



GOTHI PLASCON (INDIA) LIMITED
(CIN : L45400PY1994PLC008380)

ANNUAL REPORT
2022-2023

CORPORATE INFORMATION

BOARD OF DIRECTORS

Name of director	DIN	Designation
Mr. Sanjay Gothi	00600357	Managing Director
Mr. Prakash Chand	01741059	Non-Executive Independent Director
Mrs. Priyadarshana Gothi	09685568	Non-Executive Women Director
Mr. Manish Tulsyan	07887579	Non-Executive Independent Director
Mr. Rakesh Rathi	09701954	Non-Executive Independent Director
*Mr. Krishnasamy Thirumurthi	01864179	Non-Executive Independent Director

TWENTY EIGHTH ANNUAL GENERAL MEETING

DATE	30.09.2023
DAY	SATURDAY
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 Subramaniam Building 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-605009 Ph: 0413-2271115
EMAIL	plascon747@gmail.com ; gplsecretarialwork@gmail.com
WEBSITE	www.gothiplascon.com

*Appointed as on 26/08/2023

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 28th Annual General Meeting of the shareholders of the company will be held on Saturday 30th September, 2023 at 11:00 a.m IST through **Video Conferencing (VC)/Other Audiovisual Means (OAVM)** 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 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend, aggregating to Rs.2/- per equity share, on equity shares for the financial year ended 31st March,2023.
3. To Appoint a director in place of Mrs. Priyadarshana Gothi (DIN:09685568) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. To re- appoint Mr. Sanjay Gothi (DIN:00600357) as the Managing Director & CEO 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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re- appointment of Mr. Sanjay Gothi (DIN:00600357) as Managing Director& CEO of the Company for a period of 3 years from 01st August 2023 till 31st July 2026 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sanjay Gothi subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. Sanjay Gothi, the remuneration payable to him by way of salary, allowances, and perquisites shall not exceed the limits prescribed under the Companies Act, 2013, read with Schedule V or any amendment, modification, variation or reenactment thereof.”

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.”

5. To appoint Mr.Krishnasamy Thirumurthi (DIN:01864179) as an Independent Director of the Company

To consider and if thought fit to pass with or without modification, the following resolution as an 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)and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr.Krishnasamy Thirumurthi (DIN: 01864179)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 26/08/2023.

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 :26/08/2023

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

I. 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. The Ministry of Corporate Affairs (“MCA”) vide its circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 May 05, 2022, December 28, 2022 and such other related circulars issued from time to time (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), without the physical presence of the Members (also referred to as “Shareholders”) at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars (as amended from time to time), the AGM of the Company is being held through VC/ OAVM and Members can attend and participate in the ensuing AGM through VC/ OAVM.

Further, Securities and Exchange Board of India (SEBI) vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

For this purpose, necessary arrangements have been made by the Company with Central Depository Services (India) Limited (“CDSL”) and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/ OAVM is forming part of this Notice.

3. In compliance with the aforesaid MCA and SEBI Circulars, this Notice of the AGM along with the Annual Report for Financial Year (“FY”) 2022-23 are being sent through electronic mode to Members whose Email id is registered with the Company or the Depository Participants (DPs), unless any Member has requested for a physical copy of the same.

Members may note that the Notice and Annual Report for FY 2022-23 will also be available on website of the Company i.e. website www.gothipluscon.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of the CDSL at www.evotingindia.com.

4. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and the proxy need not be a Member of the Company. However, pursuant to the MCA and SEBI Circulars, since the AGM will be held through VC/ OAVM, the physical attendance of the Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form is not annexed to this Notice.

5. 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.
6. 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.
7. The Company is concerned about the environment and utilizes natural resources in a sustainable way. In consonance with the company's sustainability initiatives and applicable provisions of the Act and the Listing Regulations, the Company is sharing all documents with Shareholders in the electronic mode. The Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications. To support green initiative, the Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by submitting form ISR-1 duly filled and signed by the holders.
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. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent paragraphs. Such remote-voting facility is in addition to voting that will take place at the AGM being held through VC.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, will be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
11. 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 **24/09/2023 to 30/09/2023**, both days inclusive.
12. 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., **23/09/2023**. A person who is not a member on the cut-off date should treat this Notice for information purposes only.
13. 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. **23/09/2023** only shall be entitled to avail the facility of e-voting.
14. The relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of the AGM, by sending an e-mail to the Company.
15. 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.
16. The Company's Registrar and Share Transfer Agent (RTA) for holders of physical as well as electronic/dematerialize equity shares, is Cameo Corporate Services Limited having its registered office at "SUBRAMANIAN BUILDING" No.1 CLUB HOUSE ROAD CHENNAI TN 600002 IN.

17. 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.gothiplascon.com, www.bseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).
18. 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.
19. 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.
20. 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 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 to avoid freezing of their folios on or after April 1, 2023 with RTA.
21. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, RTA will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
22. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022.
23. 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.
24. 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.

25. 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.

26. 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.

27. 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 **27/09/2023 at 09.00 a.m. (IST) and ends on 29/09/2023 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 of **23/09/2023** 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	<ol 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 'My Easi New (token)' tab.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 the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.

	<p>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) login through their Depository Participants	<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 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.</p>

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
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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 toll free no. 1800 22 55 33
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.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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