



GOTHI PLASCON (INDIA) LIMITED

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

**ANNUAL REPORT
2013-2014**

BOARD OF DIRECTORS

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

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

DIN No.

NINETEENTH ANNUAL GENERAL MEETING

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

Registrar & Transfer Agent

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

Registered office:

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

Factory:

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

Bankers

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

Auditors:

Achha Associates
Chartered Accountants
Chennai - 600 079.

NOTICE TO THE SHAREHOLDERS

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

For and on behalf of the Board

Sd/

Sanjay Gothi
Managing Director

Place: Chennai
Date: 23/07/2014

NOTES:-

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

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

PROCEDURE FOR E- VOTING

A. Instructions for Demat folios:

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

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

- a. For CDSL: 16 digits beneficiary ID.
- b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(V) Next enter the Image Verification as displayed and Click on Login.

(VI) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(VII) If you are a first time user follow the steps given below:

A. For members holding shares in Demat Form

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

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

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

(IX) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XI) Click on the 140801026 (EVSN) for the relevant <GOTHI PLASCON (INDIA) LIMITED> on which you choose to vote.

(XII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the resolution.

(XIII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(XIV) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(XV) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(XVI) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(XVII) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

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

- The list of accounts should be mailed to helpdesk.evoting@cdsindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

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

(B) The voting period begins on 2nd September 2014, 9.00 a.m. and ends on 4th September, 2014, 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdsindia.com.

C. Other Instructions:

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

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

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

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

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

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

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

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

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

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

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

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

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

Place: Chennai
Date :23/07/2014

For and on behalf of the Board

Sd/-
SANJAY GOTHI
Managing Director

ANNEXURE TO NOTICE

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

ITEM: 4

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

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

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

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

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

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

ITEM: 5

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

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

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

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

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

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

ITEM 6

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

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

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

ITEM 7

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

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

Place: Chennai
Date 23/07/2014

For and on behalf of the Board

Sd/-
Mr. Sanjay Gothi
Managing Director

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

Dear Shareholders,

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