



GOTHI PLASCON (INDIA) LIMITED

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

ANNUAL REPORT 2015-2016

BOARD OF DIRECTORS

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

TWENTY FIRST ANNUAL GENERAL MEETING

Date: 20.06.2016

Day: Monday

Time: 10-00 A.M

**Place: A.K.C. Palace (C M Palace)
273 & 274 G.S.T Road,**

**Chrompet
Chennai – 600044.**

Registrar & Transfer Agent

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

Registered office:
New No.31(Old No.26) Wallers Road,
First Floor,
Chennai – 600 002.
Ph: 32549611
Email : plascon747@gmail.com
website: www.gothiplascon.com

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

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

Auditors:
Achha Associates
Chartered Accountants
Chennai – 600 079.

NOTICE TO THE SHAREHOLDERS

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

ORDINARY BUSINESS

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

Special Business

4. As an ordinary Resolution:

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

5. As an ordinary Resolution:

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

For and on behalf of the Board

Sd/-

Place: Chennai

Date : 26/4/2016

Sanjay Gothi
Managing Director

NOTES:-

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

account. The share certificate {s} will be returned to the members after necessary endorsements.

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

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

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

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

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

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

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

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

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

Place: Chennai
Date : 26/04/2016

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

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

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

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

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

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

Dear Shareholders,

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

FINANCIAL RESULTS AND STATE OF COMPANY'S AFFAIRS

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

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

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

Transfer to General Reserve

No amount has been transferred to reserves.

Fixed Deposit:

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

DIVIDEND

The Directors do not recommend any dividend for the financial year ended 31st March 2016.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

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

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

Statutory Auditors

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

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

Secretarial Auditors

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

Directors' Responsibility Statement

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

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

BUSINESS RISK MANAGEMENT

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

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

PARTICULARS OF EMPLOYEES

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

Corporate Governance

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

Other disclosures

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

Date: 26/4/2016
Chennai

For and on behalf of the Board

for Gothi Plascon (India) Ltd.

sd/-

Directors

MANAGEMENT DISCUSSION AND ANALYSIS SCENARIO

Market Scenario

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

Opportunities

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

Concerns

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

INTERNAL CONTROLS AND SYSTEMS

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

Risk Management Framework

The Company has a Risk Management Framework, which provides the mechanism for risk assessment and mitigation. The Risk Management Committee (RMC) of the Company comprises the Managing Director, the Executive Director and members of senior management. During the year, the RMC reviewed the risks associated with the business of the Company, its root causes and the efficacy of the measures taken to mitigate the same. Thereafter, the Audit Committee and the Board of Directors also reviewed the key risks associated with the business of the Company, the procedures adopted to assess the risks and efficacy of mitigation measures.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could effect the Company's operations include significant changes in political and economic environment in India and key markets abroad, tax laws, litigation, labour relations and interest costs.

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

Gothi philosophy On Corporate Governance:

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

With emphasis on transparency, integrity and accountability, the Board of Directors adopted the principles of good corporate governance by setting up an Audit Committee, Shareholders' Grievance Committee and Compensation Committee

Board of Directors

Composition

The Board of Directors comprises of 5 directors, all bring in a wide range of skills and experience to the board. All the directors of the Company, except the Managing Director and the Executive Director, 3 directors are non-executive directors of which 2 directors are independent directors. Independent directors are directors who, apart from receiving directors' remuneration, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries, which, in the opinion of the board, may affect independence of judgment of the director.

All directors are appointed by the members of the Company. The composition of the board is in conformity the listing agreement.

Responsibilities

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

Role of Independent directors

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

Board Meetings

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

II. Eight board meetings were held during the year on 08/04/2015, 20/05/2015, 04/07/2015, 08/07/2015, 07/08/2015, 02/11/2015, 27/01/2016 and on 25/03/2016.

III Attendance in the board meeting:

All the board meetings had been attended by the directors.

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

IV. DIRECTORS SEEKING REAPPOINTMENT

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

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

None of the non-executive directors except had any pecuniary relationship or transaction with the company

COMMITTEES OF BOARD OF DIRECTORS

Board Committees

To enable better and more focused attention on the affairs of the Company, the board delegates particular matters to committees of the directors set up for the purpose. The board is assisted by various committees – Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee- all chaired by an independent director.

AUDIT COMMITTEE

Brief description of Terms of Reference:

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

The committee is constituted by the Board of Directors and consists of Non Executive and Independent Directors

Name of Director No. of Meetings held No of Meetings attended

Shri Parasmal Gothi	4	4
Mrs Monica Ajith Singh	4	4
Shri Prakash Bohra	4	4

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Brief description of Terms of Reference:

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

Names of Members and	Record of attendance during the year	
	No. of Meetings held / Attended	
Mrs. Monica Ajith Singh	13/13	
Shri Parasmal Gothi	13/13	
Shri Sanjay Gothi	13/13	

Nomination and REMUNERATION COMMITTEE

Brief description of terms of Reference:

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

EVALUATION OF THE BOARD / INDEPENDENT DIRECTORS :

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

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

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

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

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

Shareholding of Directors

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

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

RISK MANAGEMENT POLICY

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

Whistle Blower Policy/ Vigil Mechanism:

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

Pending share Transfers:

There are no pending share transfers. As required by the regulations of SEBI, the issued and listed capital of the Company is reconciled with the aggregate of the number of shares held by Investors in physical mode and in the demat mode. A certificate is being obtained on a half yearly basis to this effect from a Practicing Company Secretary and submitted to the Stock Exchanges where the Company's Shares are listed. As on 31st March 2016, there were no differences between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

VI. GENERAL BODY MEETINGS.

I. Meeting Details		
Financial Year	Location	Date and Time
2012-2013	C.M.Palace	19/08/2013
2013-2014	273 & 274 GST	08/09/2014
2014-2015	Road, Chromepet, Chennai-44	19/08/2015

II. Postal Ballot

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

At the ensuing AGM there is no item on the agenda that is required to be passed by postal ballot.

VII. DISCLOSURES

I. Related Party Transactions

There has been no materially significant related party transaction with the company's promoters, directors, management or their relatives which may have a potential conflict with the interests of the company. None of the non-executive directors had any pecuniary

relationship or transaction with the company pursuant to the Listing Agreement. No director has been paid any remuneration as well as sitting fees the Director of the Company. Members may refer to the notes to the accounts for details of other related party transactions

II. Compliance with Regulations

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

III. Accounting Standards

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

IV. Risk Management

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

V. Remuneration to the Directors:

No directors had been paid remuneration

VI. Disclosure of relationships between directors Inter-se:

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

VIII. DIRECTORS SEEKING REAPPOINTMENT

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

IX. GENERAL SHAREHOLDER INFORMATION

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

I. 21st Annual General Meeting

The 21st Annual general meeting will be held on 20th June 2016 at the A.K.C. Palace 273 & 274 GST Road, Chrompet, Chennai-44 at 10.00 a.m.

II. Tentative Financial Reporting Calendar

Financial Reporting 2016	From	To	Date
1 st Quarter	April	June	30 TH July
2 nd Quarter	July	September	30 TH October
3 rd Quarter	October	December	30 TH December
4 th Quarter	January	March	30 th April
			Unaudited / Audited on or before 31/05/2017
Annual General Meeting	April 2016	March 2017	On or before 30/09/2017

III. Book Closure

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

IV. Stock Exchange Listing

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

V. Share Price

The company's high and low prices recorded on the Bombay Stock Exchange during the year 2016 are:

The Stock Exchange, Mumbai (BSE)

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

VI. Registrar & Transfer Agent

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