

TAN No. : CHEG00709C
PAN No. : AAACG1149F



TIN No. : 34070007845
CST No. : 34070007845/dt.07.02.95
CIN No. : L45400TN1994PLC028895

Date: 22/06/2018

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 23rd Annual General meeting of the company.

Ref: Scrip Code: 531111

We wish to inform you that the 23rd Annual General meeting of the company will be held on Monday, 16th July, 2018 at 10.00 A.M. at A.K.C. Palace, 273 & 274, GST Road, Chrompet, Chennai - 600044.

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)

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held on Monday 16/07/2018 at 10.00 A.M. at A.K.C. Palace, 273 & 274, GST Road, Chrompet, Chennai - 600044 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements for the year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr.Parasmal Gothi (DIN:00600370), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the company and to fix their remuneration.

Special Business:

4. To consider and if thought fit, to pass with or without modification(s), the following as a

Special Resolution:

“**RESOLVED THAT** pursuant to the provision of Section 13 of the Companies Act, 2013 and Rule 30 of the Companies (Incorporation) Rules, 2014, and other applicable provisions of Companies Act, 2013 , and rules made there under , if any and subject to approval of Regional Director, Southern Region, ,Ministry of corporate Affairs , as may be required in this regard , consent of Members be and is hereby accorded to shift the registered office of the Co
clause II of the Memorandum of Association of the Company be and is hereby substituted by the following:

II. The Registered Office of the Company shall be situated in the Union Territory of Puducherry.

of Directors of the company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on

For and on behalf of the Board
Sd/-

Place : Chennai
Date : 30/05/2018

Sanjay Gothi
Managing Director
(DIN 00600357)

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 authorised representatives 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.
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 10, 2018 to July 16, 2018 (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 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.
9. Electronic copy of the Annual Report for 2018, the Notice of the 23rd 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 2018 is being sent in the permitted mode.
10. Members may also note that the Notice of 23rd

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members desirous of making nominations may procure the prescribed form from the Company/Cameo.
13. 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.

14. 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 23rd 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, either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote through polling paper at the Annual General Meeting.
- 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 instructions for members for voting electronically are as under:-
 - i. The voting period begins on 13.07.2018 at 09.00 AM and ends on 15.07.2018 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 09.07.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Log on to the E-Voting website www.evotingindia.com
 - iii. Click on "Shareholders" tab to cast your votes
 - iv. Now fill up the following details in the appropriate boxes

Particulars	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL 8 Characters of DP ID followed by 8 digits of Client ID For CDSL 16 Digits of Beneficiary ID	Folio Number Registered with the Company
Captcha	Enter the verification code for security reasons i.e please enter the alphabets and numbers in the exact ways as they are displayed.	
Password	Your unique Password	

- v. After entering the details appropriately, Click on submit tab
- vi. Click on EVEN of Gothi Plascon (India) Limited
- vii. On the Voting Page, you will see Resolution Description and against the same the option Yes/No as desired. The option Yes implies that you assent to the Resolution and Option No implies that you dissent to the Resolution.
- viii. After Voting click on Submit
- ix. A Confirmation Box will be displayed, Click OK to confirm, to change your vote click on CANCEL and accordingly modify your vote

- x. Once you CONFIRM your vote on the resolution you will not be allowed to modify your vote.
- xi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xiii. Note for Non - Individual Shareholders and Custodians
-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

ted using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. com and on approval of the accounts they would be able to cast their vote.

favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xiv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.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 09.07.2018.
- VI. 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.
- VII. 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 the total votes cast in favour 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.
- VIII. The Results shall be declared on or after the AGM of the Company. The Results declared along with t 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.

By Order of the Board
For GOTH PLASCON (INDIA) LIMITED

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Sanjay Gothi
Managing Director
(DIN 00600357)

Place: Chennai
Date:30/05/2018

Information on Director recommended for Appointment / Reappointment

Name of the Director	Mr.Parasmal Gothi
DIN	00600370
Father's Name	Lal Chand Gothi
Date of Birth	03/02/1939
Educational Qualifications	S.S.L.C
Relationship with other Directors	He is related to Mr. Sanjay Gothi,Managing director of the company.
Experience	Founder of the company and having few decades of experience in the operations of the company
Date of Appointment	11/10/1994
Directorship in Other Listed Companies	Nil
Chairman / Member of Committee in other Listed Companies	Nil
Number of Shares	Nil

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013

SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TAMILNADU TO THE UNION TERRITORY OF PUDUCHERRY

The registered office is presently situated in the State of Tamil Nadu whereas the major operations are carried out from Puducherry. In order to ensure administrative convenience it is proposed to shift the registered office of the company to Union Territory of Puducherry. This would enable the Company and its staff to effectively manage the affairs of the Company. This will bring in cost effectiveness and management ease.

The shifting of Registered office to Puducherry requires approval of the members of the Company by passing Special Resolution and confirmation from the Regional Director pursuant to Section 13 of the Companies Act, 2013.

None of the Directors /Key Managerial Personnel of the Company and their relatives, in any way is concerned or interested in the above resolution except as members of the company .

By Order of the Board of Directors

Place: Chennai
Date: 30.05.2018

Sd/-
Sanjay Gothi
Managing Director
(DIN 00600357)