



GOTHI PLASCON (INDIA) LIMITED

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

**ANNUAL REPORT
2010-2011**

BOARD OF DIRECTORS

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

SIXTEENTH ANNUAL GENERAL MEETING

Date : 30 May 2011
Day : Monday
Time : 10-00 A.M
Place : C.M. Palace
273 & 274 G.S.T Road,
Chrompet
Chennai – 600 044.

Registrar & Transfer Agent

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

Registered office:

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

Bankers

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

Factory:

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

Auditors:

Achha Associates
Chartered Accountants
Chennai – 600 079.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 16th Annual General Meeting of the company will be held on **30 May 2011** at 10 a.m. at C.M.Palace, 273 & 274 GST Road, Chromepet, Chennai-44 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the profit & loss account of the company for the financial year ended 31-3-2011 and the balance sheet as at 31-3-2011 together with the director's report and auditor's report thereon.
2. To appoint director in the place of director who retires by rotation.
3. To appoint auditors and fix their remuneration.

Special Business:

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

4.As an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 198,269,309,316 and other applicable provisions, if any, of the Companies Act, 1956 and the laws prevailing for the time being and subject to the Schedule XIII to the Act, with such alterations and modifications, if any, that may be effected by the Central Government, pursuant to any change in policies or laws, guidelines, rules and regulations relating to the managerial remuneration, consent of the company be and is hereby accorded for the appointment of Mr.Sanjay Gothi as a Managing director of the Company for a period of five years from 01/08/2011 on following remuneration:

Salary Scale: Minimum of Rs.50000/- per month subject to the maximum as may be determined by the board subject to the schedule XIII of the companies Act, 1956 and any modification thereof.

Perquisites: Gratuity, Contribution to PF, Superannuation Fund, Encashment of leave & Annuity fund as per the rules of company.

Notwithstanding anything contained herein, where, in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above.

5.As an ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 198,269,309,316 and other applicable provisions, if any, of the Companies Act, 1956 and the laws prevailing for the time being and subject to the Schedule XIII to the Act, with such alterations and modifications, if any, that may be effected by the Central Government, pursuant to any change in policies or laws, guidelines, rules and regulations relating to the managerial remuneration, consent of the company be and is hereby accorded for the appointment of Mr.K Desikan as a whole time director of the Company for a period of five years from 01/08/2011 on following remuneration:

Salary Scale: Minimum of Rs.16000/- per month subject to the maximum as may be determined by the board subject to the schedule XIII of the companies Act, 1956 and any modification thereof.

Perquisites: Gratuity, Contribution to PF, Superannuation Fund, Encashment of leave & Annuity fund as per the rules of company.

Notwithstanding anything contained herein, where, in any financial year during the currency of tenure of the whole time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above.

Date : 15.4.2011

Chennai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. The Register of Members and Share Transfer register of the Company will remain closed on 30.05.2011
3. Shareholders / proxy holders are requested to bring their copy of the annual report with them at meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
4. Members desirous of getting any information about the accounts and operation of the company are requested to address their query to the company at the registered office of the company well in advance so that the same may reach at least seven days before the date of meeting to enable the management to keep the

By Order of the Board
for Gothi Plascon (India) Limited
sd/- Sanjay Gothi
Managing Director

- required information readily available at the meeting.
5. Member holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar & Transfer Agent or to their respective depository participants if the shares are held in electronic form.
 6. Members are requested to affix their signature at the space provided on the attendance slip annexed to the proxy form and to hand over the slip at the entrance to the meeting.
 7. Details of Directors seeking appointment and re-appointment at the forthcoming Annual general meeting of the company.

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

Name of Director	Expertise in Specific Functional Areas	Qualifications	Director-Ship in Other Public companies	Chairman/ Member of Committee
Mr.Parasmal Gothi	Administartion	Matriculation	NIL	NIL
Mr.Sanjay Gothi	Finance	Graduate	NIL	NIL
Mr.K Desikan	Production	Graduate	NIL	NIL

8. Explanatory Statement as required under section 173(2) of the Companies Act, 1956 is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956:

ITEM NO 4.

Mr.Sanjay Gothi is associated with the company from its inception and is well versed with the operations of the company. He is having rich experience in business operations of the company and is well versed with the day to day affairs of the company. Your Directors recommend appointing him as managing director of the Company for the term of five years on the remuneration as specified in the resolution. The board of directors recommends the resolution to the members for their approval. The remuneration committee had recommended his appointment for five years from 01/08/2011.

None of the Directors except Mr.Sanjay Gothi and Mr.Parasmal Gothi may be deemed to be interested in this resolution.

ITEM NO 5.

Mr.K Desikan is associated with the company for last 14 years and is well versed with the operations of the company. He is having rich experience in business operations of the company and is well versed with the day to day affairs of the company. Your Directors recommend appointing him as a whole time Director of the Company for the term of five years on the remuneration as specified in the resolution. The board of directors recommends the resolution to the members for their approval. The remuneration committee had recommended his appointment for five years from 01/08/2011.

None of the Directors except Mr.K Desikan may be deemed to be interested in this resolution.

By Order of the Board
for Gothi Plascon (India) Limited

Date : 15.04.2011
Chennai

sd/- Sanjay Gothi
Managing Director

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2011

Dear Shareholders,

We have pleasure in presenting the 16th Annual Report and Audited Statements of Accounts of the Company for the year ended 31st March, 2011.

PERFORMANCE

The financial results for the year ended 31 March 2011 are as under:

	Rs. (In Lacs) 31.03.2010	Rs. (In Lacs) 31.03.2011
Income	251.20	445.99
Total Expenses	195.7	364.26
Loss / Profit before depreciation	55.43	81.73
Depreciation	7.92	8.07
Loss / Profit before Tax	47.51	73.66
Provision for taxation	0.02	0.00

Loss / Profit After Tax

47.49

73.66

Business Outlook and Prospects:

The company has total revenues for the financial year 2010-11 of Rs.445.99 lacs as compared to Rs.251.20 lacs in the previous year. The profit of the company stood at Rs. 73.66 lacs as compared profit of Rs.47.49 lacs in the previous year. The company has disposed ninety percent of the plant & machinery manufacturing of disposable plastic cups in previous years and still trying to sell the existing machinery. Because the future is very bleak of the products. Remaining machinery is in production, it is out dated and 15 years old, out put is also not viable.

Fixed Deposit:

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

DIVIDEND

The Directors do not recommend any dividend for the financial year ended 31st March 2011.

DIRECTORS

Mr.Parasmal Gothi retires by rotation and being eligible, offer for re-appointment.

AUDITORS

The auditors of the Company M/s. ACHHA & ASSOCIATES. Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Accordingly a resolution is being submitted to the members for their re-appointment and to fix their remuneration for the current year.

STATUTORY DISCLOSURES:

The company had no employee covered by the provisions of section 217(2A) of the Companies Act, 1956. The company has consumed Power of Rs. 14.95 lacs as compared to Rs. 7.88 lacs. The company had no foreign exchange inflow or outflow during the year.

DIRECTORS' RESPONSIBILITY STATEMENT:

Directors hereby declare

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 that period ;
- iii) that the directors had 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 subject to the inherent limitations that should be recognized in weighing the assurance ;
- iv) That the directors had prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS:

Industrial Relation continued to be cordial during the year.

CORPORATE GOVERNANCE :

Pursuant to clause 49 of the Listing Agreement, a report of compliance of corporate governance as on 31/03/2011 duly certified by the auditors of the company is annexed.

ACKNOWLEDGEMENTS

Your directors wish to place on record their sincere appreciation to the bankers, customers, vendors and Investors for their continued support. Your direction also pleased to record their appreciating for dedication and contribution made by employees at all levels and look forward to their support in future as well.

Date: 15.4.2011

Chennai

For and on behalf of the Board
for Gothi Plascon (India) Ltd.

sd/-

Directors

MANAGEMENT DISCUSSION AND ANALYSIS SCENARIO

The Future Disposable cups and plates seems to be not that encouraging The board is continuing manufacturing of the same and also co templating on venturing in to other business.

DETAILED FINANCIAL AND OPERATIONAL ANALYSIS

Financial Analysis

The overall situation of disposable plastic Industry remained same during the year. Total revenues for the financial year 2010-11 stood at Rs. 445.99 lacs from Rs. 251.20 lacs in the previous year. The Profit of the company stood at Rs.73.66 lacs as compared profits to Rs.47.49 lacs in the previous year.

Operational analysis

The company performed better than the corresponding previous year

CORPORATE GOVERNANCE

Long-term shareholders' value is inextricably linked to good corporate governance, which, in turn is linked to