

GOTHI PLASCON (INDIA) LIMITED
(CIN : L45400PY1994PLC008380)

ANNUAL REPORT
2021-2022

CORPORATE INFORMATION

BOARD OF DIRECTORS

Name of director	DIN	Designation
Mr. Sanjay Gothi	00600357	Managing Director
Mr. Prakash Chand Jain	01741059	Non-Executive Director Independent
*Mrs.Monicaajit Singh Jain	07173303	Non-Executive Women Director Independent
*Mrs. PriyadarshanaGothi	09685568	Non-Executive Women Director
*Mr.Manish Tulsyan	07887579	Non-Executive Director Independent
**Mr.Rakesh Rathi	09701954	Non-Executive Director Independent

TWENTY SEVENTH ANNUAL GENERAL MEETING

DATE	26.09.2022
DAY	MONDAY
TIME	11:00 A.M
MODE	Video conference and other audio-visual means
DEEMED VENUE	17/5B,1A,Vazhudavur Road,Opp to Agri. Research centre,Kurumbapet, Pondicherry-605009
COMPANY SECRETARY & COMPLIANCE OFFICER	Mrs.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
AUDITOR	M/s. N.Singhal & Company, Chartered Accountants
BANKERS	Bank of Baroda,Chennai Bank of Baroda,Pondicherry
REGISTERED OFFICE& FACTORY	17/5B,1A,Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet,Pondicherry-605009Ph: 0413-2271115
EMAIL	plascon747@gmail.com
WEBSITE	www.gothiplascon.com

*Appointed/Resigned on 12/08/2022

** Appointed on 25/08/2022

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 27th Annual General Meeting of the shareholders of the company will be held on Monday 26th September, 2022 at 11:00 a.m IST through Video Conferencing / Other Audio Visual Means (VC) without the in-person presence of members at a common venue to transact the following business:

ORDINARY BUSINESS:

AS AN ORDINARY RESOLUTION

- 1. To receive, consider and adopt the Audited Standalone Financial Statements for the year ended 31st March 2022 together with the Reports of the Board of Directors and Auditors thereon.**
- 2. To confirm payment of interim dividend, aggregating to Rs.1/- per equity share, on equity shares for the financial year ended 31st March, 2022.**
- 3. To Appoint a director in place of Mr. Sanjay Gothi (DIN: 00600357) who retires by rotation and being eligible, offers himself for re-appointment.**
- 4. Appointment of M/s.N. Singhal & Company, Chartered Accountants As Statutory Auditor**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139,141,142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) and re-enactment(s) if any thereof for the time being in force), for appointment of statutory auditors M/s. N.Singhal & Company, Chartered Accountants, (Firm Registration No.006249C) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of the 27th Annual General Meeting (AGM) of the Company till the conclusion of the 32nd Annual General Meeting, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and is/are severally/jointly hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

SPECIAL BUSINESS

- 5. To Contribute to Charitable and other Funds**

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

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, circulars, notifications, if any, made thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations, if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (or Committee thereof) to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes in any financial year of upto a total amount of Rs.50Lacs (Rupees fifty lacs only).

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and is/are severally/jointly hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. To appoint Mrs. Priyadarshana Gothi (DIN:09685568) as the Director (Non-Executive) of the Company

To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013 read with other applicable provisions and rules of the Companies Act, 2013, (“the Act”) and the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015 (including any statutory Modification(s) or re-enactment(s) thereof, for the time being in force) Mrs. Priyadarshana Gothi (DIN: 09685568) be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and is/are severally/jointly hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

AS AN SPECIAL RESOLUTION

7. To appoint Mr. Manish Tulsyan (DIN: 07887579) as an Independent (Non-Executive) Director of the Company.

To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions read with Schedule IV and rules made thereunder of the Companies Act, 2013, (“the Act”) and Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015 (including any statutory Modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Manish Tulsyan (DIN: 07887579) be and is hereby appointed as an Independent Director of the Company who is not liable to retire by rotation and to hold office for a period of five years effective from 12/08/2022.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and is/are severally/jointly hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

8. To appoint Mr. Rakesh Rathi (DIN: 09701954) as an Independent (Non-Executive) Director of the Company

To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,150,152,160 and any other applicable provisions read with Schedule IV and rules made thereunder of the Companies Act, 2013, (“the Act”) and Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015 (including any statutory Modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Rakesh Rathi (DIN: 09701954) be and is hereby appointed as an Independent Director of the Company who is not liable to retire by rotation and to hold office for a period of five years effective from 25/08/2022.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and is/are severally/jointly hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Place : Chennai
Date : 25/08/2022

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

Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are furnished in the explanatory statement which is annexed hereto.

2. Pursuant to the General Circular Nos. 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by SEBI, companies are allowed to hold Annual General Meeting through VC/OAVM up to December 31, 2022, without the physical presence of Members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 27th AGM (the AGM) of the company is being held through VC / OAVM).

Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice

3. In compliance with the Circulars, Annual Report along with the Notice of the AGM, and instructions for remote e-Voting/ e-Voting are being sent only through e-mail to those Shareholders whose e-mail addresses are registered with the Company’s Registrar and Transfer Agents. The copy of Annual Report along with the Notice is also available on

Company's website www.gothipluscon.com, www.bseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-2022 and Notice of the AGM of the Company, he/she may send a request to the Company by writing at plascon747@gmail.com mentioning their DP ID and Client ID/Folio No.

4. Notice is also given under section 91 of the Companies Act, 2013 read with Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer books of the Company will remain closed from **20/09/2022 to 26/09/2022**, both days inclusive.

5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic Notice shareholding) as on the cut-off date, i.e., **19/09/2022**. A person who is not a members on the cut-off date should treat this Notice for information purposes only.

6. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.

7. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act ("the Act").

9. 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, i.e. **19/09/2022** only shall be entitled to avail the facility of e-voting.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and all other documents referred to in the Notice will be available for inspection in electronic mode.

11. 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.

12. Mr. N.K Bhansali Practicing Company Secretary (Membership No. FCS 3942), have been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.gothipluscon.com, www.bseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).

13. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the company by e-mail and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.

14. Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or company's Registrars and Transfer Agents (RTA) Cameo Corporate Service Limited, Chennai, for assistance, if any, in this regard.

15. The Members who are holding shares in demat form and have not yet registered their Bank details, e-mail IDs, mobile numbers and other KYC Details are requested to register the same with their Depository Participant at the earliest, to enable the company to use the same for making payment of their dividend, whenever declared, contact them and serving documents to them electronically, hereinafter. Members holding shares in physical mode are requested to provide, if not provided earlier, their e-mail Ids, mobile numbers, Bank Details and other KYC documents including PAN, to the RTA sending an e-mail.

16. Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 to avoid freezing of their folios on or after April 1, 2023 with RTA.

17. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.

18. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.

19. Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), and relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The shares in respect of such unclaimed Dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their Dividends from the Bank, within the stipulated timeline.

20. 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.

21. E-Voting:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.

The result of the voting will be announced within two working days after the conclusion of the meeting on the Company's website at www.gothipluscon.com, website of CDSL at www.evotingindia.com and communicated to the Stock Exchanges.

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **23/09/2022 at 09.00 a.m. (IST) and ends on 25/09/2022 at 05.00 p.m. (IST)**. During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **19/09/2022** may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members who have cast their vote by remote e-Voting prior to the AGM may attend/participate in the AGM through VC but shall not be entitled to cast their vote again.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during

	<p>the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after</p>

login through their Depository Participants	successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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