

TAN No. : CHEG00709C
PAN No. : AAACG1149F



GSTIN : 34AAACG1149F2Z2
CIN No: L45400PY1994PLC008380

GOTHI PLASCON (INDIA) LIMITED

Date: 08/07/2020

To,
Bombay Stock Exchange Limited
Department of Corporate Services
Floor 25, PJTowers
Dalal Street
Mumbai-400 001

Dear Sir,

Sub : 25th Annual Report of 2019-20 as per Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Ref: Scrip Code: 531111

With reference to the above matter , please find enclosed herewith the copy of our 25th Annual Report for the year ended 31st March 2020.

Kindly take the information on record.

Thanking You.

Yours sincerely,
For Gothi Plascon (India) Limited

Megha Somani
(Company Secretary & Compliance Officer)

REGD OFFICE : 17/5B,1A, Vazhudavur Road, Opp. Agriculture Research Center,
Kurumbapet, Pondicherry - 605 009. India.

Ph : 0413 - 2271151, E-mail : plascon747@gmail.com www.gothiplascon.com

GOTHI PLASCON (INDIA) LIMITED

**ANNUAL REPORT
2019-2020**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sanjay Gothi	00600357	Managing Director
Mr. Parasmal Gothi	00600370	Non Executive Director
Mr. Prakash Chand Jain	01741059	Non Executive Independent Director
Mrs. Monica Ajit Singh Jain	07173303	Non Executive Independent Women Director

TWENTYFIFTH ANNUAL GENERAL MEETING	
DATE	01.08.2020
DAY	SATURDAY
TIME	11:00 A.M
MODE	Video conference and other audio-visual means
Venue	17/5B,1A,Vazhudavur Road,Opp to Agri.Research centre,Kurumbapet,Pondicherry-605009

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms.Megha Somani

CHIEF FINANCIAL OFFICER

Mr.Rajesh Jain

REGISTRAR & TRANSFER AGENT

Cameo Corporate Service Limited

Subramaniyam Buildig

No.1, Club House Road

Chennai - 600 002

Ph :044-28460390

Email: murali@cameoindia.com

AUDITORS

M/s.Yeshwant Chopra & Co

Chartered Accountants

No.45, Narayan Mudali Street

Chennai - 600 079

Mob : 9444010750

Email : choprayeshwant@gmail.com

BANKERS

Bank of Baroda

80, Ritherton Road

Purasaiwakkam

Chennai - 600 007

Ph: 044-23454294

REGISTERED OFFICE & FACTORY

17/5B,1A,Vazhudavur Road,

Opp to Agri. Research centre,

Kurumbapet,Pondicherry-605009

Ph: 0413-2271115

Email :plascon747@gmail.com

Website :www.gothiplascon.com

Notice to Shareholders

NOTICE IS HEREBY GIVEN that the 25TH Annual General Meeting of the shareholders of the company will be held on Saturday 01st August 2020 at 11:00 a.m IST through Video Conferencing / Other Audio Visual Means (VC) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 17/5B, 1A, Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet, Pondicherry-605009

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements for the year ended 31st March 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividends, aggregating to Rs.1/- per equity share, on equity shares for the financial year ended 31st March, 2020.
3. To Appoint a director in place of Mr. Parasmas Gothi (DIN: 00600370) who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

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

4. As a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Monicaajit Singh Jain (DIN: [07173303](#)), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for term of five consecutive years with effect from 19th August, 2020 and whose office shall not be liable to retire by rotation.”

5. As a special resolution :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Gothi (DIN 00600357) as Managing Director of the Company for term of two consecutive years effective from 1st August 2021 until 31st July 2023 and for payment of remuneration for his existing pending term, on the terms and conditions including remuneration as set out in the explanatory Statement annexed to the Notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of re-appointment and remuneration as it may deem fit from time to time with in the limits prescribed in schedule V of the Companies Act 2013 .”

For and on behalf of the Board
Sd/-

Place : Chennai
Date : 10/06/2020

Sanjay Gothi
(DIN 00600357)
Chairman and Managing Director

Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business set out in the Notice is annexed.
2. Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. The deemed venue for the 25th AGM shall be the Registered Office of the Company.
Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. The Register of Members and the Share Transfer books of the Company will remain closed from 26th July 2020 to 01st August 2020, both days inclusive.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 01, 2020.
8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP).
9. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the remote e-voting facility provided by the Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
10. The Board has appointed Mr. N.K Bhansali Practicing Company Secretary (Membership No. FCS 3942), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
The Scrutinizer will submit his report to the Chairman of the Company (‘the Chairman’) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges and will also be displayed on the Company’s website, www.gothiplascon.com..
11. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
12. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to RTA. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

13. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 25th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

14. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, to receive copies of the Annual Report 2019-20 in electronic mode.

15. Members may also note that the Notice of 25th Annual General Meeting and the Annual Report 2019-20 will be available on the Company's website at www.gothiplascon.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.. and the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

16. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.

17. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA. Members are requested to write to the Registrar and Share Transfer Agents of the Company, Cameo Corporate Service Limited, Chennai for more information, if any needed, on Nomination facility and/ or to get a copy of Nomination Form, for shares held in physical mode. For shares held in demat mode, Members are requested to contact their respective Depository Participant for availing Nomination facility

18. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

19. Instructions for e-voting :

The remote e-voting period commences on Wednesday, July 29, 2020 (9:00 a.m. IST) and ends on Friday, July 31, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on July 25, 2020 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on July 25, 2020.

The details of the process and manner for remote e-voting are explained below:

- i. Log-in to the CDSL e-voting website at www.evotingindia.com
- ii.. Click on "Shareholders" module
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv.. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. *In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).
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- vii.. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix.. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv.. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non – Individual Shareholders and Custodians
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

xix. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

20. Instructions for participation through VC

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. The facility of joining the AGM through VC / OAVM will be opened 15 minutes before and after the scheduled time of the commencement of the Meeting and the facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

3. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.

4. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at email id: plascon747@gmail.com

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to murali@cameoindia.com

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to murali@cameoindia.com.

3. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

I. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, brief profile of the Directors seeking re-appointment at the forthcoming Annual General Meeting is as follows:

Particulars	Item no.3	Item no.4	Item No.5
Name of the Director	Mr.Sanjay Gothi	Mr. Parasmal Gothi	Mrs. Monicaajit Singh

			Jain
DIN	00600357	00600370	07173303
Date of Birth	10/04/1969	03/02/1939	17/08/1941
Date of first appointment on the Board	11/10/1994	11/10/1994	08/07/2015
Qualification	Diploma In Auto Engineering	Matriculation	B.ED
Experience in specific functional areas	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. Manufacturing & Management	Administration
List of other Public Companies in which Directorship held	-	-	-
Chairman/ Member of the Committee of the Board of Director of the Company	-	3	3
Chairman/ Member of the Committee of the other companies in which he/she is a Director	-	-	-
Number of Shares held in the Company	45,00,000	0	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr.Parasmal Gothi, director of the company	Father of Mr.Sanjay Gothi, Managing director of the company	None

II. ANNEXURE TO THE NOTICE : Explanatory Statement [Pursuant to Section 102(1) of the Companies Act, 2013] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No.4 :

Mrs. Monicajit Singh Jain was appointed as an Independent Non-Executive Director of the Company by the members at the 20th AGM of the Company held on 19th August, 2015 for a period of five consecutive years.

As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Monicajit Singh Jain, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years.

Further As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, approval of the Members by way of a special resolution is required for continuation of directorship of non-executive directors of the Company who have attained the age of 75 years. Therefore, pursuant to Regulations 17(1A) of the aforementioned regulation, the approval of members is required

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given his consent to continue to act as Director of the Company, if so appointed by the members. The Board considers that her continued association would

be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Monicaajit Singh Jain as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of her as an Independent Director for another term of five consecutive years for the approval by the shareholders of the Company.

No Director, Key Managerial Personnel or their relatives, except Mrs. Monicaajit Singh Jain, being an appointee, is interested or concerned in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Item No.5 :

Mr Sanjay Gothi was appointed as Managing Director of the Company w.e.f. 1st August 2016 for a period of Five years by the members of the Company in the Annual General Meeting held on 20th June 2016 . Since their appointments ceases on 31/07/2021, the Board of Directors at the meeting held on 10/06/2020 , on the recommendations of Nomination and Remuneration Committee has accorded its approval to re-appoint Mr Sanjay Gothi, as Managing Director of the Company for a period of 2 years with effect from the 01/08/2021 and for payment of remuneration for his pending tenor as set out, subject to the approval of the Members of the Company in a General Meeting, through a Special Resolution.

The terms and conditions of the appointment are :

(a) Minimum Salary of Rs. 24,00,000/- (Rupees Twenty Four Lakhs Only) per annum subject to maximum as may be decided by the board from time to time with in the limits prescribed schedule V of the companies Act 2013 or any modification thereof .

(b) Perquisites: Use of car with driver, travel reimbursements and use of telephone and internet reimbursement will be provided in accordance with the policies of the Company.

(c) Other Terms: Subject to the superintendence, control and direction of the Board of Directors, Mr.Sanjay Gothi shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

Except Mr.Sanjay Gothi being the appointee and Mr.Parasmal Gothi being the relative of the appointee, none of the other directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions except as a shareholder of the company. The Board of Directors recommends the above Special Resolutions for the approval of the shareholders.

Since the Company is having inadequacy of profits, the proposed remuneration would be in accordance with the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, subject to the Company obtaining the approval of the Members through a Special Resolution.

Disclosure pursuant to Section II of Part II of Schedule V of the Companies Act, 2013. (For Item No 5)

I. GENERAL INFORMATION														
1.	Nature of Industry	Real estate and related activities												
2.	Date of Commencement of Business	11 th October, 1994												
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus.	Not Applicable												
4.	Financial Performance as on 31 st March 2020	<table border="1"> <thead> <tr> <th></th> <th>Rs. in Lakhs</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td>381.17</td> </tr> <tr> <td>Paid-up Share Capital</td> <td>1020.00</td> </tr> <tr> <td>Reserve & Surplus</td> <td>86.85</td> </tr> <tr> <td>Long term loans</td> <td>Nil</td> </tr> <tr> <td>Total</td> <td>1488.02</td> </tr> </tbody> </table>		Rs. in Lakhs	Revenue from Operations	381.17	Paid-up Share Capital	1020.00	Reserve & Surplus	86.85	Long term loans	Nil	Total	1488.02
	Rs. in Lakhs													
Revenue from Operations	381.17													
Paid-up Share Capital	1020.00													
Reserve & Surplus	86.85													
Long term loans	Nil													
Total	1488.02													

		Less. Investment	Nil
		Preliminary Expenses (To the extent not written off)	Nil
		Effective Capital as on 31-03-20	1106.85
5.	Export performance and net Foreign Exchange Collaborations, if any	NIL	
6.	Foreign investments or Collaborations, if any	NA	

II. INFORMATION ABOUT APPOINTEE:

Mr.Sanjay Gothi		
1.	Background details	Mr.Sanjay Gothi, 51 years, has been the Director of the company since its inception. He has done Diploma In Auto Engineering. He is having few decades of experience in the operations of the company
2.	Past Remuneration	Rs.50,000/- per month (cost to the Company).
3.	Recognition or awards	-
4	Job Profile and his suitability	Mr.Sanjay Gothi is entrusted with overall control and supervision of the company. He is having substantial powers of management and is responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company. The company had grown leaps and bounds in his tenure and had come in to profits during his tenure as managing director of the company
5	Remuneration proposed	As set out in the Resolution and explanatory statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration is proposed after considering the industry trends / profile and intellectual abilities / knowledge in the field and is also comparable with other companies in the same line of business and of similar size.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any	He is related to Mr.Parasmal Gothi,director of the company being son of Mr Parasmal Gothi

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	<p>As on 31st March, 2020 the Company has invested substantial sums in construction and has rented out the same in higher depreciation and increased operating cost.</p> <p>On account the above, the company posted a net profit of Rs.183.68 lacs. As per the provisions of Schedule V, these would be inadequate for payment of remuneration to the managing Director.</p>
2	Steps taken for improvement	<p>The rentals of the company and other activities is expected to benefit the company in the long run through higher revenues/margin.</p>
3	Expected increase in productivity and profits in measurable terms	<p>The Company expects that improvement in business environment and several steps being taken to enhance revenue and reduce costs, which may yield better Profit in the years to come.</p>

Place : Chennai
Date : 10/06/2020

For and on behalf of the Board
Sd/-
Sanjay Gothi
(DIN 00600357)
Chairman and Managing Director

DIRECTOR'S REPORT

Dear Members,

Your Company's Directors are pleased to present the 25th Annual Report of the Company, along with Audited Accounts, for the Financial Year ended 31st March 2020.

FINANCIAL RESULTS

The highlights of the financial of your company are as under:

Rs.(In Lacs)

PARTICULARS	31/03/2020	31/03/2019
Income	382.39	337.76
Total Expenses	102.38	36.26
Profit before depreciation	280.01	301.50
Depreciation	31.52	30.43
Profit / (loss) before Tax	248.49	271.07
Tax Expense	64.81	54.02
Profit / (loss)After Tax	183.68	217.05
Balance in Retained earnings at the beginning of the year	26.15	(190.90)
Payment Of Dividend & DDT	122.97	-
Balance in Retained earnings at the end of the year	86.86	26.15

COURSE OF BUSINESS AND OUTLOOK:

The company had a profit of Rs.183.68 lacs as compared to the previous year of Rs.217.07 lacs . Your Directors are hopeful that the Company's performance will improve in the years to come which is subject to various other prevailing market/ industrial/ economic conditions applicable to the company.

GLOBAL HEALTH PANDEMIC FROM COVID-19:

The COVID-19 pandemic is a global humanitarian and health crisis. The actions taken by various governments to contain the pandemic, such as closing of borders and lockdown restrictions, resulted in significant disruption to people and businesses which will also may have impact on the company's operations .

DIVIDEND :

The Board has declared an interim dividend of Rs. 1.00 per equity share of the face value of Rs.10/- each (exclusive of dividend tax) for the financial year ended 31/03/2020 and same is proposed as final dividend for the year ended 31/03/2020.

TRANSFER TO RESERVES:

Your Company does not propose to transfer any amount to the Reserves during the year.

DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the said financial year.

NUMBER OF MEETINGS OF THE BOARD:

During the year, 6 (Six) meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is attached to this report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans, guarantees, securities and investments as covered under the provisions of section 186 of the Companies Act, 2013 are furnished in the financial statements.

DIRECTORS / 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.

COMMITTEES

The composition of the committees of the Company and other related details is furnished in the Corporate Governance Report annexed to this report.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015 that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6).

BOARD EVALUATION :

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirement Regulations) to the extent applicable, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees. The Directors held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors.

A separate meeting of the independent directors was convened, which reviewed the performance of the Board (as a whole), the Non-Independent director and the Chairman.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The salient features of the Remuneration Policy details are stated in the Corporate Governance Report. The Remuneration Policy approved by the Board of Directors is uploaded on the website of the Company www.gothipluscon.com.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure-I to this report.

The annual return i.e Form MGT 7 is available on the website of the Company www.gothipluscon.com.

CORPORATE GOVERNANCE:

Your Company has been complying with the principles of good Corporate Governance practices over the years. A report on Corporate Governance is attached to this report as Annexure -II.

SECRETARIAL AUDIT REPORT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. N.K Bhansali Practicing

Company Secretary (Membership No: FCS 3942) to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit report is annexed as Annexure- III to this report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

As required under SEBI (Listing Obligations and Disclosure Requirements Regulations) Regulations 2015, the Management Discussion and Analysis Report is annexed as Annexure - IV to this report.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are being annexed as part of the Annual Report as Annexure-V to this report.

RISK MANAGEMENT:

Your Company continues to have an effective Risk Management. The management continuously oversees the risk management process including identification, impact assessment and drawing mitigation plans. The details of risks perceived by the Management are annexed as part of the Management Discussion and Analysis Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE:

The company's income is mainly from rentals, the information on conservation of energy, technology absorption does not arise and there was no foreign Exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act 2013 read with Rule8 of the Companies (Accounts) Rules,2014 during the year .

CHANGE IN NATURE OF BUSINESS:

There was no change in the nature of business during the financial year.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134 clause (C) of sub-section (3) of the Companies Act, 2013, the Directors would like to state that:

- (i) In preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed and there are no material departures
- (ii) The directors have 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 or loss of the Company for the year under review.
- (iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The directors have prepared the annual accounts on a going concern basis.
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM:

The Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any. The details of the Policy is posted on the website of the Company.

SECRETARIAL STANDARDS:

The Company state that applicable Secretarial Standards have been duly followed by the Company.

CORPORATE SOCIAL RESPONSIBILITY:

The Company does not fall under the criterion as laid down in Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 hence there is no requirement of constituting Corporate Social Responsibility Committee.

RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions made by the company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

AUDITOR AND AUDIT REPORT :

M/s.Yeshwant Chopra & Co,Charatered Accountants was appointed as Auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting held on June 19, 2017.

The Auditors' Report is enclosed with the financial statements in the Annual Report and the same is self explanatory.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) of the COMPANIES ACT,2013.:

During the year under review, there were no frauds reported by the auditors under Section 143(12) of the Companies Act,2013.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANY:

The Company do not have any Subsidiary, Joint Ventures or Associate Company. Hence the requirement of presenting the consolidated financial statements in Annual Report is not applicable.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant material orders passed by the Regulators/Courts/Tribunal which would impact the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Gothi Plascon (India) Limited has an adequate system of internal financial 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.

MAINTENANCE OF COST RECORDS:

The maintenance of cost records as specified by the central government under sub-section (1) of section 148 of the Companies Act, 2013, is not required to be done by the company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee

(ICC) has been setup by your Company to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2019-20:

- a. No. of complaints received : Nil
- b. No of complaints disposed off : NA

ANNEXURES FORMING A PART OF THIS REPORT OF THE DIRECTORS:

The following annexures referred in this report and other information which are required to be disclosed are attached and forms an Integral part of this report

ANNEXURE	PARTICULARS
I	Extract of Annual Return (MGT 9)
II	Corporate Governance Report
III	Secretarial Audit Report
IV	Management Discussions and Analysis Report
V	Information required under section 197 of the Companies Act, 2013
VI	Certificate by Chief Executive Officer (CEO) And Chief Financial Officer (CFO)
VII	Certificate On Compliance With The Conditions Of Corporate Governance Under The Listing Agreement
VIII	Certificate Of Non-Disqualification Of Directors

CAUTIONARY STATEMENT:

Statements in this Report, particularly those which relate to Management Discussion & Analysis as explained in the Corporate Governance Report, describing the Company's objectives, estimates and expectations may constitute "forward looking statements" within the meaning of the applicable laws and regulations. Actual results might differ materially from those expressed or implied in the statements depending on the circumstances.

ACKNOWLEDGMENT:

Your directors wish to place on record their appreciation for the continuous support received from the members, customers, suppliers, various statutory bodies of the Government of India and the company's employees at all levels.

Place: Chennai
Date:10/06/2020

By Order of the Board
For GOTHY PLASCON (INDIA) LIMITED
-sd-
Sanjay Gothi
(DIN 00600357)
Chairman and Managing Director

ANNEXURE 'I' TO THE DIRECTOR'S REPORT

<p style="text-align: center;">Form No.MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on March 31, 2020 Of GOTHI PLASCON (INDIA) LIMITED [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]</p>

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L45400PY1994PLC008380
ii.	Registration Date [DDMMYY]	11/10/1994
iii.	Name of the Company	GOTHI PLASCON (INDIA) LIMITED
iv.	Category / Sub-category of the Company	1. Non- government Public Company 2. Limited by shares
v.	Address of the Registered office and contact details	17/5B,1A,Vazhudavur Road,Opp to Agri. Research centre, Kurumbapet,Pondicherry-605009 Ph : 0413-2271115 e-mail id : plascon747@gmail.com
vi.	Whether listed company Yes /No	Yes
vii.	Name and Address of Registrar & Transfer Agents (RTA)	
	Registrar & Transfer Agents (RTA):-	Cameo Corporate Services Limited
	Address	"Subramanian Building" No.1, Club House Road,
	Town / City	Chennai
	State	Tamil Nadu
	Pin Code	600002
	Telephone (With STD Area Code Number)	044-28460390/91/92
	Fax Number	044 - 2846 0129

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)

Sl.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Real estate and other related activities	681	99.68%

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

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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	74,01,600	0	74,01,600	72.57	74,86,000	0	74,86,000	73.39	0.82
Total shareholding of Promoter (A)	74,01,600	0	74,01,600	72.57	74,86,000	0	74,86,000	73.39	0.82
B. Public Shareholding									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	45,300	34,000	79,300	0.77	26,700	34,000	60,700	0.59	(0.18)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,40,381	17,66,819	24,07,200	23.60	6,56,806	17,40,919	23,97,725	23.51	(0.09)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,86,900	46,000	2,32,900	2.28	1,47,075	23,400	1,70,475	1.67	(0.61)
c) Others (specify)									
i. HUF	68,800	0	68,800	0.67	74,800	0	74,800	0.73	0.06
ii. NRI	7,700	0	7,700	0.08	7,700	0	7,700	0.08	0
Clearing	2,500	0	2,500	0.03	2,600	0	2,600	0.03	0

Members									
Sub-total (B)(2):-	9,51,581	18,46,819	27,98,400	27.43	9,15,681	17,98,319	27,14,000	26.61	(0.82)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	9,51,581	18,46,819	27,98,400	27.43	9,15,681	17,98,319	27,14,000	26.61	(0.82)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	83,53,181	18,46,819	102,00,000	100.00	84,01,681	17,98,319	102,00,000	100.00	0

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 holding during the year
		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	
1	Sanjay Gothi	45,00,000	44.12	0	45,00,000	44.12	0	0
2	Sanjay Gothi (Huf)	15,00,000	14.71	0	15,00,000	14.71	0	0
3	Priyadarshana Gothi	14,01,600	13.74	0	14,86,000	14.56	0	0.82
	Total	74,01,600	72.57	0	74,86,000	73.39	0	0.82

iii. **Change in Promoters' Shareholding (please specify , if there is no change) :** There is no change in the Promoters' Shareholding except as mentioned below

SN	For Promoters shareholding	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	Priyadarshana Gothi				
	At the beginning of the year	14,01,600	13.74	14,01,600	13.74

Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Purchases	28/02/2020	100	0.00	14,01,700	13.74
	Purchases	06/03/2020	84,300	0.82	14,86,000	14.56
At the end of the year			14,86,000	14.56	14,86,000	14.56

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		48,100	0.47	48,100	0.47	
	Date wise Increase / Decrease in 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		48,100	0.47	48,100	0.47	
ii.	DILIP KUMAR SURANA						
	At the beginning of the year		43,000	0.42	43,000	0.42	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Purchases	17/07/2019	500	0.00	43,500	0.42
		Purchases	19/07/2019	100	0.00	43,600	0.42
		Sale	16/08/2019	(100)	0.00	43,500	0.42
		Purchases	23/08/2019	1600	0.02	45,100	0.44
		Purchases	30/08/2019	100	0.00	45,200	0.44
	At the end of the year		45,200	0.44	45,200	0.44	
iii.	Mahendra Girdharilal						
	At the beginning of the year		20,200	0.20	20,200	0.20	
	Date wise Increase / Decrease in s Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Purchases	26/04/2019	200	0.00	20,400	0.20
		Purchases	10/05/2019	200	0.00	20,600	0.20
		Purchases	17/05/2019	900	0.01	21,500	0.21
		Purchases	31/05/2019	1000	0.01	22,500	0.22
		Purchases	14/06/2019	1000	0.01	23,500	0.23
		Purchases	21/06/2019	1000	0.01	24,500	0.24
		Purchases	20/09/2019	600	0.01	25,100	0.25
		Purchases	08/11/2019	3700	0.03	28,800	0.28
		Purchases	15/11/2019	100	0.00	28,900	0.28
		Purchases	06/12/2019	1000	0.01	29,900	0.29
		Purchases	20/12/2019	300	0.00	30,200	0.29
	At the end of the year		30,200	0.29	30,200	0.29	

iv.	DILIP KUMAR SURANA						
	At the beginning of the year			7400	0.07	7400	0.07
	Date wise Increase / Decrease in s Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Purchases	12/07/2019	10,300	0.10	17,700	0.17
		Purchases	23/08/2019	1375	0.01	19,075	0.18
		Purchases	20/09/2019	600	0.01	19,675	0.19
		Purchases	27/09/2019	2200	0.02	21,875	0.21
		Purchases	04/10/2019	400	0.00	22,275	0.21
		Purchases	07/02/2020	500	0.01	22,775	0.22
	At the end of the year			22,775	0.22	22,775	0.22
v.	KIRAN KANWAR LALWANI						
	At the beginning of the year			20,500	0.20	20,500	0.20
	Date wise Increase / Decrease in 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			20,500	0.20	20,500	0.20
vi.	RAMESH NAHAR						
	At the beginning of the year			15,400	0.15	15,400	0.15
	Date wise Increase / Decrease in s 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			15,400	0.15	15,400	0.15
vii.	JASMEET SINGH						
	At the beginning of the year			12,000	0.12	12,000	0.12
	Date wise Increase / Decrease in s 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			12,000	0.12	12,000	0.12
viii.	JYOTI LODHA						
	At the beginning of the year			11,400	0.11	11,400	0.11
	Date wise Increase / Decrease in s 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			11,400	0.11	11,400	0.11
ix.	GAJENDRA KUMAR KANKARIYA						
	At the beginning of the year			10,100	0.10	10,100	0.10
	Date wise Increase / Decrease in s 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			10,100	0.10	10,100	0.10
x.	PRACHEER SURANA						
	At the beginning of the year			10,000	0.10	10,000	0.10
	Date wise Increase / Decrease in s 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			10,000	0.10	10,000	0.10

v. **Shareholding of Directors and Key Managerial Personnel:** None of the directors & / or Key Managerial Personnel hold any shares in the Company except as mentioned below

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year	Cumulative Shareholding during theyear
----	--	---	--

		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	45,00,000	44.12	45,00,000	44.12	
	Date wise Increase / Decrease in 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	45,00,000	44.12	45,00,000	44.12	
ii.	Prakash Chand Jain					
	At the beginning of the year	1000	0.01	1000	0.01	
	Date wise Increase / Decrease in 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	1000	0.01	1000	0.01	
iii.	Rajesh Jain					
	At the beginning of the year	25,300	0.25	25,300	0.25	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Purchases 21/06/2019 Sale 06/03/2020	1700 (24,600)	0.01 0.24	27,000 2,400	0.26 0.22
	At the end of the year	2,400	0.22	2,400	0.22	

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN	Particulars of Remuneration	Name of Managing Director	
		Sanjay Gothi	Total
1	Gross salary	6,00,000	6,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-

	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	6,00,000	6,00,000
	Ceiling as per act	84,00,000	84,00,000

B. Remuneration to other directors :Nil

C. Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd :

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	3,70,000	3,50,000	7,20,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	3,70,000	3,50,000	7,20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	3,70,000	3,50,000	7,20,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:NIL

ANNEXURE 'II' TO THE DIRECTOR'S REPORT

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. COMPANY'S PHILOSOPHY

The company is committed to implement sound corporate governance practices with a view to bring transparency, accountability and equity in all facets of its operations and maximizing shareholders value. The company is committed to achieve the good standards of Corporate Governance on continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate culture which aims at true Corporate Governance.

Good Corporate governance practices is intrinsic to the management of the affairs of the company . 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, Stakeholders Relationship Committee and Nomination & Remuneration Committee.

2. BOARD OF DIRECTORS

(a) The company's board strength is 4 comprising of 1 executive directors and 3 non-executive directors of which 2 are Independent Directors.

Name	Designation	Category	No. of Board Meetings attended during 2019-20	Whether attended last AGM	No. of directorships in other public companies	No. of committee memberships/ (chairmanship) in other public companies *		Shareholding of the non-executive directors
						Member	Chairman	
Mr.Sanjay Gothi	Managing Director	Executive & Non-independent (Promoter)	6	Yes	Nil	Nil	Nil	45,00,000
Mr.Parasmal Gothi	Director	Non-Executive Non-Independent (Promoter)	4	Yes	Nil	Nil	Nil	-
Mr.Prakash Chand Jain	Director	Non-Executive Independent	6	Yes	Nil	Nil	Nil	1000
Ms.Monicaajit Singh Jain	Director	Non-Executive Independent	5	No	Nil	Nil	Nil	-

*Covers only the membership/chairmanship in Audit Committee and Stakeholders Relationship Committee.

Mr Parasmal Gothi is related to Mr. Sanjay Gothi, Managing director of the company, being son of Mr Parasmal Gothi.

The skills/expertise/competence of the board of directors

In the table below, the specific areas of focus or expertise of individual board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skills:

Name of Director	Business Leadership	Financial Expertise	Business Experience	Corporate Governance
Mr.Sanjay Gothi	√	√	√	√
Mr.Parasmal Gothi	√	√	√	√
Mr.Prakash Chand Jain	√	√	√	√

Ms.Monicaajit Singh Jain	√	√	√	√
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b. Meetings:

During the year 2019-20, 6 (Six) Board Meetings were held on the following dates:

24/04/2019, 28/05/2019, 12/08/2019, 25/10/2019, 10/02/2020 and 23/03/2020.

(c) Directors/Key Managerial Personnel seeking Reappointment:

In accordance with Section 152 of the Companies Act 2013 Mr.Parasmal Gothi, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for being re-appointed.

Mrs. Monicaajit Singh Jain was appointed as an Independent Non-Executive Director of the Company by the members at the 20th AGM of the Company held on 19th August, 2015 for a period of five consecutive years whose term expires on 18/08/2020 .

As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Also as per 17A and othe regulations , if any of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Monicaajit Singh Jain, being a non executive director of , appointment has to be by passing special resolution . Hence Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Monicaajit Singh Jain, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years.

Mr Sanjay Gothi was appointed as Managing Director of the Company w.e.f. 1st August 2016 for a period of Five years by the members of the Company in the Annual General Meeting held on 20th June 2016 . Since his appointment ceases on 31/07/2021, the Board of Directors at the meeting held on 10/06/2020, on the recommendations of Nomination and Remuneration Committee has accorded its approval to re-appoint Mr Sanjay Gothi, as Managing Director of the Company for a period of 2 years with effect from the 01/08/2021 and also for payment of remuneration for his pending tenor as set out, subject to the approval of the Members of the Company in a General Meeting, through a Special Resolution.

On the recommendation of the Nomination and Remuneration Committee, the Board recommends appointment of Mr Parasmal Gothi , Mr.Sanjay Gothi and Mrs. Monicaajit Singh Jain .

Ms.Megha Somani, the Company Secretary and Compliance Officer of the Company had resigned from the services on 24/04/2019 and was re-appointed as the Company Secretary and Compliance Officer of the Company on 28/05/2019 on the recommendation of the Nomination and Remuneration Committee.

(d) Disclosure of Director’s Interests in Transaction with the Company:

None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of SEBI LODR other than that of sitting fees.

No director has been paid any remuneration as the Director of the Company except the executive director who is being paid remuneration for acting as Managing Director of the Company.

(e) Code of Conduct:

The Board of directors had implemented a Code of Conduct to be applicable to all Board members and Senior Management of the Company. The same has been posted on the Company’s website - www.gothiplascon.com

The Board of Directors and Members of the Senior Management, have affirmed compliance with the code of conduct for the financial year 2019-20.

(f) Familiarisation Programmes Imparted To Independent Directors

The details of the same has been posted on the Company's website - www.gothiplascon.com

(g) Confirmation of independence of Independent directors

The Board of the Company confirms that all the Independent directors fulfill the conditions specified in Listing Regulations and are independent of the Management.

(h). None of the Independent Director(s) of the Company resigned before the expiry of their tenure.

3. BOARD COMMITTEES:

3.1 AUDIT COMMITTEE:

I. Terms of Reference:

The Audit Committee of the company has been mandated with the same terms of reference as specified in Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015 as well as Section 177 of the Companies Act, 2013.

The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI LODR, including review of internal auditor observations and statutory compliance.

II. Composition:

The Committee consists of 3 directors.

Ms. Monica Ajith Singh	Chairperson
Mr.Prakash Chand Jain	Member
Mr.Parasmal Gothi	Member

Among the three members of the Committee, two are Independent. They have considerable financial expertise and experience.

The Chief Financial Officer and the Statutory Auditors are permanent invitees to the committee. The Company Secretary shall act as the secretary to the committee.

III. Meetings and Attendance:

Audit committee meeting held during the year and attendance details

DATE OF MEETING	NO OF MEMBERS PRESENT
28/05/ 2019	3
12/08/2019	3
25/10/2019	2
10/02/2020	2
23/03/2020	2

3.2 NOMINATION & REMUNERATION COMMITTEE:

The Company has constituted 'Nomination and Remuneration Committee', meeting the requirements of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015 as well as Section 178 of the Companies Act, 2013.

(i) Terms of Reference:

The Nomination & Remuneration Committee has been constituted to formulate, review and recommend a policy relating to remuneration of directors, key managerial personnel and other employees. The Committee also formulates the criteria for evaluation of Independent Directors and the Board.

(ii) Composition:

The Committee consists of 3 directors.

Ms. Monica Ajith Singh	Chairperson
Mr.Prakash Chand Jain	Member
Mr.Parasmal Gothi	Member

Among the three members of the Committee, two are Independent.

(iii) Meetings and Attendance:

Nomination and remuneration committee meeting held during the year and attendance details

DATE OF MEETING	NO OF MEMBERS PRESENT
28/05/2019	3

3.3 Remuneration Policy:

The Nomination and Remuneration committee has adopted a Charter which, inter alia deals with the manner of criteria for determining qualifications positive attributes of Independent Directors and a remuneration policy for Directors, key managerial personnel and other employees. This Policy is accordingly derived from the said Charter.

(I) Criteria for Determining Qualifications, Positive Attributes & Independence of Director:

(i) Qualifications of Independent Director:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

(ii) Positive attributes of Independent Directors: An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

(iii) Independence of Independent Directors: An Independent director should meet the requirements of the Companies Act, 2013 and the Listing Agreement concerning independence of directors.

(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees:

(a) NON-EXECUTIVE DIRECTORS (NEDs)

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

(b) MANAGING DIRECTOR(MD) & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES:

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Managing Director is paid salary after taking into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture. As per policy The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company.

3.4 Independent Directors Meeting:

During the year under review, the Independent Directors met once in the year without the attendance of Non-Independent Directors, inter alia, to discuss the following matters:

- i. Evaluation of the performance of Non Independent Directors and Board of Directors as a Whole;
- ii. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- iii. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

3.5 Stakeholders Relationship Committee

The Stakeholders Relationship Committee was constituted in compliance with the requirements of the Listing Agreement and Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee has been constituted by the Board to monitor the redressal of the shareholders / investors grievances. The Committee reviews the status of complaints received from shareholders/investors and redressal thereof. A status report of shareholders complaints and redressal thereof is prepared and placed before the Committee. As on 31st March 2020 no shares / debentures are pending for transfer for more than 15 days.

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 quarterly 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 2020, 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.

Composition

The Committee consists of 3 directors.

Ms. Monica Ajith Singh	Chairperson
Mr.Prakash Chand Jain	Member
Mr.Parasmal Gothi	Member

The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints through centralized web based redressal system and online redressal of all the shareholders complaints. There were no outstanding complaints as on 31/03/2020.

As on the date of this report Mrs.Megha Somani, Company Secretary of the company is the Compliance Officer.

4 GENERAL BODY MEETINGS:

I. Meeting Details:

Year	Location	Date	Time	Number of special resolution passed
2016-2017	A.K.C. Palace, 273 & 274, GST Road, Chrompet, Chennai - 600044	19/06/2017	02:30 p.m	Nil
2017-2018	A.K.C. Palace, 273 & 274, GST Road, Chrompet, Chennai - 600044	16/08/2018	10:00 a.m	1
2018-2019	Abirami Hall, 1 st Floor, Villianur, Pondicherry – 605110	24/07/2019	02:30 p.m	4

II. Postal Ballot:

No resolutions were passed in the year 2019-2020 through Postal Ballot.

5 MEANS OF COMMUNICATION:

The quarterly / half-yearly / annual financial results are published in Trinity Mirror (English Daily) and Makkal Kural (Tamil Daily).

The financial results are also placed on the Company's website :www.gothipluscon.com

6 GENERAL SHAREHOLDER INFORMATION:

6.1 Participation and voting at 25th AGM

Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI, the 25th AGM of the Company will be held through video-conferencing and the detailed instructions for participation and voting at the meeting is available in the notice of the 25th AGM.

Day and Date	Saturday 01/08/2020
Time	11:00 A.M
Deemed Venue	17/5B,1A,Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet,Pondicherry-605009
Mode	Video conference and other audio-visual means
Financial year	April 1, 2019 to March 31, 2020
Book closure date	26th July 2020 to 01st August 2020, both days inclusive.
Listed on Stock Exchange	Bombay Stock Exchange
Annual Listing Fees	31/03/2021
Stock Code	531111
ISIN	INE 538001018

6.2 Tentative Financial Reporting Calendar :

Financial reporting 2020	From	To	Date
1 st quarter	April	June	On or before August 14, 2020
2 nd quarter	July	September	On or before November 14, 2020
3 rd quarter	October	December	On or before February 14, 2021
4 th quarter	January	March	On or before May 30, 2021
Annual general meeting	April 2020	March 2021	On or before 30/09/2021

6.3 Market price data:

High and low prices of Equity shares in the financial year 2019-20 were as follows

MONTH	BOMBAY STOCK EXCHANGE
-------	-----------------------

	HIGH (Rs)	LOW (Rs)
APRIL 2019	8.2	7.79
MAY 2019	7.71	6.7
JUNE 2019	8.09	7.67
JULY 2019	7.75	6.65
AUGUST 2019	7.68	6.98
SEPTEMBER 2019	7.39	6.94
OCTOBER 2019	7.75	7.75
NOVEMBER 2019	8.09	7.35
DECEMBER 2019	7.31	7.31
JANUARY 2020	7.35	7.00
FEBRUARY 2020	8.91	7.71
MARCH 2020	8.5	7.13

6.4 Registrar and Share Transfer Agent :

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

6.5 Share Transfer System:

The Share Transfer work is being handled by Company's Registrar and Transfer Agents. Share transfers are processed and share certificates duly endorsed are returned within the stipulated period as specified under the Companies Act, 2013 and the listing agreement with the Stock Exchange, from the date of receipt if the documents are correct and valid in all respects.

The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements Regulations) Regulations 2015 and files a copy of the said certificate with the Stock Exchange. As on 31-03-2020 there were no valid requests pending for transfer of shares.

6.6 Distribution of Shareholding As on 31st March 2020

	Category	Number of Shares held	% of holding
1	Promoters		
	-Indian	74,86,000	73.39
	-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		
	-Bodies Corporate	60,700	0.59
	-Indian Public	25,68,200	25.18
	-NRIs / OCBs	7,700	0.08
	-LLP	Nil	Nil
	Other than specified above Clearing Members & HUF	77,400	0.76
	Total	102,00,000	100.00
	Paid-up Shares	102,00,000	100.00

6.7 Distribution Schedule As on 31st March, 2020

Sl.No	Category of Shares	Share holders		Share amount	
		No.	%	No.	%
1	10 – 5000	4784	83.32	10040250	9.84
2	5001 - 10000	573	9.98	5119000	5.02
3	10001 - 20000	215	3.74	3316000	3.25
4	20001 - 30000	68	1.18	1761000	1.73
5	30001 - 40000	27	0.47	957000	0.94
6	40001 - 50000	33	0.58	1538000	1.51
7	50001 - 100000	30	0.52	2252000	2.21
8	100001 and above	12	0.21	77016750	75.50
	Total	5742	100	1020,00,000	100

6.8 Bifurcation of shares held in physical and demat form as on 31st March, 2020

Physical segment	17,98,319	17.63
Demat segment		
NSDL(A)	83,49,981	81.86
CDSL(B)	51,700	0.51
Total (A+B)	84,01,681	82.37
Total	102,00,000	100.00

6.9 Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

6.10 Commodity price risk or foreign exchange risk and hedging activities

Not Applicable

6.11 Operational location and Address for Correspondence

17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009
Ph:0413-2271115

6.12 List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listing entity involving mobilization of funds, whether in India or abroad

Not applicable

7 DISCLOSURES:

I. Related Party Transactions:

There has been no materially significant related party transaction with promoters, directors, management or their relatives which may have a potential conflict with the interests of the company.

II. Details of non-compliance by the Company, penalties, strictures imposed by Stock Exchange, SEBI or any statutory authority, on any matter related to the capital markets during the last three years –

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. Whistle Blower Policy/Vigil Mechanism:

The Company has adopted Whistle Blower Policy where it has a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct / Business Ethics. No personnel have been denied access to the Audit Committee.

The Company has established whistle blower policy and the same is available on the website of the Company: www.gothipluscon.com

IV. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the year, the Company has fully complied with the mandatory requirements of the Listing Regulations to the extent applicable.

V. The Company has complied with all non-mandatory requirements and discretionary requirements as per Schedule II Part E of the SEBI Listing Regulations:

i. The quarterly and half-yearly financial results are published in the newspaper and are also posted on the website of the Company and hence, it is not being sent to the Shareholders.

ii. The internal auditors of the Company makes presentation to the Audit Committee on their reports.

iii. The Company's financial statement for the year 2019-20 does not contain any audit qualification. The Company's audited financial statements are accompanied with unmodified opinion from the Statutory Auditor of the Company.

VI. Policy for determining 'material' subsidiaries :

Pursuant to Regulation 16(1)(c) of the Listing Regulations, the Company has formulated a policy for determining a "material" subsidiary, the details of which is available on the website of the Company : www.gothiplascon.com .

VI. Policy on dealing with related party transactions :

Details of the Policy on dealing with related party transactions is available on the website of the company : www.gothiplascon.com.

VII. Policy on Preservation Of Documents

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") the company has formulated the policy on preservation of documents which is available on the website of the Company : www.gothiplascon.com .

VIII. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

Not applicable

8 Details of fees paid to Statutory Auditor

Statutory Auditor: M/s.Yeshwant Chopra & Co,Charatered Accountants

a) Statutory audit fee - Rs. 1,25,000

9 Details of Sexual Harassment complaints received and redressed

Opening Balance	Received during the year	Resolved during the year	Closing Balance
nil	nil	nil	nil

10 COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, to the extent as applicable, with regards to Corporate Governance.

11 CEO/CFO / PCS CERTIFICATION:

i. A Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 given by the Managing Director and Chief Financial Officer of the Company give forms part of the Annual Report as 'Annexure- VI'

ii. A certificate On Compliance With The Conditions Of Corporate Governance Under The Listing Agreement (Schedule V Part E) forms part of the Annual Report as 'Annexure- VII'

iii. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority forms part of the Annual Report as 'Annexure- VIII'

Place : Chennai
Date : 10/06/2020

For and on behalf of the Board
Sd/-
Mr. Sanjay Gothi
(DIN 00600357)
Chairman and Managing director

Annual Compliance of the Code of Conduct for the Financial Year 2019-2020

I, Sanjay Gothi Managing Director of the Company, hereby declare that the Board of Directors have laid down a code of conduct for its Board Members and Senior Management Personnel of the Company pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015, have affirmed compliance with the said code of conduct.

Place : : Chennai
Date : 10/06/2020

For and on behalf of the Board
Sd/-
Mr. Sanjay Gothi
(DIN 00600357)
Chairman and Managing Director

ANNEXURE III - SECRETARIAL AUDIT REPORT

FORM –MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31/03/2020

(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: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

I 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 31/03/2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **GOTHI PLASCON (INDIA) LIMITED** for the financial year ended on March 31, 2020, according to the provisions of:

- 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 Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations(2015) as applicable from time to time;

- c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
d) The Securities and Exchange Board of India (Listing Obligations and disclosure requirements) Regulations, 2015;

I have also examined compliance with the applicable clauses of the following

- i. The listing agreement entered into by the company with Bombay Stock Exchange Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
ii. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I 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. There was no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately 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. All the decisions at the Board Meetings are carried out unanimously as recorded in the minutes of the meetings.

I 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.

I 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.

For N.K.BHANSALI & CO.,
Company Secretaries
sd/-
(N.K.BHANSALI)
Proprietor

Place: Chennai
Date: 10/06/2020

C.P No: 2321 FCS No. 3942
UDIN : **F003942B000330444**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To
The Members,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B, 1A, Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet, Pondicherry-605009

Our report of even date is to be read along with this letter

1. It is the management's responsibility to identify the laws, rules, regulations, guidelines and directions which are applicable to the company depending upon the industry in which it operates and to comply and maintain those records with the same in letter and in spirit. Our responsibility is to express opinion on these records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that the correct facts are

reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Wherever required we have obtained the management's representations about the compliance of laws, rules, regulations, guidelines and directions and happening of event etc.,

5. This report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company

For N.K.BHANSALI & CO.,
Company Secretaries
sd/-
(N.K.BHANSALI)

Proprietor

C.P No:2321 FCS No. 3942

Place: Chennai

Date: 10/06/2020

ANNEXURE 'IV' TO THE DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We the Board of Directors, present its analysis covering performance of the Company for the year 2019 - 2020 and the business outlook for the future.

The business outlook performance is based on the current business environment and do not include any economic variation.

(a) Industry structure and developments.

After strong growth in 2018 and early 2019, economic activity slowed notably in the second half of last year, due to a confluence of factors affecting major economies. The Real Estate Sector is currently witnessing a structural transformation towards. The Sector has been witnessing enhanced interest from Institutional capital owing to greater transparency reforms such as RERA and REIT. Real estate is a key sector of the Indian economy, contributing 6-7 per cent to India's GDP. In addition, the sector employs a 55 million strong workforce and is expected to generate over 15 million jobs over the next five years. The sector as such witnessed turbulence later in the year as the NBFC crisis led to drying up of an important source of funding for the sector. Today NBFCs are reluctant to continue to aggressively fund real estate developers as has been happening over the past several years.

(b) Opportunities

With NBFC's restraining their lending to cash strapped developers, there exists a huge opportunity for organized developers with strong balance sheets and execution track records to partner smaller developers at attractive valuations. This should also allow organized developers to increase their portfolio strength, improve market share and inspire confidence in the minds of sceptical buyers. The ongoing shake up in real estate sector is a pre-cursor to a transparent business environment driven by reforms such as RERA which is improving transparency and rising consumer activism on account of poor delivery by stressed developers.

(c) Threats , Risks And Concerns

Unfavorable changes in government policies and the regulatory environment can adversely impact the performance of the sector. Retrospective policy changes and regulatory bottlenecks may impact profitability and affect the attractiveness of the sector and companies operating within the sector. Funding, Work from home in view of Covid-19 strategies, operating cash deficits, current liquidity environment are the major threats to the industry

The real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability of consumer financing and illiquidity. Any future significant downturn in the industry or economy may adversely impact business.

(d) Segment –wise or product -wise performance :

During the financial year ended March 31, 2020 the Company operated only in one segment of business viz, real estate and other related services.

(e) Outlook

As on the date the outlook of the industry seems to be very gloom . Never in the history of the world such event ilke COVID has taken place within such a short period of time. While the initial days of this pandemic saw a serious effect on the whole global economy but we now see an opportunity for disproportionate growth. We hope that in the given situation of the sector, which has become even more worse and which is apparent in light of the COVID crisis, our company well placed to capitalize on this opportunity due almost zero debt company .

(f) Internal control systems and their adequacy

Gothi Plascon (India) Limited 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.

(g) Discussion on financial performance with respect to operational performance :

The company had a profit of Rs.183.68 lacs as compared to the previous year of Rs.217.07 lacs .

(h) Material developments in Human Resources / Industrial Relations front, including number of people employed. : The total employees as at the year end were 28 and the employer-employee relations have been cordial throughout the year.

(i) details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including: NIL

(j) details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof : The return on net worth for the financial year is 17% as compared to 21% in the previous year

Accounting Treatment in preparation of Financial Statements

The Company has prepared the Financial Statements in accordance with the Indian Accounting Standards (Ind AS) to comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

ANNEXURE ‘V’ TO THE DIRECTOR'S REPORT

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES

1. Disclosure pursuant to Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014

i. The ratio of the remuneration of each director to the median employee's remuneration of the company for the financial year :

Sl.No.	Name	Designation	Ratio
i.	Sanjay Gothi	Managing Director	4.27

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

KMP	% Increase
CFO	16
Company secretary	23

- iii. The percentage increase in the median remuneration of employees in the financial year: Nil
- iv. The number of permanent employees on the rolls of company : 28
- v. 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 : Nil
- vi. The board Affirms that the remuneration is as per the remuneration policy of the company .

2. Disclosure pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014 – NIL

ANNEXURE 'VI' TO THE DIRECTOR'S REPORT

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION (Pursuant to Regulation 17(8) of SEBI (LODR) Regulations,2015)

To
The Board of Directors,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

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 31/03/2020 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 our 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) that there are no significant changes in internal control over financial reporting during the year;

(ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) that there are no 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.

Place : Chennai
Date: 10/06/2020

sd/-
Sanjay Gothi.
Managing Director

sd/-
Rajesh Jain
Chief Financial Officer

ANNEXURE 'VII' TO THE DIRECTOR'S REPORT

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE (Schedule V Part E)

To
The Members,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

1. I have examined the compliance of the conditions of Corporate Governance by M/S GOTHI PLASCON (INDIA) LIMITED ('the Company') for the year ended 31st March 2020, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations).

2. The compliance of the 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 nor an expression of opinion on the financial statements of the company.

3. In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended 31st March 2020.

4. I 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.

Date: 10/06/2020
Place: Chennai

For N.K.BHANSALI& CO
Company Secretaries
sd/-
(N. K. BHANSALI)
Proprietor
C.P No:2321 FCS No. 3942
UDIN:F003942B000330510

ANNEXURE 'VIII' TO THE DIRECTOR'S REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GOTHI PLASCON (INDIA) LIMITED having CIN L45400PY1994PLC008380 and having registered office at 17/5B,1A,Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet,Pondicherry-605009 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers. I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For N.K.BHANSALI & CO

Date: 10/06/2020
Place: Chennai

Company Secretaries
sd/-

(N. K. BHANSALI)
Proprietor
C.P No:2321 FCS No. 3942
UDIN: F003942B000330501

AUDITOR'S REPORT

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Gothi Plascon (India) Limited (“the Company”), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss (including other comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. 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 Companies Act, 2013 (‘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, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We did not come across any matter of such material significance to be reported in this section.

Management’s responsibility for the financial statements

The Company’s board of directors are responsible for the matters stated in section 134 (5) of 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 notified under section 133 of companies Act,2013 (the “Act”) as per Companies (Indian Accounting Standard (Ind As)) Rules, 2015
 - e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Chennai
Date: 29/05/2020

For **Yeswant Chopra & Co**
Chartered Accountants
-sd-
Yeswant Chopra
Proprietor
Membership number: 212296

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, 2020:

- 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) According to the information and explanation given to us, the record examined by us and based on the examination of conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and building which are freehold, are held in the name of the company as at the balance sheet date
- 2) (a) The company does not hold any inventories and hence Clause 2(a of the Company) 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 complied with the provision of the section 185 & 186 of the Act, in respect of grant of loans, making investments and providing guarantees, and securities
- 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, Gst 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, 2020 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 ,Gst 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.

Place: Chennai
Date: 29/05/2020

For **Yeswant Chopra & Co**
Chartered Accountants

Sd/-

Yeswant Chopra
Proprietor
Membership number: 212296

“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, 2020 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, 2020, 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.

Place: Chennai

Date: 29/05/2020

For **Yeswant Chopra & Co**
Chartered Accountants

Sd/-

Yeswant Chopra
Proprietor
Membership number: 212296

Balance Sheet as on 31st March, 2020

Particulars	Notes	As at	
		0	0
ASSETS			
<i>Non Current Assets</i>			
Property, Plant and Equipment	4	7,02,02,049	7,20,52,731
Deferred Tax Assets		-	
Other Non Current Assets	5	45,000	13,25,606
Total Non Current Assets		7,02,47,049	7,33,78,337
<i>Current Assets</i>			
Inventories			
Financial Assets			
a. Inventories			
b. Trade Receivables			
c. Cash and Cash Equivalents	6	21,03,602	1,75,625
c. Other Financial Assets			

TOTAL INCOME		3,82,39,157	3,37,76,296
EXPENSES			
Employee Benefit Expenses	13	46,85,907	9,16,480
Finance Costs	14	6,549	5,416
Depreciation and Amortisation Expense	4	31,52,255	30,43,081
Other Expense	15	55,45,667	27,03,980
TOTAL EXPENSES		1,33,90,379	66,68,957
PROFIT BEFORE EXTRAORDINARY ITEMS AND TAXES		2,48,48,778	2,71,07,339
Extraordinary/Exceptional Items		-	-
PROFIT BEFORE TAXES		2,48,48,778	2,71,07,339
Tax Expenses			
Current Tax Expenses for Current Year		60,06,143	54,01,938
Current Tax Expenses for Prior Year		1,34,157	
Deferred Tax/Assets		3,40,824	
PROFIT FOR THE YEAR		1,83,67,654	2,17,05,401
Earnings Per Equity Share (Equity Shares of par value of Rs.10 each)			
Basic	1.80		2.13
Diluted	1.80		2.13
Number of Equity Shares			
Basic		10200000	10200000
Diluted		10200000	10200000

The accompanying notes form an integral part of these Financial Statements

As per our report of even date attached
FOR YESWANT CHOPRA & CO.,
Chartered Accountants
(Firm Registration N. 10542S)

For and On Behalf of the Board of Directors

Sd/-	Sd/-
PARASMALGOTHI	SANJAY GOTHI
Director	Managing Director
DIN : 00600370	: 00600357

Sd/-
(YESWANT CHOPRA)
Proprietor
Membership N. 0212296
Place : Chennai
Date : May 29th, 2020

Sd/-
RAJESH JAIN
Chief Financial Officer

Sd/-
MEGHA SOMANI
Company Secretary

Note 4 Property, Plant and Equipment				
Particulars	Land	Building	Plant and Machinery	Total
Gross Carrying Value:				
As at 1st April 2018	48,51,324	8,20,97,227	19,19,627	8,88,68,178
Additions	-	13,72,432	24,000	13,96,432
Disposal/Adjustments	-	-	-	-
As at 31st March 2019	48,51,324	8,34,69,659	19,43,627	9,02,64,610
Accumulated Depreciation:				
As at 1st April 2018	-	1,47,14,829	4,53,969	1,51,68,798
Depreciation	-	27,36,487	3,06,594	30,43,081
Disposal/Adjustments	-	-	-	-
As at 31st March 2019	-	1,74,51,316	7,60,563	1,82,11,879
Net book value as on 31st March 2019	48,51,324	6,60,18,343	11,83,064	7,20,52,731
Gross Carrying Value:				
As at 1st April 2019	48,51,324	8,34,69,659	19,43,627	9,02,64,610
Additions		2,23,974	10,77,599	13,01,573
Disposal/Adjustments				-
As at 31st March 2020	48,51,324	8,36,93,633	30,21,226	9,15,66,183
Accumulated Depreciation:				
As at 1st April 2019	-	1,74,51,316	7,60,563	1,82,11,879
Depreciation for present financial year		27,44,066	4,08,189	31,52,255
Depreciation for prior financial year		-	-	-
Disposal/Adjustments				-
As at 31st March 2020	-	2,01,95,382	11,68,752	2,13,64,134
Net book value as on 31st March 2020	48,51,324	6,34,98,251	18,52,474	7,02,02,049

Particulars	as at	
	31st March 2020	31st March 2019
Note 5 Other Non Current Assets		
Deposits (Asset)		
Sales Tax Deposits	45,000	45,000
TDS Receivable for earlier AY's	-	12,80,606
Note 6 Cash and cash equivalents		

Particulars	As at	
	31st March 2020	31st March 2019
Balances with Banks	20,96,107	1,70,615
Cash in Hand	7,495	5,010
	21,03,602	1,75,625

Note 7 Other Current Assets

Particulars	As at	
	31st March 2020	31st March 2019
Deposits	59,140	59,140
TDS Receivable AY 2019-2020	31,73,517	31,73,517
Advance for Car Purchase	-	11,000
Advances receivable in cash or kind	5,98,66,672	5,28,91,938
Advance tax paid AY 2019-2020	-	15,00,000
Advance to staff	21,800	-
	6,03,57,700	5,76,35,595

Note 8: Share Capital

Particulars	As at			
	31st March 2020	31st March 2019		
Authorised capital				
1,10,00,000 equity shares with voting rights (As at 31st March 2019: 1,10,00,000) of par value Rs.10 each Issued, Subscribed and fully paid up capital	11,00,00,000	11,00,00,000		
1,02,00,000 equity shares with voting rights (As at 31st March 2019: 1,02,00,000) of par value Rs.10 each	10,20,00,000	10,20,00,000		
	10,20,00,000	10,20,00,000		
i. Reconciliation of number of shares				
Particulars	As at 31st March 2020		As at 31st March 2019	
	No of shares	Value	No of shares	Value
Opening number of equity shares with voting rights	1,02,00,000	10,20,00,000	1,02,00,000	10,20,00,000
Shares issued during the year				
Shares bought back during the year				
Total number of shares outstanding	1,02,00,000	10,20,00,000	1,02,00,000	10,20,00,000
ii. Details of shareholders holding more than 5 % of total equity share capital with voting rights in the Company				
Name of the shareholder	As at 31st March 2020		As at 31st March 2019	
	No of shares	% of holding	No of shares	% of holding
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
Priyadarshana Gothi	14,01,600	13.74	14,01,600	13.74

iii. Terms/Rights attached to Equity Shares

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 2020, the amount of per share dividend recognised as distributions to equity shareholders was Nil (As on 31st March 2019 : 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.

Note 9 Other Non Current Liabilities

Particulars	As at	
	31st March 2020	31st March 2019
Non-Current		
Secured		
Unsecured		
Refundable Lease deposits against properties leased out	2,10,60,000	2,10,60,000
	<u>2,10,60,000</u>	<u>2,10,60,000</u>

Note 10 Other Current Liabilities

Particulars	As at	
	31st March 2020	31st March 2019
Audit Fees Payable	1,12,500	1,12,500
ESI Payable	5,216	-
Tds Payable	38,678	-
Provident Fund Payable	16,059	-
GST Payable	4,49,420	-
	<u>6,21,873</u>	<u>1,12,500</u>

Note 11 Revenue from Operations

Particulars	As at	
	31st March 2020	31st March 2019
Interest Received on loans granted	83,92,455	58,80,831
Maintenance charges received	18,000	-
Rent received	2,97,06,850	2,78,95,465
	<u>3,81,17,305</u>	<u>3,37,76,296</u>

Note 12 Other Income

Particulars	As at	
	31st March 2020	31st March 2019
Interest – IT Refund	1,10,167	-
Interest on Bank FDR	11,685	-
	<u>1,21,852</u>	<u>-</u>

Note 13 Employee Benefit Expenses

Particulars	As at	
	31st March 2020	31st March 2019
Staff Salary and Bonus	39,42,747	9,08,000
Staff Welfare Expenses	7,43,160	8,480
	<u>46,85,907</u>	<u>9,16,480</u>

Note 14 Finance Costs

Particulars	As at	
	31st March 2020	31st March 2019
Bank Charges	6,549	5,416
	6,549	5,416

Note 15 Other Expense

Particulars	As at	
	31st March 2020	31st March 2019
Advertisement and Publicity	26,994	27,120
AGM Expenses	85,935	84,940
Audit Fees	1,25,000	1,30,900
Building Maintenance	7,59,216	5,00,994
Computer Maintenance	-	2,150
Consultancy Charges	30,000	10,000
Directors' Remuneration	6,00,000	6,00,000
Electricity Charges	3,368	44,831
E Voting Charges	5,754	6,920
GST Input not availed	4,748	-
Insurance	9,95,226	51,400
Interest expenses	-	1,481
Legal and Professional Fees	7,30,000	3,00,000
Miscellaneous Expenses	1,650	761
Car Maintenance Exp	1,59,788	-
Postage and Telegram	2,41,590	3,10,346
Printing and Stationery	14,220	20,053
Rent, Rates and Taxes inclusive of listing fees	10,26,235	5,10,443
Roc Filing Charges	39,000	-
Security Charges	1,20,750	-
Share Transfer Charges	93,785	60,000
Travelling and Communication	4,48,249	41,641
Website Development Charges	34,160	-
	55,45,667	27,03,980

Note (a)
Auditor remuneration and out of pocket expenses (net of GST/Service Tax)

(i)	As Auditors	1,25,000	1,25,000
(ii)	Other Services	-	5,900
(iii)	Auditor out of pocket expenses		
		1,25,000	1,30,900
		1,25,000	1,30,900

Note 16 Related party transaction and disclosures

Transaction/balances

Key Management personnel

Remuneration and other benefits to Mr.Sanjay Gothi (Director)	6,00,000	600000
Keyman Insurance premium of Mr. Sanjay Gothi (Director)	9,54,555	

Note 17 Earning 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.

	2019-20	2018-19
Profit attributable to equity share holders	1,83,67,654	2,17,05,401
Number of Equity Shares outstanding	1,02,00,000	1,02,00,000
Earnings per share (Basic)	1.80	2.13
Earnings per share (Diluted)	1.80	2.13

Notes to Financial Statements

Note 1 : The Company Overview

Gothi Plascon (India) Limited (or the “Company”), is a pioneer in real estate has excelled over the years to offer an array of professional services in the realty business.

Gothi Plascon (India) Limited is a public limited company incorporated and domiciled in India. The address of its registered office is , Gothi Plascon (India) Limited, 17/5B,1A ,Vazhudavur Road, Kurumbapet, Puducherry - 605009, India. The company has its primary listing with BSE Ltd. (Bombay Stock Exchange) .Company is Engaged in business of renting of Immovable Properties and interest on loan granted

Note 2 : Basis of preparation of financial statements

I. Statement of compliances and basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (“Ind AS”), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 Accounting policies have been applied consistently to all periods presented in these financial statements.

The financial statements correspond to the classification provisions contained in Ind AS 1, “Presentation of Financial Statements”. For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable

All amounts included in the financial statements are reported in actual denominations of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. Previous year figures have been regrouped/re-arranged, wherever necessary.

II. Basis of measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis.

III. Use of estimates and judgement

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

a. Revenue recognition

Revenue has been measured based on fair value of the consideration received/receivable.

b. Income Tax

The major tax jurisdiction for the Company is in India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Income Taxes have been calculated based on The Income Tax Act, 1961 read with Rules thereunder.

c. Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carryforwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

d. Useful lives of property, plant and equipment

The Company depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

IV. Current and Non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

Note 3. Significant accounting policies

i. Functional and presentation currency

These financial statements are presented in Indian rupees, which is the functional currency of the Company.

ii. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

iii. Equity

a. Share capital and share premium

The authorised share capital of the Company as of March 31, 2020 is Rs.11,00,00,000 divided into 1,10,00,000 equity shares with voting rights of Rs.10 each.

Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

b. Retained earnings

Retained earnings represent the surplus/(deficit) of the statement of profit or loss. The amount that can be distributed by the company to its equity shareholder is determined based on the financial statements of the company and also considering the requirement of Companies Act, 2013.

c. Details of Dividend paid/proposed

A dividend of Rs.1 per share has been recommended on equity shares for the year ended March, 2020 and same has

been paid during the year.

V. Property, plant and equipment

a. Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

b. Depreciation

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. The Management estimate of useful life in accordance with schedule II to the Companies Act, 2013.

The estimated useful lives of assets are as follows:

Category	Useful Lives
Computer equipment	3 Years
Electrical Installations	10 Years
Motor Car	10 Years
Office Equipment	5 Years
Buildings	30 Years

VI. Non-current advances

The Company measures advance received as deposits against property rented at their actual amounts.

VII. Other Income

Other Income comprises of interest income on loans advanced, which is measured through fair value measurement using accrual basis of accounting.

VIII. Revenue recognition

Revenue from rented properties is measured using fair value measurement on accrual basis of accounting. Interest income from debt instruments is recognised using the effective interest rate method.

IX. Taxes

a. Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

b. Deferred Tax

Deferred Tax assets arising from unabsorbed depreciation or carry forward losses are recognized only if there is virtual certainty of realization of such amounts. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.

X. Earnings per share

Basic earnings per share is computed using the number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any splits and bonus shares issues including for change effected prior to the approval of the financial statements by the Board of Directors.

XI. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Company are segregated.

XII. Investments and other financial assets:

Initial recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories

(a) Financial Assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

(b) Financial Assets measured at fair value

Financial assets are measured at fair value through other comprehensive income (FVOCI) if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recorded as expense/ income in the Statement of Profit and Loss.

De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Equity investments

All equity investments in the scope of Ind AS 109, Financial Instruments, are measured at fair value. For equity instruments, the Company may make an irrevocable election to present the subsequent fair value changes in Other Comprehensive Income (OCI). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. Equity instruments included within the FVTPL (fair value through profit and loss) category are measured at fair value with all changes in fair value recognized in the profit or loss.

XIII. Financial Liabilities

Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Where the terms of a financial liability is re-negotiated and the Company issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss; measured as a difference between the carrying amount of the financial liability and the fair value of equity instrument issued.

De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Fair value measurement

The Company measures financial assets and financial liability at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair

value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Valuation team determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement

XIV. Impairment of non-financial assets

Assessment is done at each Balance Sheet date to evaluate whether there is any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to their recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

XV. Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize contingent asset unless the recovery is virtually certain.

XVI. Borrowing costs

General and specific borrowing costs directly attributable to the acquisition/ construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in Statement of Profit and Loss in the period in which they are incurred.

XVII. Employee benefits

a) Defined contribution plan

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis. The Company has categorised its Provident Fund, labour welfare fund and the Employees State Insurance Scheme as a defined contribution plan since it has no further obligations beyond these contributions.

b) Defined benefits plan

The Company's liability towards gratuity, being a defined benefit plan are accounted for on the basis of an independent 'actuarial valuation based on Projected Unit Credit Method.

Service cost and the net interest cost is included in employee benefit expense in the Statement of Profit and Loss. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in 'other comprehensive income' as income or expense.

c) Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The Company's liability is actuarially determined (using the Projected Unit Credit method)

XVIII. Significant management judgements in applying accounting policies and estimation uncertainty

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on

expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Depreciation and useful lives of property, plant and equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company’s historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

Defined benefit obligation (DBO)

Management’s estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm’s length transaction at the reporting date.

XIX.Foreign Currency transaction

Transactions denominated in foreign currency are recorded at exchange rate prevailing on the date of the:

- I.) Transactions or that approximates the actual rate at the date of transaction.
- II.) Non- Monetary foreign currency items are carried at cost.
- III.) Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss account.

As per our report of even date attached
FOR YESWANT CHOPRA & CO.,
Chartered Accountants
(Firm Registration N. 10542S)

Sd/-
(YESWANT CHOPRA)
Proprietor
Membership N. 0212296
Place : Chennai
Date : May 29th, 2020

For and On Behalf of the Board of Directors

Sd/- PARASMALGOTHI Director DIN : 00600370 Sd/- RAJESH JAIN Chief Financial Officer	Sd/- SANJAY GOTHI Managing Director DIN : 00600357 Sd/- MEGHA SOMANI Company Secretary
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Statement of Cash Flows

		For The Year Ended	
		31st March 2020	31st March 2019
A.	Cash Flows from Operation Activities:		
	Profit for the year	1,83,67,654	2,17,05,401
	Adjustments to reconcile profit for the year to net cash generated from operating activities		
	(Gain) / loss on sale of property, plant and equipment - Net		-

	Income tax expense	64,63,973	54,01,938
	Depreciation and amortisation expense	31,52,255	30,43,081
	Interest (income)/expenses - Net	(1,15,303)	(58,75,415)
	Changes in Operating Assets and Liabilities:		
	(Increase)/Decrease in Other Current Assets	(74,47,642)	(2,83,43,699)
	(Decrease)/Increase in Other Current Liabilities	5,09,373	(18,85,108)
	Cash generated from operating activities before taxes	2,09,30,311	(59,53,802)
	Income taxes paid	55,18,945	-
	Net cash generated from operating activities	1,54,11,366	(59,53,802)
B.	Cash Flows from Investing Activities:		
	Purchase of property, plant and equipment	(1,301,573)	(13,96,432)
	Proceeds from sale of property, plant and equipment		
	Interest received/(Paid)	1,15,303	58,75,415
	Net cash generated from/(used in) investing activities	(1,186,270)	44,78,983
C.	Cash Flows from Financial Activities:		
	Repayment of loans and borrowings		
	Proceeds from loans and borrowings		-
	Interest paid on loans and borrowings		
	Divident paid to owners of the Company (including Tax)	(1,22,97,120)	
	Net cash used in financing activities	(1,22,97,120)	-
		-	
	Net decrease in cash and cash equivalents during the year	19,27,975	(14,74,819)
	Cash and cash equivalents at the beginning of the year	1,75,626	16,50,444
	Cash and cash equivalents at the end of the year	21,03,601	1,75,625

As per our report of even date attached
FOR YESWANT CHOPRA & CO.,
Chartered Accountants
(Firm Registration N. 10542S)

Sd/-
(YESWANT CHOPRA)
Proprietor
Membership N. 0212296
Place : Chennai
Date : May 29th, 2020

For and On Behalf of the Board of Directors

Sd/-
PARASMALGOTHI
Director
DIN : 00600370
Sd/-
RAJESH JAIN
Chief Financial Officer

Sd/-
SANJAY GOTHI
Managing Director
DIN : 00600357
Sd/-
MEGHA SOMANI
Company Secretary