

TAN No. : CHEG00709C
PAN No. : AAACG1149F
Date: 27/06/2019



GSTIN : 34AAACG1149F2Z2
CIN No: L45400PY1994PLC008380

GOTHI PLASCON (INDIA) LIMITED

To,
Bombay Stock Exchange Limited
Department of Corporate Services
Floor 25, PJ Towers
Dalal Street
Mumbai-400 001

Dear Sir,

Sub : Copy of the Notice of 24th Annual General meeting of the company.

Ref: Scrip Code: 531111

We wish to inform you that the 24th Annual General meeting of the company will be held on Wednesday 24th July 2019 at 02:30 p.m at Abirami Hall, 1st Floor, Villianur, Pondicherry – 605110

Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 a copy of the notice convening the Annual General Meeting is enclosed for your reference and information.

Kindly take the information on record.

Thanking You.

Yours sincerely,
For Gothi Plascon (India) Limited


Megha Somani
(Company Secretary & Compliance Officer)



Notice to Shareholders

NOTICE IS HEREBY GIVEN that the 24TH Annual General Meeting of the shareholders of the company will be held on Wednesday 24th July 2019 at 02:30 p.m at Abirami Hall, 1st Floor, Villianur, Pondicherry – 605110 for transacting the following business:

ORDINARY BUSINESS:

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

1. As an ordinary Resolution:

To receive, consider and adopt the Audited Standalone Financial Statements for the year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.

2. As a Special Resolution:

Re-appointment of Mr.Parasmal Gothi (DIN: 00600370), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

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

3. As a Special Resolution:

Appointment of Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Chand Jain (DIN: 01741059), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for term of five consecutive years with effect from 08th September,2019 and whose office shall not be liable to retire by rotation.”

4. As a Special Resolution:

Alteration Of Articles of association

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), Schedule I thereto , read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association pursuant to the provisions of the Act primarily based on the Form of “Table F” under the Act,be and is hereby approved and adopted as new set of Articles of Association of the Company in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors and/or Company Secretary be and are hereby authorised to do and perform or cause to be done and performed all such acts, deeds,

matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard, without further reference to the shareholders of the Company."

5. As a Special Resolution:

To make investment / give loans / guarantee,etc

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment / give loans / guarantee/ provide securities or otherwise upto Rs. 100 crores (Rupees One Hundred Crores) to any person / entities / bodies corporates as they may in their absolute discretion deem beneficial and in the interest of the Company .

RESOLVED FURTHER THAT the Board of be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For and on behalf of the Board
Sd/-

Place : Puducherry
Date : 28/05/2019

Sanjay Gothi
(DIN 00600357)
Chairman and Managing Director

Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business set out in the Notice is annexed.
2. A member of the company, who is entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of him / her and the proxy need not be a member. 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 shareholder. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
5. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of the Director seeking re-appointment at the Annual General Meeting is furnished and forms a part of the notice.

6. The Register of members and the share transfer books of the company will remain closed from July 18, 2019 to July 24, 2019(both days inclusive).
7. The Register of Directors and KMPs and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Members desirous of getting any information about the accounts and operation of the company are requested to address their query to the company at the Registered Office of the company well in advance so that the same may reach at least seven days before the date of meeting to enable the management to keep the required information readily available at the meeting.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA.
10. Members are requested to write to the Registrar and Share Transfer Agents of the Company, Cameo Corporate Service Limited, Chennai for more information, if any needed, on Nomination facility and/ or to get a copy of Nomination Form, for shares held in physical mode. For shares held in demat mode, Members are requested to contact their respective Depository Participant for availing Nomination facility.
11. Electronic copy of the Annual Report for 2019, the Notice of the 24th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.
12. 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.
13. Members may also note that the Notice of 24th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website at www.gothipluscon.com. Members who have any query may write to us at plascon747@gmail.com.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company/ Cameo Corporate Service Limited.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company/RTA, for consolidation into a single folio.
16. SEBI had vide Notification Nos. SEBI/LAD-NRO/ GN/2018/24 dated 8th June 2018 and SEBI/LAD-NRO/ GN/2018/49 dated 30th November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July 2018 and NSE circular no. NSE/CML/2018/26 dated 9th July 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April 2019, except in case of transmission or transposition of securities. Accordingly, Members holding securities in physical form were separately communicated by Cameo vide letter dated 16th July 2018, and reminders dated 30th October

2018 and 25th December 2018 at their registered address. In view of the above and to avail the benefits of dematerialisation, Members are requested to consider dematerialising shares held by them in physical form.

17. Voting through electronic means:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot 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 meeting may also attend the meeting but shall not be entitled to cast their vote again
- IV. The voting period begins on 21.07.2019 at 09.00 AM and ends on 23.07.2019 at 5.00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 17.07.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The instructions for members for voting electronically are as under:-
 - A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the company / Depository Participant(s)].
 - i. Open email and open PDF file viz. "GOTHI PLASCON (INDIA) LIMITED remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following :www.evotingindia.com
 - iii. Click on shareholder- Login
 - iv. Put user ID and password as initial password / PIN noted in step (i) above.
 - v. Click Login. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep you password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select EVEN (E-Voting Event Number) of GOTHI PLASCON (INDIA) LIMITED.
 - viii. Once you enter the number, the 'Cast Vote' Page will open. Now you are ready for remote e-voting.
 - ix. Cast your vote by selecting appropriate option and click on Submit and also click on Confirm when prompted.
 - x. Upon confirmation, the message 'Vote Cast Successfully' will be displayed.
 - xi. Kindly note that vote once cast cannot be modified.
 - xii. Institutional shareholders (i.e other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at bhansalifcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
 - B. In case a Member receives physical copy of the Notice of AGM (for members whose e-mail IDs are not registered with the Company/ Depository participant(s) or requesting physical copy)
 - i. Initial Password is provided as below/ at the bottom of the Attendance Slip for the AGM.

| | | |
|------------------------------|---------|--------------|
| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
| | | |

ii. Please follow all steps from “SI.No.ii to SI.No.xii“ above, to caste vote.

VI. In case of any queries you may refer the Frequently Asked Question (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17.07.2019.
- 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 July 17, 2019 may obtain the login ID and password by sending a request to RTA.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
- VIII. Mr. N.K Bhansali Practicing Company Secretary (Membership No. FCS 3942),has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IX. 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 “Ballot Paper” / “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.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.gothiplascon.com and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.

18. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, brief profile of the Directors seeking re-appointment at the forthcoming Annual General Meeting is as follows:

| Name and DIN of the Director | Qualifications | Expertise in Specific Functional Areas | Relationship with other Directors | Directorship in Other Listed Companies | No. equity shares held in the Company | Chairman / Member of Committee in other Listed Companies |
|------------------------------|----------------|--|-----------------------------------|--|---------------------------------------|--|
| | | | | | | |

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|-------------------|---------------|--|--|-----|------|-----|
| Mr.Parasmal Gothi | Matriculation | Founder of the company and having few decades of experience in the operations of the company. Manufacturing & Management | He is related to Mr. Sanjay Gothi, Managing director of the company. | Nil | Nil | Nil |
| Mr. Prakash Chand | Matriculation | Administration | None | Nil | 1000 | Nil |

ANNEXURE TO THE NOTICE : Explanatory Statement [Pursuant to Section 102(1) of the Companies Act, 2013] / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No.2 : Re-appointment of Mr.Parasmal Gothi (DIN: 00600370), who retires by rotation and being eligible, offers himself for re-appointment

Mr.Parasmal Gothi is the founder of the company in whose guidance and direction the company had achieved the present position. A perfect business man who dreamt about this company and a pioneer in his belief for compliances and governance.As per the regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, Being the founder and the most experienced director on the board , the Board recommends passing of the Special Resolution in relation to re-appointment of Mr.Parasmal Gothi (DIN: 00600370)as an non-executive Director of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr.Parasmal Gothi and Mr Sanjay Gothi is interested or concerned in the resolution set out at Item No. 2 of the accompanying Notice ofthe AGM.

Item No.3 : Re-Appointment Of Mr. Prakash Chand (Din: 01741059) As An Independent Non-Executive Director :

Mr.Prakash Chand was appointed as an Independent Non-Executive Director of the Company by the members at the 19th AGM of the Company held on 08th September, 2014 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-

appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Chand, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prakash Chand Jain as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of him as an Independent Director for another term of five consecutive years for the approval by the shareholders of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Prakash Chand Jain, being an appointee, is interested or concerned in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. except as shareholders of the Company.

Item No.4 : Adoption Of New Articles Of Association Of The Company In Conformity With Provisions Of The Companies Act, 2013

The Company had previously adopted its Articles of Association ("AoA") under the Companies Act, 1956, which contain references to specific sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing Articles of Association with a new set of Articles of Association. Hence the board recommends passing of the special resolution in this context .

The new Articles of Association to be substituted in place of the existing Articles of Association are primarily based on 'Table F' of the Act which sets out the model Articles of Association for a company limited by shares.

The draft of the new Articles of Association is available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11:00 AM to 1:00 PM. up to the date of closing of e-voting. The proposed new draft Articles of Association shall also be uploaded on the Company's website for perusal by the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except as shareholders of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders of the company.

Item 5: To make investment / give loans / guarantee, etc

The Company is desirous of seeking growth opportunities in its businesses by using its income flows optimally together with its existing operations . The Company is having rental income which in general is used for time being in giving loans to any person / entities / bodies corporates or otherwise in compliance with the applicable provisions of the Act to earn better returns for the company and its stakeholders . The provisions of Section 186 of the Act provides that approval of Members by means of a Special Resolution is required to be passed at a general meeting if exceeds the limit specified in Section 186 .

In view of the above and considering the business plans of the Company, which requires the Company to make sizeable loans / investments / issue guarantees / provide securities etc prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.5 of the Notice.

The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except as members of the Company.

For and on behalf of the Board
Sd/-

Place : Puducherry
Date : 28/05/2019

Sanjay Gothi
(DIN 00600357)
Chairman and Managing Director