0.1117
x	KOTAIAH BELLAM					
	At the beginning of the year		10300	0.1009	10300	0.1009
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		0	0	0	0
	At the end of the year		10300	0.1009	10300	0.1009

v. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Date wise Increase / Decrease in Directors Share holding during the	Cumulative Shareholding during the Year		Shareholding at the end of the year	
		No. of shares	% of total shares of		No. of shares	% of total shares of	No. of shares	% of total shares of

			the company	year etc specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		the company		the company
1.	SANJAY GOTHI	4500000	44.1176	0	0	0	4500000	44.1176
2.	PARASMAL GOTHI	0	0	0	0	0	0	0
3.	PRAKASH CHAND JAIN	1000	0.01	0	0	0	1000	0.01
4.	DESIKAN KRISHNAN	0	0	0	0	0	0	0
5.	MONICAAJIT SINGH JAIN	0	0	0	0	0	0	0

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	26550000	0	26550000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	26550000	0	26550000
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	(10795000)	0	(10795000)
Net Change	0	(10795000)	0	(10795000)
Indebtedness at the end of the financial year				
i) Principal Amount	0	15755000	0	15755000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	15755000	0	15755000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name	Total Amount
		Desikan Krishnan	
1	Gross salary	2,40,000	2,40,000

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	2,40,000	2,40,000
	Ceiling as per the Act	4200000	4200000

B. Remuneration to other directors

NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

MD/MANAGER/WTD : NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:NIL

Annexure D

Ratio of the remuneration of each director to the median remuneration	2015-16	2015-16	2015-16
Director	Salary	Median employee	Times
Mr. K. Desikan	2,40,000	14,400	12 MONTHS

2 Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year - NIL

3 The percentage increase in the median remuneration of employees in the financial year 945.33%

4 The number of permanent employees on the rolls of company

Column1	Employees
OTHERS	3
Directors	1

5 The explanation on the relationship between average increase in remuneration and company performance Increase in remuneration 945.33%

Column1	FY 15-16	FY 14-15	Column2
Revenue Growth	15839830	15119890	
PBT Growth	6328918	5815701	
PAT Growth	6328918	5815701	

Increase has been given keeping increase in revenue and profit growth

6 Comparison of the remuneration of the Key Managerial Personnel against the performance of the company- No Remuneration paid to KMP

7 Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year Market capitalisation

Description		2015-16	2014-15
		Market Cap(Rs in crores)	Market Cap(Rs in crores)
Parameter	FY: 14-15 FY:15 -16	8.67	6.058
EPS	0.62 0.57		
PE Ratio	0.62 0.57		

Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer: The closing price at BSE ON 31/03/2016 was Rs.8.50 for the shares of face value of Rs.10/- each

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof - Refer point 6 above
- 9 Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company - Refer point 6 above
- 10 The key parameters for any variable component of remuneration availed by the director No variable paid
- 11 The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year NIL
- 12 Affirmation that the remuneration is as per the remuneration policy of the company YES
- 13 If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees NIL
- 14 If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by NIL
- 15 Provided that the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month, as the case may be, as may be decided by the Board, shall not be circulated to the members in the Board's report, but such particulars shall be filed with the Registrar of Companies while filing the financial statement and Board Reports NIL

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

ATTENDANCE SLIP
(To be presented at the entrance)

I hereby record my presence at 21st ANNUAL GENERAL MEETING ON Monday ,20th June 2016 At A K C Place , 273 & 274 G S T Road, Chrompet, Chennai 44

Folio No. ----- DP. ID No. ----- Client ID. ----- Name of the Member / proxy holder
 Signature -----

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 21st Annual General Meeting of the Company to be held on 20th June 2016 at 10 am 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, 2016 together with the Reports of the Directors and Auditors thereon.		
2 Re-appointment of Mr.Parasmal Gothi as a Director of the Company.		
.3. Ratification of Appointment of Statutory Auditors.		
4. Appointment of Mr.Sanjay Gothi as managing Director of the company		
5.Appointment of Mr.K.Desikan as whole time Director of the company		

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

No Gift

Registered Book 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.32549611