



**GOTHI PLASCON (INDIA) LIMITED
(CIN : L45400PY1994PLC008380)**

**ANNUAL REPORT
2024-2025**

CORPORATE INFORMATION

| CIN | L45400PY1994PLC008380 | | |
|--|--|------------------------------------|--|
| Company Name | GOTHI PLASCON (INDIA) LIMITED | | |
| REGISTERED OFFICE & FACTORY | 17/5B, 1A ,Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet, Pondicherry, Pondicherry, India, 605009 | | |
| EMAIL | plascon747@gmail.com ; gplsecretarialwork@gmail.com | | |
| WEBSITE | www.gothiplascon.com | | |
| Details of the Directors/KMP | | | |
| DIN | Name | Designation | Address |
| 00600357 | SANJAY GOTHI | Manging Director | No.17/9, Mahaveer Colony, E V K Sampath Road,Vepery Chennai,Tamil Nadu- 600007 |
| 09685568 | PRIYADARSHANA GOTHI | Non-Executive Director | NO 17/9 Mahaveer Colony, E.V.K Sampath Road, Perambur, Purasawalkam Tamil Nadu- 600007 |
| 01864179 | KRISHNASAMY THIRUMURTHI | Non-Executive Independent Director | 11 Nutech Manere, 38 15/5 11th Avenue, Ashok Nagar, Chennai City Corporation Tamil Nadu - 600083 |
| 10692036 | *MR. RAM PRASAD VADUVOOR PATTABHIRAMAN | Non-Executive Independent Director | 9/17,Surammal Street, Egmore Nungambakkam, Tamil Nadu - 600008 |
| 09609896 | *MRS. POOJA DEVI BOKDIA | Non-Executive Independent Director | 28/1, Flower Road 6D JVL Bunglow Perambur, Purasawalkam, Tamil Nadu - 600010 |
| ADDPRT077C | RAJESH JAIN | CFO | No.33,3rd Cross Amaithi Nagar,Kurumbapet ,Housing Board, Puducherry- 605009 |
| AISPB6780C | MEGHA SOMANI | Company Secretary | E-24,Kamlesh Enclave, Secretariat Colony, Kilpauk, Chennai- 600010 |
| REGISTRAR & TRANSFER AGENT | Cameo Corporate Service Limited Subramaniyam 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, Pondicherry | | |

* Appointed on 12/08/2024

Please note that wherever the Director Identification Number/ name of the director/ signature of the director, Name of the company appears in the attached document/s, the same shall be read along with the above mentioned details of the company/ director/s/ KMP and shall form part of the same for informational / statutory purposes as per the Companies Act, 2013.

The above information shall be read with each and every attached document and the same forms part of the attached documents for all the purposes.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 30th Annual General Meeting of the shareholders of the company will be held on Monday 01st September, 2025 at 11:00 a.m IST through **Video Conferencing (VC)/Other Audio visual 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 2025 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, 2025.
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.
4. **Appointment of M/s Achha Associates, Chartered Accountants (Firm Registration No. 07810S) as the Statutory Auditors of the Company.**

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

RESOLVED THAT appointment of M/s Achha Associates, Chartered Accountants (Firm Registration No. 007810S Peer Review No.020776) in place of M/s Singhal & co. by the board be and is hereby ratified and approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Audit Committee and Board of Directors of the Company, M/s Achha Associates, Chartered Accountants (Firm Registration No. 007810S Peer Review No.020776), whose term of office expires at the conclusion of this annual general meeting, be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Thirty-fifth Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

SPECIAL BUSINESS

5. **Appointment of M/s. N K BHANSALI & CO., Company Secretaries as Secretarial Auditor of the Company:**

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

“RESOLVED THAT pursuant to Regulations 24A, 36 (5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 (“the Act”) read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and based on the recommendation of the Audit Committee and Board of Directors of the Company M/s. N K BHANSALI & CO., Company Secretaries (Membership No : 3942; Certificate Of Practice No. 2321 Peer review certificate no 1825/2022), be and are hereby appointed as the Secretarial Auditor of the Company, Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Thirty-fifth Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For and on behalf of the Board of
Gothi Plascon (India) Limited

Sd/-

Sanjay Gothi
(DIN : 00600357)

Chairman & Managing Director

Place : Chennai
Date : 31/07/2025

I. Notes:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025.

In compliance with the aforesaid MCA Circulars, the 30th Annual General Meeting of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

Central Depository Services (India) Limited (“CDSL”) will be providing facilities in respect of:

- (a) voting through remote e-voting;
- (b) participation in the AGM through VC/ OAVM facility;
- (c) e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained below and is also available on the website of the Company at www.gothiplascon.com,

2. Since this AGM is being held pursuant to the circulars through VC/OAVM, the physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence, the proxy form, attendance slip and Route Map are not annexed to this notice.
3. 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”).
4. Institutional / Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting pursuant to Section 113 of the Companies Act, 2013 (“the Act”). The said resolution/ authorisation shall be sent by registered email address to the Scrutiniser at bhansalifcs@gmail.com and helpdesk.evoting@cdslindia.com.
5. An Explanatory Statement as per section 102 of the Companies Act, 2013 relating to Item Nos.4 & 5, to be transacted at the AGM is annexed hereto. Dispatch of Annual Report.

6. The brief details of the director, who is proposed to be re-appointed as per the Notice of this AGM is annexed hereto as per the requirements of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
7. Pursuant to the provisions of Section 91 of the Act and 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 26/08/2025 to 01/09/2025, both days inclusive.
8. 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., 25/09/2025. A person who is not a members on the cut-off date should treat this Notice for information purposes only.
9. 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.
10. The facility of joining the AGM through VC/ OAVM will be opened 30 minutes before and will remain open for 15 minutes after the scheduled start time of the AGM.
11. In accordance with the circulars issued by MCA and SEBI, the Notice of the 30th AGM along with Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the web link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.
12. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2024-25, may write to the Company at gplsecretarialwork@gmail.com, requesting for the same by providing their holding details.
13. The Notice of the 30th AGM along with Annual Report for the financial year 2024-25, is available on the website of the Company at www.gothiplascon.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com.
14. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the mentioned address "SUBRAMANIAN BUILDING" No.1 CLUB HOUSE ROAD CHENNAI TN 600002 IN. or by e-mail to murali@cameoindia.com.
15. Members holding shares in dematerialised (demat) mode are requested to register / update their e-mail ids with their relevant DPs. In case of any queries / difficulties in registering the e-mail ids with their DPs, Members may write to the Company's RTA at murali@cameoindia.com
16. Documents referred to in the accompanying Notice of the 30th AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday, during normal business hours 09:00 A.M. to 05:00 P.M. (IST) Members can inspect the same up to the date of the AGM, by sending an e-mail to the Company.
17. During the AGM, Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act shall be available for inspection.
18. 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.

19. SEBI vide its circulars dated May 17, 2023, November 17, 2023, May 07, 2024 and June 10, 2024 has mandated shareholders holding securities in physical form to furnish PAN, KYC (i.e. Postal Address with Pin Code, mobile number, email address, choice of nomination, bank account details, specimen signature) to avail any service request. Pursuant to the aforesaid SEBI Circulars, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC and choice of nomination details may please submit Form ISR-1, Form ISR-2, and Form No. SH-13/ Form ISR-3. The link for downloading the forms is available on the Company's website and RTA's website

SEBI has mandated that with effect from April 01, 2024 any payments including dividend in respect of shares held in physical form shall only be made electronically upon registering the required KYC details and choice of nomination.

20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing investor service requests.

21. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. In this regard, the Members/legal heirs of deceased Members are also requested to open demat account simultaneously for dematerialising the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.

22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their email address with their Depository Participant (s) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.

23. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 01, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from the dividend to be paid to Members at the time of distribution or payment of dividend. The tax so deducted will be paid to the credit of the Central Government. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company/RTA in accordance with the applicable provisions of the Income Tax Act, 1961.

24. Members are requested to intimate changes, if any pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc., to their depository participants in case their shares are held in demat form and to RTA in case the shares are held by them in physical form.

25. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, they may submit a request in Form SH-14. If a Member desires to opt out from Nomination facility, then they may submit a request in Form ISR-3.

26. Non-Resident shareholders: Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in Physical form and to their Depository Participant in respect of shares held in Dematerialised form:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement;
- Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
- RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts.

27. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

Note: As per SEBI requirements, effective 1st April, 2024, Companies are allowed to make dividend payments only in electronic mode.

28. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund (IEPF). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority. Members are requested to contact the Company's RTA for encashing their unclaimed dividends, if any within the stipulated timeline.

29. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

30. The Company has appointed Mr. N.K Bhansali Practicing Company Secretary (Membership No. FCS 3942), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinisers' report of the total votes cast in favour or against, within 2 (two) working days of the conclusion of the AGM to the Chairman or any other person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.gothiplascon.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of results and communicate to the BSE Limited.

31. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and applicable Circulars, the Company is pleased to provide to its Members, the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The facility of casting votes by Members using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.

The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL e-voting system at. [https://www.cDSLindia.com](http://www.cDSLindia.com).

Remote e-voting - Key Dates:

| S.no | Particulars | Details |
|------|--|--|
| 1. | Date of AGM | 01/09/2025 |
| 2. | Book closure dates : Period during which the Register of Members and Share Transfer Books of the Company | 26/08/2025 to 01/09/2025 (both days inclusive) |

| | | |
|----|---|---|
| | shall remain closed | |
| 3. | Cut-off date for e-Voting : The date, one day prior to the commencement of book closure, for determining the Members who are entitled to vote on the resolutions set forth in this Notice | 25/08/2025 |
| 4. | Remote e-voting period :Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location | Start Date and Time Friday, 29 th , August, 2025 09:00 A.M. (IST) End Date and Time Sunday,31 st August, 2025 05:00 P.M. (IST) |

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI Master circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 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 above said 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. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cDSLindia.com/myeasi/Registration/EasiRegistration 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 |

| | |
|--|---|
| | <p>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 | <ol style="list-style-type: none"> 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. 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 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 held 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 |
| 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 |
|---|--|
| 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 21 09911 |
| 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.: 022-4886 7000 and 022-2499 7000 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) 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. |

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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 is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <GOTHI PLASCON> on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. 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.

17. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; plascon747@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. The Members can join the AGM through the VC/OAVM mode 30 minutes before and will remain open for 15 minutes after the scheduled start time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
6. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at gplsecretarialwork@gmail.com. Such questions by the Members shall be taken up during the Meeting and replied by the Company suitably.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to : **murali@cameoindia.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending the AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Place : Chennai
Date : 31/07/2025

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

II. Pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of ('ICSI'):

Details of Directors seeking appointment / re-appointment in the 30th AGM (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), are given below:

| | |
|---|---|
| Name of Director | PRIYADARSHANA GOTHI |
| DIN | 09685568 |
| Date of Birth and Age | 02/12/1970 and 54 years |
| Qualification | B.SC |
| No. of Board Meeting attended during the Financial Year 2024-25 | 6 |
| Designation | Director |
| Date of initial Appointment | 12/08/2022 |
| Brief Resume | She is graduate and an entrepreneur |
| Expertise in Specific Functional area | She has several years of experience of General Administration and Management along with communication and leadership skills |
| Remuneration sought to be paid | As per the policy of the company as may be decided by the board from time to time |
| Remuneration last drawn | Nil |
| Terms and Conditions of appointment/ re-appointment | Presently retiring by rotation. |
| Relationships between directors inter-se | She is wife of Mr. Sanjay Gothi, Managing Director of the company |
| Directorship and membership of Committees in other listed entities | None |
| Name of Listed entities from which the Director has resigned in the past three years | Nil |
| Shares held in the company as on March 31, 2025 | 14,86,000 |
| Shareholding as a beneficial owner | Nil |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | NA |

III. EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 ('Act') /as per LODR , the following Explanatory Statement sets out material facts relating to business mentioned under Item Nos. 4 & 5 of the accompanying Notice.

Item No. 4

Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 31/07/2025, have appointed M/s Achha Associates, Chartered Accountants

(Firm Registration No. 007810S Peer Review No.020776), as the Statutory Auditors of the Company. M/s Achha Associates have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/S Achha Associates will hold office for a period of 5 (five) consecutive years from the conclusion of the 30TH Annual General Meeting of the Company till the conclusion of the 35TH Annual General Meeting subject to shareholders approval as proposed in the resolution . The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel ('KMP') or their relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Disclosure under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|--|
| Proposed Fees | Rs.1,50,000/-Per annum or as may be decided by board time to time |
| Terms of appointment | Appointment as Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the 30 th Annual General Meeting of the Company till the conclusion of the 35 th Annual General Meeting. All other terms of appointment shall be as per Letter of Engagement. |
| Material change in fee payable to the proposed Statutory Auditor in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change | Not applicable |
| Basis of recommendation for appointment and auditor credentials | The Audit Committee and Board of Directors have considered various criteria with respect to skillset, governance & competitiveness and recommended their appointment to the Shareholders of the Company. The firm is a peer reviewed firm providing professional services in the field of accounting, auditing, direct & indirect tax planning, corporate restructuring, mergers & acquisitions, business planning, funds management, and all allied services. |

Item No. 5

As per the provisions of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. Regulation 24A of the SEBI Listing Regulations, as amended, further requires the Company to obtain the approval of its Members for appointment or re-appointment of the Secretarial Auditors.

The Board of Directors of the Company ('Board') on recommendation of audit committee at its meeting held on 23/05/2025 appointed, M/s. N K BHANSALI & CO., Company Secretaries (Membership No : 3942;Certificate Of Practice No. 2321), Peer Reviewed (Peer Review No.1825/2022), as the Secretarial Auditor of the Company. They will hold office from the conclusion of the 30TH Annual General Meeting of the Company till the conclusion of the 35TH Annual General Meeting for a term of 5 (five) consecutive financial years commencing from financial year 2025-26.

Mr. N.K Bhansali have submitted his eligibility certificate and consent to act as the Secretarial Auditor of the Company and have confirmed that their proposed appointment, if made, will be in accordance with the conditions prescribed under Regulation 24A (1A) of the SEBI Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel ('KMP') or their relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Disclosure under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|---|
| Proposed Fees | Rs.1,50,000/- Per annum or as may be decided by board time to time |
| Terms of appointment | Appointment as Secretarial Auditor of the Company from conclusion of the 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to conduct Secretarial Audit of the Company for a term of 5 (five) consecutive financial years commencing from financial year 2025-26. All other terms of appointment shall be as per Letter of Engagement. |
| Material change in fee payable to the proposed Secretarial Auditor in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change | Not applicable |
| Basis of recommendation for appointment and auditor credentials | The Audit Committee and Board of Directors have considered various criteria with respect to skillset, governance & competitiveness and recommended their appointment to the Shareholders of the Company. M/s. N K BHANSALI & CO., is a professional firm offering specialized services in Corporate Law, Corporate Restructuring, Securities Law, FEMA and Advisory services. The firm of Company Secretaries is driven by Mr N K Bhansali who in practice for 3 decades bringing extensive knowledge of corporate laws. |

For and on behalf of the Board of
Gothi Plascon (India) Limited

Sd/-

Sanjay Gothi

(DIN : 00600357)

Chairman & Managing Director

Place : Chennai
Date : 31/07/2025

DIRECTOR'S REPORT

Dear Members,

Your Company's Directors are pleased to present the 30th Annual Report of the Company, along with Audited Accounts, for the Financial Year ended 31st March, 2025 along with the auditors report and notes to the accounts thereon which forms part of this report.

FINANCIAL RESULTS

The highlights of the financial of your company are as under:

Rs. (In Lacs)

| PARTICULARS | 31/03/2025 | 31/03/2024 |
|---|-------------------|-------------------|
| Income | 440.43 | 437.70 |
| Total Expenses | 216.73 | 194.67 |
| Profit before depreciation | 260.01 | 243.03 |
| Depreciation | 36.31 | 35.73 |
| Profit / (loss) before Tax | 223.70 | 207.30 |
| Tax Expense | 60.80 | 53.92 |
| Profit / (loss)After Tax | 162.90 | 153.38 |
| Balance in Retained earnings at the beginning of the year | 138.18 | 188.80 |
| Payment Of Dividend | 204.00 | 204.00 |
| Balance in Retained earnings at the end of the year | 97.08 | 138.18 |

COURSE OF BUSINESS AND OUTLOOK

The company had a profit of Rs.162.90 lacs as compared to the previous year of Rs. 153.38 lacs. Your Directors are hopeful that the Company's performance will improve in the years to come which is subject to various other prevailing market/ industrial/ economic conditions applicable to the company.

TRANSFER TO RESERVES

Your Company does not propose to transfer any amount to the Reserves during the year.

DIVIDEND

The Board had declared an interim dividend of Rs. 2.00 per equity share of the face value of Rs.10/- each for the financial year ended 31/03/2025 and same is proposed as final dividend for the year ended 31/03/2025.

SHARE CAPITAL

The authorized share capital of the Company is Rs.1,10,000,000 divided into 11,000,000 equity shares of Rs.10 each. At the beginning of the year under review, the issued, subscribed and fully paid up capital was Rs.1,02,00,000 divided into 102,00,000 equity shares of ₹10 each. There was no change in share capital of the Company during the year under review.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business during the financial year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees, securities and investments, if any, as covered under the provisions of section 186 of the Companies Act, 2013 are furnished in the financial statements and forms part of this Board's Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant material orders passed by the Regulators/Courts/Tribunal which would impact the going concern status of the Company and its future operations.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no contracts, arrangements or transactions entered into that fall under the scope of Section 188(1) of the Companies Act, 2013. Disclosures of related party transactions are mentioned in financial statement of the company and forms part of this report.

ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the annual return i.e Form MGT 7 on the website of the Company : <http://gothiplascon.com/annual-return/>

NUMBER OF MEETINGS OF THE BOARD

During the year, 6 (six) meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is attached to this report.

CHANGES IN DIRECTORS / KEY MANAGERIAL PERSONNEL DURING THE YEAR & TILL DATE, IF ANY

Mr. Ram Prasad Vaduvoor Pattabhiraman (DIN: 10692036) was appointed as an Additional Director under the category of Independent Director of the Company with effect from 12/08/2024 by the Board of Directors on the recommendation of the NRC in accordance with Section 161(1) of the Act. His appointment as an Independent Director for a period of 5 years with effect from 12/08/2024, was approved by the shareholders at the previous Annual General Meeting (AGM) held on 30/09/2024.

Mrs. Pooja Devi Bokdia (DIN: 09609896) was appointed as an Additional Director under the category of Independent Director of the Company with effect from 12/08/2024 by the Board of Directors on the recommendation of the NRC in accordance with Section 161(1) of the Act. His appointment as an Independent Director for a period of 5 years with effect from 12/08/2024,

was approved by the shareholders at the previous Annual General Meeting (AGM) held on 30/09/2024.

Mrs. Priyadarshana Gothi (DIN:09685568), Director of the Company, retire by rotation at the forthcoming Annual General Meeting and being eligible have offered presently herself for re-appointment.

Mr. Manish Tulsyan and Mr.Rakesh Rathi has resigned from the directorship w.e.f 12/08/2024 citing pre-occupation and other personal commitments.

Mr. Prakash Chand (DIN: 01741059) retired from the position of Non-Executive Independent Director of the Company, consequent to the completion of his second term of five (5) consecutive years with effect from 08/09/2024.

The composition of the Board of Directors of the Company and other details related to the board during the year is furnished in the Corporate Governance Report annexed to this report.

COMMITTEES

The composition of the committees of the Company and other related details is furnished in the Corporate Governance Report as **Annexure -I** annexed to this report

DECLARATION FROM INDEPENDENT DIRECTORS

The company has received necessary declarations from the Independent Directors under Section 149(6) of the Companies Act and Regulation 25(8) of the SEBI LODR that they meet the criteria of independence laid down thereunder. The Board has reviewed the disclosures of independence submitted by the Independent Directors and is of the opinion that the Independent Directors of the company fulfil the conditions specified in the Companies Act and SEBI LODR and are independent of the management.

ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirement Regulations) to the extent applicable, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees.

The criteria for performance evaluation of the Committees and the Board as a whole include aspects like composition, functioning, effectiveness of processes & meetings, interaction with management and other measures. The criteria for Performance Evaluation of the Directors include aspects like professional conduct, competency, integrity, contribution to the Board and Committee Meetings and other measures. In addition, the performance of the Chairman is also evaluated on key aspects of his roles and responsibilities.

A separate meeting of the independent directors was convened, which reviewed the performance of the Board (as a whole), the Non-Independent director and the Chairman.

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The familiarization programme for the Independent Directors are disclosed in the Report on Corporate Governance forming part of this Board's Report.

A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

The Board is of the opinion that all the Independent Directors of the Company are person's of integrity and possess relevant expertise and experience (including the proficiency) to act as Independent Directors of the Company.

The Independent Directors of the Company have confirmed that they have been registered and have included their name in the databank of Independent Directors within the statutory timeline as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The salient features of the Remuneration Policy details are stated in the Corporate Governance Report. The Remuneration Policy approved by the Board of Directors is uploaded on the website of the Company www.gothiplascon.com.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 clause (C) of sub-section (3) of the Companies Act, 2013, the Directors would like to state that:

- (i) In preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures;
- (ii) The directors have 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 or loss of the Company for the year under review;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) Annual accounts have been prepared on a going concern basis;
- (v) Internal financial controls had been laid down and followed by the Company and such internal financial controls are adequate and were operating effectively; and
- (vi) Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, timely prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The Company has put in place well defined procedures, covering financial and operating functions.

SECRETARIAL STANDARDS

The board opines that applicable Secretarial Standards have been duly followed by the Company.

SUBSIDIARIES/Joint Ventures/Associate Company

The Company do not have any Subsidiary, Joint Ventures or Associate Company. Hence the requirement of presenting the consolidated financial statements in Annual Report is not applicable.

DEPOSITS AND LOANS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the said financial

year. The particulars of unsecured loan, if any, are furnished in the financial statements and forms part of this report.

MAINTENANCE OF COST RECORDS:

The maintenance of cost records as specified by the central government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

- a) Conservation of energy: Your Company being a company having major income from rent the company has no activities involving conservation of energy. However, your Company has taken adequate measures for conservation of energy wherever possible like installation of solar plant,etc.
- b) Technology Absorption: Your Company has no activities involving adoption of any specific technology
- c) Foreign exchange earnings and Outgo- NIL

CORPORATE SOCIAL RESPONSIBILITY

The Company provision of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the company.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) of the COMPANIES ACT,2013

During the year under review, there were no frauds reported by the auditors under Section 143(12) of the Companies Act,2013.

RISK MANAGEMENT

Your Company continues to have an effective Risk Management. The management continuously oversees the risk management process including identification, impact assessment and drawing mitigation plans. The details of risks perceived by the Management are annexed as part of the Management Discussion and Analysis Report.

CORPORATE GOVERNANCE

Your Company has been complying with the principles of good Corporate Governance practices over the years. A report on Corporate Governance is attached to this report In accordance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance forms part of this report as **Annexure - I**.

A certificate from Mr.N.K Bhansali, Practicing Company Secretary affirming compliance with the various conditions of Corporate Governance in terms of the Listing Regulations is given in **Annexure - II** to this report.

CODE OF CONDUCT

Pursuant to Regulation 26(3) of the Listing Regulations, the Board Members and the Senior Management Personnel affirm compliance with the Code of Conduct on an annual basis.

The declaration by the CEO as required under Regulation 34(3) read with Schedule V (D) of the Listing Regulations regarding adherence to the Code of Conduct has been obtained for FY 2024-25.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

The Company has established a vigil mechanism to promote ethical behavior in all its business activities. The details of the Policy is posted on the website of the Company. There was no reporting made by any employee for violations of applicable laws and regulations and the Code of Conduct for FY 2024-25.

AUDITOR AND AUDIT REPORT

M/s. N.Singhal & Company, Chartered Accountants, (Firm Registration No.006249C) has resigned from the company due preoccupation with other professional and personal commitments. Hence Pursuant to Section 139 of the Companies Act, 2013 and other applicable provisions and upon the recommendation of the Audit Committee, the Board of Directors of the Company in the meeting held on 31st July, 2025 appointed M/s Achha Associates, Chartered Accountants (Firm Registration No. 07810S) as the Statutory Auditors of the Company, for a period of 5 (five) consecutive financial years from the conclusion of this AGM till the conclusion of the 35th AGM. Also same is recommended to the Members of the Company for approval and appointment.

The report of the auditor & notes to the accounts thereof are self-explanatory and forms part of this report and the contents of the same be read as content of director's report wherever applicable and warranted . The contents of the same be read as part and parcel of the director's report wherever required.

SECRETARIAL AUDITOR AND REPORT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. N.K Bhansali Practicing Company Secretary (Membership No: FCS 3942 PCS No 2321) to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed as **Annexure- III** to this report.

The secretarial auditor report is self-explanatory and forms part of this report and the contents of the same be read as content of director's report wherever applicable and warranted. The contents of the same be read as part and parcel of the director's report wherever required.

Pursuant to amended Regulation 24A of the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not be disqualified to act as a Secretarial Auditor and cannot render prohibited services in accordance with the Listing Regulations and as specified by ICSI.

Accordingly, pursuant to Regulation 24A of the Listing Regulations and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors of the Company in the respective meeting held on 23/05/2025 approved and recommended to the Members of the Company, the appointment of Mr. N.K Bhansali Practicing Company Secretary (Peer Review No.:1825/2022) ("Firm") as Secretarial Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to conduct Secretarial Audit for a term of five consecutive financial years commencing from 2025-26.

DISCLOSE OF THE TOTAL AMOUNT LYING IN THE UNPAID DIVIDEND ACCOUNT

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and IEPF Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, all unpaid or unclaimed amount are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years from the date it became due for payment. There was no amount or shares required to be transferred to IEPF authority.

Year wise amount of Unpaid/Unclaimed Dividend lying in the unpaid account upto March 31, 2025 and the corresponding shares, which are liable to be transferred to the IEPF:

| S.No | Financial year | Date of declaration of Dividend | Number of shares against whom Dividend amount is unpaid | Amount Unpaid as on March 31, 2025 (Rs.) | Due date of transfer of Unpaid and Unclaimed Dividend to IEPF |
|------|----------------|---------------------------------|---|--|---|
| 1. | 2019-20 | 23/03/2020 | 12,53,200 | 12,53,200 | 21/05/2027 |
| 2. | 2020-21 | 17/03/2021 | 11,52,335 | 11,33,220 | 15/05/2028 |
| 3. | 2021-22 | 04/02/2022 | 11,83,334 | 11,57,713 | 04/04/2029 |
| 4 | 2022-23 | 16/01/2023 | 11,53,453 | 22,22,966 | 16/03/2030 |
| 5. | 2023-2024 | 20/01/2024 | 11,49,893 | 22,18,250 | 20/03/2031 |
| 6. | 2024-2025 | 24/01/2025 | 14,27,419 | 27,59,078 | 24/03/2032 |

MANAGEMENT DISCUSSION & ANALYSIS REPORT

As required under SEBI (Listing Obligations and Disclosure Requirements Regulations) Regulations 2015, the Management Discussion and Analysis Report is annexed as **Annexure - IV** to this report.

PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in an **Annexure-V** and forms part of this report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company had complied in general with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has not received any complaint on sexual harassment during the financial year 2024-2025.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year, no application and proceedings has been initiated under Insolvency and Bankruptcy Code.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONETIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the Financial Year 2024-25, the Company has not made any settlement with its bankers, hence the question of above difference doesn't arise.

ANNEXURES FORMING A PART OF THIS REPORT OF THE DIRECTORS

The following annexures referred in this report and other information which are required to be disclosed are attached and forms an Integral part of this report

| ANNEXURE | PARTICULARS |
|----------|---|
| I | Corporate Governance Report |
| II | Certificate On Compliance With The Conditions Of Corporate Governance Under The Listing Agreement |
| III | Secretarial Audit Report |
| IV | Management Discussions and Analysis Report |
| V | Information required under section 197 of the Companies Act, 2013 |
| VI | Certificate by Chief Executive Officer (CEO) And Chief Financial Officer (CFO) |
| VII | Certificate Of Non-Disqualification Of Directors |

CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion & Analysis as explained in the Corporate Governance Report, describing the Company's objectives, estimates and expectations may constitute "forward looking statements" within the meaning of the applicable laws and regulations. Actual results might differ materially from those expressed or implied in the statements depending on the circumstances.

ACKNOWLEDGMENT

The Directors would like to place on record their sincere appreciation to the Company's customers, vendors and bankers for their continued support to the Company during the year. The Directors also wish to acknowledge the contribution made by employees at all levels for steering the growth of the organization. We thank the Government of India, the State Governments and other government agencies for their assistance and cooperation and look forward to their continued support in future. Finally, the Board would like to express its gratitude to the members for their continued trust, co-operation and support.

By Order of the Board
For GOTHI PLASCON (INDIA) LIMITED
-sd-

Place: Chennai
Date: 31/07/2025

Sanjay Gothi
(DIN: 00600357)
Chairman & Managing Director

ANNEXURE 'I' TO THE DIRECTOR'S REPORT

CORPORATE GOVERNANCE REPORT

In accordance with the provisions of Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Directors of the Company have pleasure in presenting the Company's Report on Corporate Governance for the Financial Year 2024-2025.

1. COMPANY'S PHILOSOPHY

The cardinal principles such as independence, accountability, responsibility, transparency, fairness, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance. The essence of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. The Company is focused on the enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. For your Company, good corporate governance is a synonym for sound management, transparency and adequate disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions.

Good Corporate governance practices is intrinsic to the management of the affairs of the company. 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, Stakeholders Relationship Committee and Nomination & Remuneration Committee.

2. BOARD OF DIRECTORS

A. Composition of Board

The Company is in compliance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time). As on March 31, 2025, the Board consists of five Directors with two women director comprising of One Executive Director, Four Non-Executive Directors out of which Three are Independent Directors.

B. Details of Directors, attendance records of Board and Other Directorship(s)

The details of Board including the category, attendance of the Directors at the Board Meetings and the last Annual General Meeting ("AGM") along with the number of Directorship(s) and Committee membership(s) in other companies of Directors are as follows:

| Name | Designation | Category | No. of Board Meetings | Whether attended | No. of directorships in other | No. of committee memberships/ (chairmanship) in other companies * | Shareholding of the executive / non-executive directors |
|------|-------------|----------|-----------------------|------------------|-------------------------------|---|---|
| | | | | | | | |

| | | | attended during 2024-25 | last AGM | companies | Member | Chairman | |
|--|-------------------|---------------------------|-------------------------|----------|-----------|--------|----------|-----------|
| Mr.Sanjay Gothi | Managing Director | Executive Promoter | 6 | Yes | Nil | Nil | Nil | 45,00,000 |
| Mrs.Priyadarshana Gothi | Director | Non-Executive Promoter | 6 | Yes | Nil | Nil | Nil | 14,86,000 |
| Mr.Krishnasamy Thirumurthi | Director | Non-Executive Independent | 5 | Yes | Nil | Nil | Nil | - |
| ** Mr. Ram Prasad Vaduvoor Pattabhiraman | Director | Non-Executive Independent | 4 | Yes | Nil | Nil | Nil | - |
| ** Mrs. Pooja Devi Bokdia | Director | Non-Executive Independent | 4 | Yes | 1 | Nil | Nil | - |

* Covers only the membership/chairmanship in Audit Committee and Stakeholders Relationship Committee.

** Appointed as on 12/08/2024

C. Meetings

The details of meetings of the Board held during the financial year 2024-25 are as under:

| S.no | Date on which Board Meeting was held | Total strength of the Board on the date of Meeting | No. of Directors present at the Board Meeting |
|------|--------------------------------------|--|---|
| i. | 22/04/2024 | 6 | 4 |
| ii. | 03/05/2024 | 6 | 4 |
| iii. | 12/08/2024 | 8 | 6 |
| iv. | 14/11/2024 | 5 | 4 |
| v. | 09/01/2025 | 5 | 5 |
| vi. | 24/01/2025 | 5 | 5 |

D. Disclosure of relationships between directors inter-se

Mr. Sanjay Gothi and Mrs.Priyadarshana Gothi directors of the company are related to each other as spouse.

E. Familiarisation Programmes Imparted To Independent Directors

The details of the same has been posted on the Company's website - www.gothiplascon.com

F. Matrix setting out Skills / Expertise / Competence of the Board of Directors

In the table below, the specific areas of focus or expertise of individual board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skills:

| Name of Director | Business Leadership | Financial Expertise | Business Experience | Corporate Governance |
|---------------------------------------|---------------------|---------------------|---------------------|----------------------|
| Mr. Sanjay Gothi | √ | √ | √ | √ |
| Mrs. Priyadarshana Gothi | √ | √ | √ | √ |
| Mr. Krishnasamy Thirumurthi | √ | √ | √ | √ |
| Mr. Ram Prasad Vaduvoor Pattabhiraman | √ | √ | √ | √ |
| Mrs. Pooja Devi Bokdia | √ | √ | √ | √ |

G. Confirmation of independence of Independent directors

The Board of the Company confirms that all the Independent directors fulfil the conditions specified in Listing Regulations and are independent of the Management.

H. Detailed reasons for resignation of Independent Director of the Company before the expiry of their tenure during the year under review along with a confirmation that is no other material reason as provided:

Mr. Manish Tulsyan and Mr. Rakesh Rathi has resigned from the directorship w.e.f 12/08/2024 citing pre-occupation and other personal commitments , confirming that there was no material reason for their resignation.

I. Code of Conduct

The Board of directors had implemented a Code of Conduct to be applicable to all Board members and Senior Management of the Company. The same has been posted on the Company's website - www.gothiplascon.com.

The Board Members and the Senior Management Personnel affirm compliance with the Code of Conduct on an annual basis. The declaration by the MD & CEO as required under Regulation 34(3) read with Schedule V (D) of the Listing Regulations regarding adherence to the Code of Conduct has been obtained for FY 2024-25.

3. COMMITTEES OF THE BOARD DURING THE YEAR

3.1 AUDIT COMMITTEE

I. Terms of Reference

The Audit Committee of the company has been mandated with the same terms of reference as specified in Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015 and Section 177 of the Companies Act, 2013.

The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI LODR, including review of internal auditor observations and statutory compliance.

II. Composition:

The Committee consists of four Non-Executive Directors.

| Name of director | Position | Category |
|---------------------------------------|-------------|---------------------------|
| Mr. Krishnasamy Thirumurthi | Chairperson | Non-Executive Independent |
| Mr. Ram Prasad Vaduvoor Pattabhiraman | Member | Non-Executive Independent |
| Mr. Pooja Devi Bokdia | Member | Non-Executive Independent |
| Ms. Priyadarshana Gothi | Member | Non-Executive Promoter |

The Chief Financial Officer and the Statutory Auditors are permanent invitees to the committee. The Company Secretary shall act as the secretary to the committee.

III. Meetings and Attendance:

Audit committee meeting held during the year and attendance details

| Date Of Meeting | No Of Members Present |
|-----------------|-----------------------|
| 22/04/2024 | 3 |
| 03/05/2024 | 3 |
| 12/08/2024 | 3 |
| 14/11/2024 | 3 |
| 24/01/2025 | 4 |

3.2 NOMINATION & REMUNERATION COMMITTEE

(i) Terms of Reference:

The Company has constituted 'Nomination and Remuneration Committee', meeting the requirements of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015 as well as Section 178 of the Companies Act, 2013. The Nomination & Remuneration Committee reviews/monitor the information required under Part D (A) of Schedule II pursuant to Regulation 19(4) of SEBI LODR.

The Nomination & Remuneration Committee has been constituted to formulate, review and recommend a policy relating to remuneration of directors, key managerial personnel and other employees. The Committee also formulates the criteria for evaluation of Independent Directors and the Board.

(ii) Composition:

The Committee consists of four Non-Executive Directors.

| Name of director | Position | Category |
|---------------------------------------|-------------|---------------------------|
| Mr. Krishnasamy Thirumurthi | Chairperson | Non-Executive Independent |
| Mr. Ram Prasad Vaduvoor Pattabhiraman | Member | Non-Executive Independent |
| Mr. Pooja Devi Bokdia | Member | Non-Executive Independent |
| Ms. Priyadarshana Gothi | Member | Non-Executive Promoter |

(iii) Meetings and Attendance:

Nomination and remuneration committee meeting held during the year and attendance details

| Date Of Meeting | No Of Members Present |
|-----------------|-----------------------|
| 03/05/2024 | 3 |
| 12/08/2024 | 3 |

(iv) Performance Evaluation criteria for Independent Directors

During the year under review, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board.

The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

3.3 Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Stakeholders Relationship Committee reviews/monitor the information required under Part D (B) of Schedule II pursuant to Regulation 20(4) of SEBI LODR.

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and redressal of the grievances of the security holders of the Company.

i. Composition

The Committee consists of four Non-Executive Directors:

| Name of director | Position | Category |
|--|-------------|---------------------------|
| Mr. Krishnasamy Thirumurthi | Chairperson | Non-Executive Independent |
| Mr. Ram Prasad Vaduvoor Pattabhiraman | Member | Non-Executive Independent |
| Mr. Pooja Devi Bokdia | Member | Non-Executive Independent |
| Ms. Priyadarshana Gothi | Member | Non-Executive Promoter |

ii. Name and Designation of Compliance Officer:

| Name of the Compliance Officer | Designation |
|--------------------------------|-------------------|
| Mrs. Megha Soman | Company Secretary |

iii. Status Report of Investor Complaints for the year ended March 31, 2025

| Complaints pending as on April 1, 2024 | Received during the year | Resolved during the year | Number of complaints not solved to the satisfaction of shareholders | Complaints were pending as on March 31, 2025 |
|--|--------------------------|--------------------------|---|--|
| 0 | 3 | 3 | 0 | 0 |

3.4 SENIOR MANAGEMENT : Details of senior management of the company

| S.No. | Name | Designation |
|-------|-------------|-------------------|
| 1. | Rajesh Jain | CFO |
| 2. | Megha Soman | Company Secretary |

3.5 Remuneration of directors

(a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity:

All Directors, excluding Mr. Sanjay Gothi, Managing Director, are Non-Executive Directors.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred, if any.

No director has been paid any remuneration as the Director of the Company except the executive director who is being paid remuneration for acting as Managing Director of the Company.

(b) Remuneration Policy for Directors, Key Managerial Personnel and other employees:

The Company has adopted the Remuneration Policy as required under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations, 2015 and same is uploaded on the website of the Company www.gothiplascon.com.

(i) NON-EXECUTIVE DIRECTORS (NEDs)

The Non-Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

(ii) EXECUTIVE DIRECTOR (EDs)

The remuneration paid to the Executive Director are governed as per the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the members of the Company.

(c) Details of remuneration/sitting fees paid to the Director/s for the Financial Year ended 31.03.2025

The details of remuneration paid during the FY 2024-25 are tabled below:

| Name | Designation | Particulars | Amount (Rs.in Lacs) |
|--------------|------------------------------|-------------|---------------------|
| Sanjay Gothi | Managing Director & Chairman | Salary | 36.00 |

The managing director is appointed for period of three years as per the resolution passed by the shareholders of the company. There is no notice period and severance fees for the appointment. During the financial year, no Stock Options were issued by the Company.

4. GENERAL BODY MEETINGS:

I. Meeting Details:

| Year | Location | Date | Time | Whether any special resolutions passed |
|-----------|---|------------|-----------|--|
| 2021-2022 | Video Conferencing or Other Audio Visual Means (VC/OAVM). The deemed venue of the meeting was 17/5B,1A,Vazhudavur | 26/09/2022 | 11:00 a.m | Yes. Two (2) Special Resolutions were passed |

| | | | | |
|-----------|--|------------|-----------|--|
| | Road, Opp to Agri. Research centre, Kurumbapet, Pondicherry-605009 | | | |
| 2022-2023 | Video Conferencing or Other Audio Visual Means (VC/OAVM). The deemed venue of the meeting was 17/5B, 1A, Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet, Pondicherry-605009 | 30/09/2023 | 11:00 a.m | Yes. One (1) Special Resolutions were passed |
| 2023-2024 | Video Conferencing or Other Audio Visual Means (VC/OAVM). The deemed venue of the meeting was 17/5B, 1A, Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet, Pondicherry-605009 | 30/09/2024 | 11:00 a.m | Yes. Two (2) Special Resolutions were passed |

II. Postal Ballot:

No resolutions were passed in the year 2024-2025 through Postal Ballot.

5. MEANS OF COMMUNICATION:

The quarterly / half-yearly / annual financial results are published in Trinity Mirror (English Daily) and Makkal Kural (Tamil Daily).

The financial results are also placed on the Company's website: www.gothiplascon.com

Stock exchange intimations are electronically submitted to BSE through the BSE Listing Centre.

6. GENERAL SHAREHOLDER INFORMATION:

6.1 30th Annual General Meeting

| | |
|--------------------------|--|
| Day and Date | Monday 01/09/2025 |
| Time | 11:00 A.M |
| Deemed Venue | 17/5B, 1A, Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet, Pondicherry-605009 |
| Mode | Video conference and other audio-visual means |
| Financial year | 1st April to 31st March |
| Book closure date | 26/08/2025 to 01/09/2025, both days inclusive. |
| Listed on Stock Exchange | BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001 |

| | |
|-----------------------|---|
| Annual Listing Fees | The Listing Fees for the FY 2025-2026 has been paid timely to the aforesaid Stock Exchange. |
| ISIN | INE 538G01018 |
| Dividend Payment Date | Interim Dividend was declared on 24/01/2025 Rs.2/- per share and same is already paid. |

6.2 Suspension of Securities from trading – Not applicable

6.3 Registrar and Share Transfer Agent

Cameo Corporate Service limited
Subramaniyam Building
1, Club house Road,Chennai – 600 002.
Email-id :murali@cameoindia.com

6.4 Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. Pursuant to SEBI Master Circular dated May 07, 2024, the listed companies shall issue the securities in dematerialised form only, for processing any service requests from shareholders viz. endorsement, transmission, transposition, etc.

Members are requested to convert their physical holdings into demat form and may write to Registrar and Transfer Agent at murali@cameoindia.com.

Shareholders' requests for issue of letter of confirmation for transmission / issue of duplicate certificates and other related matters are handled by Registrar and Transfer Agent and are effected within the stipulated timelines, if all the documents are valid and in order.

6.5 Distribution of Shareholding as on 31st March 2025

| S.No | Category | Number of Shares held | % of holding |
|------|---|-----------------------|--------------|
| 1 | Promoters | | |
| | -Indian | 74,86,000 | 73.39 |
| | -Foreign | Nil | Nil |
| 2. | Persons acting in concert | Nil | Nil |
| 3. | Institutional Investors | | |
| a. | Mutual Funds & UTI | Nil | Nil |
| b. | Banks, Financial Institutions, Insurance Companies (Central/State Govt. Inst./Non-Govt. Inst) | Nil | Nil |
| | c. FIIs | Nil | Nil |
| 4. | Others | | |
| a. | -Bodies Corporate | 45,900 | 0.45 |
| b. | -Indian Public | 24,95,500 | 24.47 |
| c. | -NRIs / OCBs | 1,20,800 | 1.18 |
| d. | -LLP | Nil | Nil |
| e. | Other than specified above Clearing Members & HUF | 51,800 | 0.51 |
| 5. | Total | 102,00,000 | 100.00 |
| 6. | Paid-up Shares | 102,00,000 | 100.00 |

6.6 Distribution Schedule as on 31st March, 2025

| Sl.No. | Category of Shares | Share holders | | Share amount | |
|--------------|--------------------|---------------|---------------|---------------------|---------------|
| | | No. | % | No. | % |
| 1 | 10 – 5000 | 4866 | 83.79 | 10074000 | 9.88 |
| 2 | 5001 - 10000 | 568 | 9.78 | 4970000 | 4.87 |
| 3 | 10001 - 20000 | 203 | 3.50 | 3169000 | 3.11 |
| 4 | 20001 - 30000 | 71 | 1.22 | 1850000 | 1.81 |
| 5 | 30001 - 40000 | 30 | 0.52 | 1054000 | 1.03 |
| 6 | 40001 - 50000 | 26 | 0.45 | 1188000 | 1.16 |
| 7 | 50001 -100000 | 30 | 0.52 | 2159000 | 2.12 |
| 8 | 100001 and above | 13 | 0.22 | 77536000 | 76.02 |
| Total | | 5807 | 100.00 | 1,020,00,000 | 100.00 |

6.7 Bifurcation of shares held in physical and demat form as on 31st March, 2025

| Category | No. of shares | Percentage of Shares held (%) |
|------------------|---------------|-------------------------------|
| Physical segment | 15,02,719 | 14.73 |
| Demat segment | | |
| NSDL(A) | 82,72,881 | 81.11 |
| CDSL(B) | 4,24,400 | 04.16 |
| Total (A+B) | 86,97,281 | 85.27 |
| Total | 102,00,000 | 100.00 |

Reconciliation of the share capital audit

In terms of Regulation 76 of the SEBI (Depositories and Participants) Regulations,2018, reconciliation of the Share Capital Audit is conducted every quarter by Mr. Narendra Kumar Bhansali., Practicing Company Secretary to reconcile the total admitted capital with the National Securities Depository Limited (NSDL), the Central Depository Services (India) Limited (CDSL) and physically with the shareholders and the total issued and listed capital. The report is forwarded to the stock exchanges within the prescribed timeline, where the shares of the Company are listed.

6.8 Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

6.9 Commodity price risk or foreign exchange risk and hedging activities

Not Applicable

6.10 Operational location and Address for Correspondence

17/5B,1A,Vazhudavur Road, Opp to Agri. Research centre,

Kurumbapet,Pondicherry-605009

Ph: 0413-2271151

6.11 List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listing entity involving mobilization of funds, whether in India or abroad

Not applicable

7. OTHER DISCLOSURES:

a. Disclosures on Materially significant Related Party Transactions that may have potential conflict with the Interests of Company at large

There are no material related party transactions during the year under review that have conflict with the interest of the Company. Disclosures of related party transactions are mentioned in financial statement of the company and forms part of this report.

b. Details of non-compliance by the Company, penalties, strictures imposed by Stock Exchange, SEBI or any statutory authority, on any matter related to the capital markets during the last three years –

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.

c. Whistle Blower Policy/Vigil Mechanism:

The Company has adopted Whistle Blower Policy where it has a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct / Business Ethics.

No personnel have been denied access to the Audit Committee.

The Company has established whistle blower policy and the same is available on the website of the Company: www.gothiplascon.com

d. Details of compliance with mandatory requirements:

The Company has complied with all the mandatory requirements as prescribed under the Listing Regulations.

e. Reporting on compliance with the following Non-Mandatory And Discretionary requirements as per Schedule II Part E Of The Listing Regulations :

- i. The details required to be provided with respect to the Non-Executive Chairman are not applicable as the Chairman of the Board is an Executive Chairman.
- ii. The Company does not mail the Unaudited Half-yearly Financial Results individually to its shareholders. However, these are published in, Trinity Mirror (English Daily) and Makkal Kural (Tamil Daily) and are also posted on the website of the Company www.gothiplascon.com
- iii. The Company's audited financial statements are accompanied with unmodified opinion from the Statutory Auditor of the Company.
- iv. Presently the office of Chairman, Managing Director and Chief Executive officer of the Company are held by same person.
- v. The Internal Auditor reports to the Audit Committee.

f. Policy for determining 'material' subsidiaries

Pursuant to Regulation 16(1)(c) of the Listing Regulations, the Company has formulated a policy for determining a "material" subsidiary, the details of which is available on the website of the Company : www.gothiplascon.com. However the company does not have any subsidiary at present.

g. Policy on dealing with related party transactions

Details of the Policy on dealing with related party transactions is available on the website of the company: www.gothiplascon.com.

h. Disclosure of commodity price risks and commodity hedging activities

Not Applicable

i. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

Not applicable

j. Certification from Company Secretary in Practice

Pursuant to Schedule V Para C clause (10) (i) of the Listing Regulations, the Company has obtained certificate from Mr.N.K Bhansali , Practicing Company Secretary, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of the Companies by the SEBI/Ministry of Corporate Affairs or such other statutory authority. The Certificate is enclosed as 'Annexure- VII'

k. Details of Recommendation of Committee not accepted by the Board- Nil

l. Details of fees (net of tax) paid to Statutory Auditor:

| Payment to Auditor | Amount in Rs. |
|---------------------|---------------|
| Statutory audit fee | 1,50,000 |

m. Details Of Sexual Harassment Complaints Received And Redressed: Nil

n. Disclosure by listed entity of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount : Nil

o. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: NIL

8. COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

The Company has complied with all the mandatory requirement of Corporate Governance report as contained in Clause C (2) to (10) of Schedule V read with Regulation 34(3) of Listing Regulations

9. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT : Not applicable

10. COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, to the extent as applicable, with regards to Corporate Governance.

11. CEO/CFO / PCS CERTIFICATION:

a. A certificate On Compliance With The Conditions Of Corporate Governance Under The Listing Agreement (Schedule V Part E) forms part of the Annual Report as 'Annexure- II'.

b. A Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 given by the Mr. Sanjay Gothi, Managing Director & Chief Executive officer (CEO) and Mr. Rajesh Jain, Chief Financial Officer (CFO) of the Company give forms part of the Annual Report as '**Annexure- VI**'.

c. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority forms part of the Annual Report as '**Annexure- VII**'

12. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

There are no such disclosable agreements as mentioned under clause 5A of paragraph A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 .

For and on behalf of the Board of
Gothi Plascon (India) Limited
Sd/-

Place : Chennai
Date : 31/07/2025

Mr. Sanjay Gothi
(DIN: 00600357)
Chairman and Managing director

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has obtained affirmation from all the Members of the Board and Senior Management Personnel that they have complied with the Code of Conduct for Directors and Senior Management Personnel as required under Regulation 26(3) of the Listing Regulations for the FY 2024-25.

For and on behalf of the Board of
Gothi Plascon (India) Limited
Sd/-

Place : Chennai
Date : 31/07/2025

Mr. Sanjay Gothi
(DIN: 00600357)
Managing Director & CEO

ANNEXURE 'II' TO THE DIRECTOR'S REPORT

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE
GOVERNANCE (SCHEDULE V PART E)**

To

The Members,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

1. I have examined the compliance of the conditions of Corporate Governance by M/S **GOTHI PLASCON (INDIA) LIMITED** ('the Company') for the year ended 31st March 2025, as stipulated under Regulations 17 to 27, clauses (a) to (m) and (t) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended 31st March 2025.
4. I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date: 31/07/2025

Place: Chennai

For N.K.BHANSALI & CO
Company Secretaries

Sd/-

(N. K. BHANSALI)
Proprietor
C.P No:2321 FCS No. 3942
UDIN: F003942G000899914
Peer Review Certificate No.: 1825/2022

ANNEXURE III - SECRETARIAL AUDIT REPORT

FORM -MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31/03/2025

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To
The Members,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GOTHI PLASCON (INDIA) LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts with statutory compliances and expressing our opinion thereon.

Based on our verification of the company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31/03/2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **GOTHI PLASCON (INDIA) LIMITED** for the financial year ended on March 31, 2023, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018

I have also examined compliance with the applicable clauses of the following :

- i. The listing agreement entered into by the company with Bombay Stock Exchange Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- ii. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

and based on the above examination, I hereby report that, during the Review Period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above. However In the absence of any transaction in regulations under clause (iv) and clause v (d) to v (h) as mentioned above during the review period hence the compliance of the relevant regulations concerning these matters as herein above does not arise.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All the decisions at the Board Meetings are carried out unanimously as recorded in the minutes of the meetings.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no incidence / events / actions having a major bearing on the Company's affairs in pursuance of the various laws, rules, regulations, guidelines, standards, etc. referred to above.

For N.K.BHANSALI & CO.,

Company Secretaries

Sd/-

(N.K.BHANSALI)

Proprietor

C.P No:2321 FCS No. 3942

UDIN : F003942G000899958

Peer Review Certificate No.: 1825/2022

Place: Chennai

Date: 31/07/2025

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To
The Members,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

My report of even date is to be read along with this letter

1. It is the management's responsibility to identify the laws, rules, regulations, guidelines and directions which are applicable to the company depending upon the industry in which it operates and to comply and maintain those records with the same in letter and in spirit. My responsibility is to express opinion on these records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the secretarial records .The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required we have obtained the management's representations about the compliance of laws, rules, regulations, guidelines and directions and happening of event etc.,
5. This report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company

For N.K.BHANSALI& CO.,
Company Secretaries
Sd/-
(N.K.BHANSALI)
Proprietor
C.P No:2321 FCS No. 3942
UDIN : F003942G000899958
Peer Review Certificate No.: 1825/2022

Place: Chennai
Date:31/07/2025

ANNEXURE 'IV' TO THE DIRECTOR'S REPORT

1. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We the Board of Directors, present its analysis covering performance of the Company for the year 2024 - 2025 and the business outlook for the future. The business outlook performance is based on the current business environment and do not include any economic variation.

i. Industry structure and developments

India's real estate market in 2024-25 was characterized by strong sales growth, surge in new project launches, and robust price growth across both residential and office segments, supported by strong economic fundamentals, shifting consumer preferences, and the agility demonstrated by developers in responding to evolving market demands.

India's real estate market continued to demonstrate resilience and growth, solidifying its position as a key pillar of the economy. Amidst global uncertainties, the sector's adaptability has enabled it to achieve new milestones, with both office and residential markets demonstrating robust performance.

The commercial real estate market is linked to the economic development of the nation. With the Indian economy being one of the fastest growing large economies in the world, we expect demand for commercial real estate to remain buoyant.

During the year property market started rising after 10 years of stagnancy and the effect of Covid. The market trends will further be determined by various domestic and international factors like global market movements, global government actions /policies ,visible improvement in corporate earnings of domestic firms, etc.

We face certain risks and challenges of both internal and external relevance. These have the potential to adversely impact our business, performance and financial conditions.

ii. Opportunities and Threats

While the industry outlook remains optimistic, several challenges persist. Regulatory delays, policy uncertainties, and inflationary trends in construction materials continue to exert pressure on project costs and timelines. Prolonged approval processes and evolving compliance requirements can further impact operational efficiency. Interest rate fluctuations and tighter monetary policies ,global market movements, global government actions /policies ,visible improvement in corporate earnings of domestic firms, etc. also have the potential to affect the demand and supply of commercial spaces, thereby posing risks to sustained sectoral momentum.

Indian real estate sector is one of the biggest and globally recognized sectors with attached threats of Regulatory hurdles ,monetary tightening and funding issues shortage of Labour and Technology which is faced by the industry in general

iii. Segment -wise or product -wise performance

During the financial year ended March 31, 2025 the Company operated only in one segment of business viz, real estate and other related services.

iv. Outlook

As economic activities regain there's a concurrent rise in demand for office spaces. The supportive measures introduced by the Central Government in the budget are expected to provide an additional boost to the sector's growth

The company is confident that with the economic and sector specific reforms introduced by the government in the recent past, the outlook for long-term demand for the real estate sector in India is stable and positive. The emergence of Tier-II and Tier-III cities, urbanization, large scale employment opportunities in Tier-II cities and larger numbers of nuclear families will contribute to a substantial increase in demand for real estate and corporate space in the future.

As such company is having good understanding with existent clients. Hence the board do not foresee big impact on its earnings.

v. Risks And Concerns

Our risk assessment focuses on short-term risks and emerging risks in the risk areas such as strategic, operational, financial, legal and compliance.

Our business and profitability are dependent on the performance of the commercial real estate market in India as well as the general economic, demographic and political conditions. Fluctuations in the general economic, market and other conditions may affect the commercial real estate market in India and in turn, our ability to lease office parks to tenants on favorable terms. The commercial real estate market in India may particularly be dependent on market prices for developable land and the demand for leasing of finished offices, both of which will continue to have a significant impact on our business, results of operations and financial condition.

There are multiple type of risks such as Global Economic Slowdown Risk, Inflation Risk, Interest Rate Risk ,financial risk, competitive risks, borrowing risks, legal risks, environmental risks, liquidity risks, , political risks ,economic risks , etc . The board is able to form strategy for operational , financial and legal risk on short term basis .However, it is not possible for the Company to adequately respond to all the risks which are external that it may face and there can be no complete assurance provided in as far as external risks like change in law , competition , labour , political risks ,economic risks ,etc.

vi. Internal control systems and their adequacy

The Company has a proper and adequate system of internal controls commensurate with the size of the Company and the nature of its business to ensure that all the assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly and adequately.

The system has been designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets.

A report issued by the Statutory Auditors, M/s. N.Singhal & Co, Chartered Accountants on the Internal Financial Controls forms a part of the Annual Report.

vii. Discussion on financial performance with respect to operational performance

The company had a profit of profit of Rs.162.90 lacs as compared to the previous year of Rs. 153.38 lacs. Your Directors are hopeful that the Company's performance subject to various other prevailing market/ industrial/ economic / legal conditions as may be applicable to the company.

viii. Material developments in Human Resources / Industrial Relations front, including number of people employed.

The company maintained its commitment to employee well-being by strengthening health and safety protocols. We ensured compliance with all statutory requirements and implemented proactive measures for a safe and supportive work environment.

There is no material development in human resources and industrial relations remained cordial.

The total employees as at the year end were 24 and the employer-employee relations have been cordial throughout the year.

ix. details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

| Particulars | 2024-2025 | 2023-2024 | Variation in % | Reason for variance |
|-----------------------------|--------------|--------------|----------------|--|
| Debtors Turnover | 0 | 19.19 days | | - |
| Inventory Turnover | 2418.22 days | 1249.70 days | 94 | Closing stock is decreasing , no purchase in business |
| Debt Service Coverage Ratio | 10.30 | 12.54 | -18 | Due to increase in Interest on debt paid. Therefore the variance |
| Current Ratio | 6.55 | 11.06 | -41 | Due to decrease in advance receivable in cash or kind |
| Debt Equity Ratio | 0.20 | 0.01 | 1432 | Due to increase in Bank Debts |
| Operating Profit Margin (%) | 50.69 | 30.85 | 19.84 | due to Decrease in sale rate |
| Net Profit Margin (%) | 37.32 | 35.05 | 6 | - |

x. details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

The return on net worth for the financial year is 17.81 % as compared to 17.22 % in the previous year as a result of increase in profit as compared to previous year.

2. Accounting Treatment in preparation of Financial Statements

The Company has prepared the Financial Statements in accordance with the Indian Accounting Standards (Ind AS) to comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

ANNEXURE 'V' TO THE DIRECTOR'S REPORT

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES

1. Disclosure pursuant to Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014

| S.no | Requirement | Disclosure | | | |
|------|--|--|-------------------|----------------------------|--------------------------|
| 1. | Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year | Name of the Director | Category | Remuneration (Rs. In lacs) | Ratio |
| | | Sanjay Gothi | Managing director | 36.00 | 16.44 |
| 2. | Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year | Name | Category | Remuneration (Rs. In lacs) | Increment Percentage (%) |
| | | Sanjay Gothi | Managing director | 36.00 | 0.00 |
| | | Megha Soman | Company Secretary | 5.85 | 8.33 |
| | | Rajesh Jain | CFO | 6.60 | 17.86 |
| 3. | Percentage increase in the median remuneration of employees in the financial year | 19.02 % | | | |
| 4. | Number of permanent employees on the rolls of Company | There were 24 employees of the company as on 31/03/2025 | | | |
| 5. | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | i.The percentage increase in the salaries of employees other than Managerial Personnel in Financial Year 2024-25 :-0.50% ii.The percentage increase in the salaries of Managerial Personnel in Financial Year 2024-25 : 3% iii.Percentage increment in employee salary is not more than salary to Managerial Personnel | | | |
| 6. | Affirmation that the remuneration is as per the remuneration policy of the Company | It is hereby affirmed that the Remuneration paid is as per the Remuneration Policy of the Company. | | | |

3. Disclosure pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014 – There are no employees covered under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014 in the company.

ANNEXURE 'VI' TO THE DIRECTOR'S REPORT

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION (Pursuant to Regulation 17(8) of SEBI (LODR) Regulations,2015)

To
The Board of Directors,
GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

We the undersigned in our respective capacity as CEO and CFO of the company to the best of our knowledge and belief certify that:

A. We have reviewed the financial statement and the cash flow statement for the year ended 31/03/2025 and based on our knowledge and belief we state that :

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

- (i) that there are no significant changes in internal control over financial reporting during the year;
- (ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) that there are no Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place :Chennai
Date:31/07/2025

sd/-
Sanjay Gothi
Managing Director &CEO
(DIN:00600357)

sd/-
Rajesh Jain
Chief Financial Officer
(PAN: ADDPR7077C)

ANNEXURE 'VII' TO THE DIRECTOR'S REPORT
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,

GOTHI PLASCON (INDIA) LIMITED
CIN No: L45400PY1994PLC008380
17/5B,1A,Vazhudavur Road,
Opp to Agri. Research centre,
Kurumbapet,Pondicherry-605009

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GOTHI PLASCON (INDIA) LIMITED** having CIN L45400PY1994PLC008380 and having registered office at 17/5B,1A,Vazhudavur Road, Opp to Agri. Research centre, Kurumbapet,Pondicherry-605009 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the LODR'), as amended from time to time.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers. I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company.

Our responsibility is to express an opinion based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 31/07/2025
Place: Chennai

For N.K.BHANSALI & CO
Company Secretaries
sd/-
(N. K. BHANSALI)
Proprietor
C.P No:2321 FCS No. 3942
UDIN: F003942G000899861
Peer Review Certificate No.: 1825/2022

INDEPENDENT AUDITOR'S REPORT

To the Members of GothiPlascon (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of GothiPlascon (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss, Statement of Cash Flows and Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profits and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143 (10) of the Act (SAs). Our responsibilities under those SAs are further described in the Auditor's responsibilities for the Audit of the Financial Results section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Key Audit Matters are those matters that, in our professional judgments, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the contexts of our audit of the financial statements as a whole, and in forming our opinion there on, and we do not provide a separate opinion on these matters. We have nothing to report in this regard.

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including Annexures to the Director's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Standalone Financial Results

The Company's Board of Directors is responsible for the matters stated in sec 134 (5) of the act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the IND AS and other Accounting Principles generally accepted in India. This responsibility also includes Maintenance of adequate

accounting records in accordance with the provisions of the act for safeguarding the asset of the company and for preventing and detecting frauds and other irregularities; Selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement whether due to fraud or error.

In preparing the financial statement, the management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or as no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The balance sheet, the statement of profit and loss, the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.

(d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

i. The Company does not have any pending litigations which would impact its financial position;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Act, 2014 contain any material misstatement.

v. In our opinion and according to the information and explanations given to us, the dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.

vi. The company has maintained its books of accounts manually, Hence reporting requirements as prescribed under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 are not applicable to the Company.

As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For and on behalf of

N Singhal & Co
Chartered Accountants
Firm's Registration No.006249C

Sd/-

CA Akhil Jain
Partner
Membership number: 418990
UDIN: 25418990BMJIGY4009

Place: JAIPUR
Date: 23/05/2025

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the Members of GothiPlascon (India) Limited of even date)

i. (a) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment. The Company does not own any intangible assets.

(b) The property, plant and equipment of the Company were physically verified by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued its property, plant and equipment (including right of use asset) during the year. Accordingly, paragraph 3 (i) (d) of the Order is not applicable.

(e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.

ii. (a) The inventories have been physically verified by the management during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, paragraph 3 (ii) (b) of the Order is not applicable.

iii. (a) The Company has provided loans or advances in the nature of loans stood guarantee or provided security to any other entity during the year and details of which are given below:

| Particulars | Amount (Rs. In Lakhs) |
|---|------------------------|
| Aggregate amount provided during the year -Other Companies | (65) |
| Balance Outstanding as at March 31, 2025 -Other Companies | 690 |

(b) In our opinion and according to information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(c) In our opinion and according to information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) In our opinion and according to information and explanation given to us, there are loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.

iv. In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013, as applicable.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.

vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

vii. In our opinion and according to the information and explanations given to us:

(a) Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited by the Company with the appropriate authorities.

(b) No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(c) There are no statutory dues referred to in sub-clause (a), which have not been deposited on account of dispute.

viii. According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

 b) In our opinion and according to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

 c) In our opinion and according to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.

 d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes.

 e) The company does not have any subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.

x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (a) of the Order is not applicable.

 (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.

 b) Since there is no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year, paragraph 3 (xi) (b) of the Order is not applicable.

 c) To the best of our knowledge and according to the information and explanations given to us, no whistleblower complaints have been received by the Company during the year.

xii. The Company is not a Nidhi Company as defined in section 406 of the Companies Act, 2013 and accordingly, Paragraphs 3 (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transaction with the related parties and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system, commensurate with the size and nature of its business.

 (b) The reports of the internal auditors for the year under audit were considered by us, as part of our audit procedures.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable.

xvi. (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

(b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.

(d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.

xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable..

xix. In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. The provisions of section 135 are not applicable on the Company.

xxi. In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

xxii. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, the remuneration paid to the directors and managers is in accordance with Section 197.

For and on behalf of

N Singhal & Co
Chartered Accountants
Firm's Registration No. 006249C

Akhil Jain
Partner
Membership number: 418990
UDIN: **25418990BMJIGY4009**

Place: JAIPUR
Date: 23/05/2025

Annexure "B" to the

Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' of our report to the Members of GothiPlascon (India) Limited of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of GothiPlascon (India) Limited ("the Company") as at March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

N Singhal & Co
Chartered Accountants
Firm's Registration No. 006249C

Sd/-
Akhil Jain
Partner
Membership number: 418990
UDIN: **25418990BMJIGY4009**

Place: Jaipur
Date: 23 MAY 2025

Gothi Plascon (India) Limited

CIN: L45400PY1994PLC008380

Regd Office: 17/5B,1A ,Vazhudavur Road, Kurumbapet , Puducherry - 605009.

Balance Sheet as on 31st March, 2025

(Rs. In Lakhs denomination except for share and per share data, unless otherwise stated)

| Particulars | Notes | As at | |
|---|-------|-----------------|-----------------|
| | | 31st March 2025 | 31st March 2024 |
| ASSETS | | | |
| Non Current Assets | | | |
| Property, Plant and Equipment | 4 | 859.74 | 650.89 |
| Financial Assets | 5 | 59.38 | 0.45 |
| Other Financial Assets | | | |
| Total Non Current Assets | | 919.11 | 651.34 |
| Current Assets | | | |
| Inventories | 6 | 0.47 | 0.51 |
| Financial Assets | | | |
| Trade Receivables | 7 | - | - |
| Cash and Cash Equivalents | 8 | (0.42) | 11.51 |
| Bank Balance other than above | 8(a) | 96.11 | 58.70 |
| Other Financial Assets | 5 | 690.13 | 755.59 |
| Other Current Assets | 9 | 22.88 | 12.78 |
| Total Current Assets | | 809.18 | 839.09 |
| TOTAL ASSETS | | 1728.30 | 1490.43 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 10(a) | 1020.00 | 1020.00 |
| Other Equity | 10(b) | 97.08 | 138.18 |
| Total Equity | | 1117.08 | 1158.18 |
| Liabilities | | | |
| Non Current Liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 11 | 224.00 | 15.16 |
| Deferred Tax Liabilities (Net) | 12(d) | 10.21 | 10.83 |
| Other Non Current Liabilities | 13 | 253.40 | 230.40 |
| Total Non Current Liabilities | | 487.61 | 256.39 |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| Other Financial Liabilities | 14 | 115.50 | 60.07 |
| Current Tax Liabilities | 12(c) | 7.61 | (0.58) |
| Other Current Liabilities | 15 | 0.50 | 16.38 |
| Total Current Liabilities | | 123.60 | 75.86 |
| TOTAL LIABILITIES | | 611.21 | 332.25 |
| NOTES (including Significant Accounting Policies) | | | |
| FORMING PART OF THE FINANCIALS STATEMENTS | 1-3 | | |
| TOTAL EQUITY AND LIABILITIES | | 1728.30 | 1490.43 |

The accompanying notes form an integral part of these Financial Statements

As per our report of even date attached

For and On Behalf of the Board of Directors

N Singhal & Company

Chartered Accountants

(Firm Registration N. 006249C)

sd/-
PRIYADARSHANA GOTHI

sd/-
SANJAY GOTHI

Managing Director

DIN : 00600357

sd/-

(CA Akhil Jain)

Partner

Membership N. 418990

UDIN: 25418990BMJIGY4009

Jaipur

May 23rd, 2025

sd/-
RAJESH PINCHA

sd/-
MEGHA SOMANI

COMPANY SECRETARY

PAN: AISPB6780C

CFO
PAN : ADDPR7077C

Gothi Plascon (India) Limited

CIN: L45400PY1994PLC008380

Regd Office: 17/5B,1A ,Vazhudavur Road, Kurumbapet , Puducherry - 605009.

Statement of Profit and Loss

(Rs. In Lakhs denomination except for share and per share data, unless otherwise stated)

| Particulars | Notes | Year Ended | |
|--|-------|-----------------|-----------------|
| | | 31st March 2025 | 31st March 2024 |
| INCOME | | | |
| Revenue from Operations | 16 | 436.56 | 437.62 |
| Other Operating Income | 17 | 3.87 | 0.07 |
| Other Income | | | |
| TOTAL INCOME | | 440.43 | 437.70 |
| EXPENSES | | | |
| Purchases of Stock in Trade | 18 | - | - |
| Changes in Inventories of Stock in Trade | 19 | 0.04 | 0.11 |
| Employee Benefit Expenses | 20 | 67.80 | 63.34 |
| Finance Costs | 21 | 4.19 | 0.03 |
| Depreciation and Amortisation Expense | 4 | 36.31 | 35.73 |
| Other Expense | 22 | 108.39 | 131.18 |
| TOTAL EXPENSES | | 216.73 | 230.40 |
| PROFIT BEFORE EXTRAORDINARY ITEMS AND TAXES | | 223.70 | 207.30 |
| Extraordinary / Exceptional Items | | - | - |
| PROFIT BEFORE TAXES | | 223.70 | 207.30 |
| Tax Expenses | | | |
| Current Tax Expenses for Current Year | 12(a) | 61.42 | 53.11 |
| Deferred Tax/Assets | 12(a) | (0.62) | 0.81 |
| PROFIT FOR THE YEAR | | 162.90 | 153.38 |
| Earnings Per Equity Share (Equity Shares of par value of Rs.10 each) | | | |
| Basic | | 1.60 | 1.50 |
| Diluted | | 1.60 | 1.50 |
| Number of Equity Shares | | | |
| Basic | | 10,200,000 | 10,200,000 |
| Diluted | | 10,200,000 | 10,200,000 |

The accompanying notes form an integral part of these Financial Statements

As per our report of even date attached

For and On Behalf of the Board of Directors

N Singhal & Company
Chartered Accountants
(Firm Registration N. 006249C)

sd/-
PRIYADARSHANA GOTHI

sd/-
SANJAY GOTHI

sd/-
(CA Akhil Jain)
Partner
Membership N. 418990
UDIN: 25418990BMJIGY4009
Jaipur
May 23rd, 2025

Director
DIN : 09685568

Managing Director
DIN : 00600357

sd/-
RAJESH PINCHA
CFO
PAN : ADDPR7077C

sd/-
MEGHA SOMANI
COMPANY SECRETARY
PAN: AISPB6780C

Gothi Plascon (India) Limited

CIN: L45400PY1994PLC008380

Regd Office: 17/5B,1A ,Vazhudavur Road, Kurumbapet , Puducherry - 605009.

Statement of Cash Flows

(Rs. In Lakhs denomination except for share and per share data, unless otherwise stated)

| Particulars | Notes | For The Year Ended | |
|--|-------|--------------------|-----------------|
| | | 31st March 2025 | 31st March 2024 |
| A. Cash Flows from Operation Activities: | | | |
| Profit for the year | | 162.90 | 153.38 |
| Adjustments to reconcile profit for the year to net cash generated from operating activities | | | |
| (Gain) / loss on sale of property, plant and equipment - Net | | (1.73) | - |
| Income tax expense | | 60.80 | 53.92 |
| Depreciation and amortisation expense | | 36.31 | 35.73 |
| Interest (income)/expenses - Net | | 4.19 | 0.03 |
| Changes in Operating Assets and Liabilities: | | | |
| (Increase)/Decrease in Inventories | | 0.04 | 0.11 |
| (Increase)/Decrease in Trade Receivable | | - | 0.02 |
| (Increase)/Decrease in Other Current Assets | | 55.35 | 14.06 |
| (Decrease)/Increase in Other Non Current Liabilities | | 23.00 | 20.00 |
| (Decrease)/Increase in Other Current Liabilities & provision for Taxes | | 10.33 | 3.86 |
| Cash generated from operating activities before taxes | | 351.19 | 281.10 |
| Income taxes paid | | 61.42 | 53.11 |
| Net cash generated from operating activities | | 289.77 | 228.00 |
| B. Cash Flows from Investing Activities: | | | |
| Sale of Property, Plant and Equipment | | 51.32 | |
| Gain / (loss) on sale of property, plant and equipment - Net | | 1.73 | |
| Purchase of property, plant and equipment | | (296.47) | |
| Interest received/(Paid) | | (58.93) | |
| (Increase)/Decrease Other Non Current Assets | | | |
| Net cash generated from/(used in) investing activities | | (302.35) | - |
| C. Cash Flows from Financial Activities: | | | |
| Repayment of loans and borrowings | | (15.16) | - |
| Proceeds from loans and borrowings | | 224.00 | (13.77) |
| Interest paid on loans and borrowings | | (4.19) | (0.03) |
| Dividend paid to owners of the Company (including Tax) | | (204.00) | (204.00) |
| Net cash used in financing activities | | 64,844 | (217.80) |
| Net decrease in cash and cash equivalents during the year | | (11.93) | 10.20 |
| Cash and cash equivalents at the beginning of the year | | 11.51 | 1.31 |
| Cash and cash equivalents at the end of the year | | (0.42) | 11.51 |

The accompanying notes form an integral part of these Financial Statements

As per our report of even date attached

N Singhal & Company
Chartered Accountants

(Firm Registration N. 006249C)

sd/-
(CA Akhil Jain)
Partner
Membership N. 418990

Jaipur
May 23rd, 2025

For and On Behalf of the Board of Directors

sd/-
PRIYADARSHANA GOTHI
Director
DIN : 09685568

sd/-
SANJAY GOTHI
Managing Director
DIN : 00600357

sd/-
RAJESH PINCHA
CFO
PAN : ADDPR7077C

sd/-
MEGHA SOMANI
COMPANY SECRETARY
PAN: AISPB6780C

Gothi Plascon (India) Limited

CIN: L45400PY1994PLC008380

Regd Office: 17/5B,1A ,Vazhudavur Road, Kurumbapet , Puducherry - 605009.

Statement of Changes in Equity

a. Equity Share Capital

| | |
|--|----------------|
| Balance at the end of March 31, 2023 | 1020.00 |
| Changes in equity share capital due to Prior Period Errors | - |
| Changes in equity share capital during the year | - |
| Balance at the end of March 31, 2024 | 1020.00 |
| Changes in equity share capital due to Prior Period Errors | - |
| Changes in equity share capital during the year | - |
| Balance at the end of March 31, 2025 | 1020.00 |

b. Other Equity

| Particulars | Share Application Money Pending Allotment | Retained Earnings |
|--------------------------------------|--|-------------------|
| Balance as on 1st April 2023 | | 188.80 |
| Changes due to Prior Period Errors | | - |
| Profit for the year | | 153.38 |
| Other Comprehensive Income | | - |
| Total Comprehensive Income | | - |
| Payment of Dividend & DD Tax | | (204.00) |
| Balance as at 31st March 2024 | | 138.18 |
| Balance as on 1st April 2024 | | 138.18 |
| Changes due to Prior Period Errors | | - |
| Profit for the year | | 162.90 |
| Other Comprehensive Income | | - |
| Total Comprehensive Income | | (204.00) |
| Payment of Dividend & DD Tax | | |
| Balance as at 31st March 2025 | | 97.08 |

The accompanying notes form an integral part of these Financial Statements

As per our report of even date attached For and On Behalf of the Board of Directors

N Singhal & Company

Chartered Accountants

(Firm Registration N. 006249C)

(CA Akhil Jain)

Partner

Membership N. 418990

Jaipur

May 23rd, 2025

sd/-
PRIYADARSHANA GOTHI
Director
DIN : 09685568

sd/-
RAJESH PINCHA
CFO
PAN : ADDPR7077C

sd/-
SANJAY GOTHI
Managing Director
DIN : 00600357

MEGHA SOMANI
COMPANY SECRETARY
PAN: AISPB6780C

Gothi Plascon (India) Limited

CIN: L45400PY1994PLC008380

Regd Office: 17/5B,1A ,Vazhudavur Road, Kurumbapet , Puducherry - 605009.

Notes to Financial Statements

Note 1 : The Company Overview

Gothi Plascon (India) Limited (or the “Company”), is a pioneer in real estate has excelled over the years to offer an array of professional services in the realty business.

Gothi Plascon (India) Limited is a public limited company incorporated and domiciled in India. The address of its registered office is , Gothi Plascon (India) Limited, 17/5B,1A ,Vazhudavur Road, Kurumbapet, Puducherry - 605009, India. The company has its primary listing with BSE Ltd. (Bombay Stock Exchange) .Company is Engaged in business of renting of Immovable Properties and interest on loan granted

Note 2 : Basis of preparation of financial statements

I. Statement of compliance and basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (“Ind AS”), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016

Accounting policies have been applied consistently to all periods presented in these financial statements.

All amounts included in the financial statements are reported in actual denominations of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. Previous year figures have been regrouped/re-arranged, wherever necessary.

II. Basis of measurement

These financial statements have been prepared on a historical cost convention and on an accrual basis.

III. Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

a. Revenue Recognition

Revenue has been measured based on fair value of the consideration received/receivable.

b. Income Tax

The major tax jurisdiction for the Company is in India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. Income Taxes have been calculated based on The Income Tax Act, 1961 read with Rules thereunder.

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c. Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carryforwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

d. Useful lives of property, plant and equipment

The Company depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

IV. Current and Non Current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

Note 3 : Significant accounting policies

i. Functional and presentation currency

These financial statements are presented in Indian rupees, which is the functional currency of the Company.

ii. Cash and cash equivalents

The Company's cash and cash equivalents consist of cash on hand and in banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

iii. Equity

a. Share capital and share premium

The authorised share capital of the Company as of March 31, 2025 is Rs.11,00,00,000 divided into 1,10,00,000 equity shares with voting rights of Rs.10 each.

Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

b. Retained Earnings

Retained earnings represent the surplus/(deficit) of the statement of profit or loss. The amount that can be distributed by the company to its equity shareholder is determined based on the financial statements of the company and also considering the requirement of Companies Act,2013.

c. Details of dividend paid/proposed

A dividend of Rs.2 per share has been recommended on equity shares for the year ended March,2025 and same has been paid during the year.

V. Property, Plant and Equipment

a. Recognition and measurement

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Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost. The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

b. Depreciation

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. The Management estimate of useful live in accordance with schedule II to the Companies Act,2013.

The estimated useful lives of assets are as follows:

| Category | Useful Lives |
|--------------------------|---------------------|
| Computer equipment | 3 Years |
| Electrical Installations | 10 Years |
| Motor Car | 10 Years |
| Office Equipment | 5 Years |
| Solar Plant | 15 Year |
| Buildings | 30 Years |

VI. Non Current Advances

The Company measures advance received as deposits against property rented at their actual amounts.

VII. Other Income

Other Income comprises of interest income on fdr and interest on income tax refund, which is measured through fair value measurement using accrual basis of accounting.

VIII. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured. The Following specific recognition criteria must also be met before revenue is recognized.

Sale of Goods

Revenue from sale of goods is recognised on transfer of all significant risks and reward of ownership to the Buyer. The amount recognised as sale is exclusive of sales tax/vat and are net of Returns

Sales of Service:

Revenue from rented properties is is recognised over time on satisfying performance obligation as per agreement,that is ,by reference to the period in which service are being rendred.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

IX. Taxes

a. Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

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b. Deferred tax

Deferred Tax Assets/Liability arising from unabsorbed depreciation or carry forward losses are recognized only if there is virtual certainty of realization of such amounts. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax Assets/Liability are reviewed at each Balance Sheet date to reassess their reliability.

X. Earnings per share

Basic earnings per share is computed using the number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any splits and bonus shares issues including for change effected prior to the approval of the financial statements by the Board of Directors.

XI. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Company are segregated.

XII. Investments and other financial assets:

Initial recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories

(a) Financial Assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

(b) Financial Assets measured at fair value

Financial assets are measured at fair value through other comprehensive income (FVOCI) if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

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The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recorded as expense/ income in the Statement of Profit and Loss.

De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Equity investments

All equity investments in the scope of Ind AS 109, Financial Instruments, are measured at fair value. For equity instruments, the Company may make an irrevocable election to present the subsequent fair value changes in Other Comprehensive Income (OCI). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. Equity instruments included within the FVTPL (fair value through profit and loss) category are measured at fair value with all changes in fair value recognized in the profit or loss.

XIII. Financial Liabilities

Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost

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After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Where the terms of a financial liability is re-negotiated and the Company issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the Statement of Profit and Loss; measured as a difference between the carrying amount of the financial liability and the fair value of equity instrument issued.

De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Fair value measurement

The Company measures financial assets and financial liability at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:-

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities-

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable-

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Valuation team determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement

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XIV. Impairment of non-financial assets

Assessment is done at each Balance Sheet date to evaluate whether there is any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to their recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

XV. Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize contingent asset unless the recovery is virtually certain.

XVI. Borrowing costs

General and specific borrowing costs directly attributable to the acquisition/ construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in Statement of Profit and Loss in the period in which they are incurred.

XVII. Employee benefits

a) Defined contribution plan

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis. The Company has categorised its Provident Fund, labour welfare fund and the Employees State Insurance Scheme as a defined contribution plan since it has no further obligations beyond these contributions.

b) Defined benefits plan

The Company's liability towards gratuity, being a defined benefit plan are accounted for on the basis of an independent 'actuarial valuation based on Projected Unit Credit Method.

Service cost and the net interest cost is included in employee benefit expense in the Statement of Profit and Loss. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in 'other comprehensive income' as income or expense.

c) Compensated absences

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Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The Company's liability is actuarially determined (using the Projected Unit Credit method)

XVIII. Significant management judgements in applying accounting policies and estimation uncertainty

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Depreciation and useful lives of property, plant and equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

XIX. Foreign Currency transaction

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Transactions denominated in foreign currency are recorded at exchange rate prevailing on the date of the:

- I.) Transactions or that approximates the actual rate at the date of transaction.
- II.) Non- Monetary foreign currency items are carried at cost.
- III.) Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss account

XX. Lease

On March 30,2019,Ministry of Corporate Affairs has notified Ind AS 116,Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The standard set out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition :

- 1. Full retrospective - Retrospectively to each prior period presented applying Ind AS 8 Accounting policies, changes in accounting estimates and errors.
- 2. Modified retrospective - Retrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as : Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

As a Lessor: Lease income from operating lease ,where the company is a lessor is recognised on a straight line basis over the lease term unless the receipts are structured to increase in line with general inflation to compensate for the expected inflation.

XXI. Inventories

Inventories are valued at lower of cost and net realizable value. Net Realizable value represents estimated selling price for inventories less all estimated cost of completion and cost necessary to make sale.

General Note

1.Previous years figures has been reclassified in conformity with Current Year's Classification.

For and on behalf of

N Singhal & Co.,
Chartered Accountants
(Firm Registration N.
006249C)

sd/-
(AKHIL JAIN)
Proprietor
Membership N. 418990

For and On Behalf of the Board of Directors

sd/-
PRIYADARSHANA GOTHI
Director
DIN : 01740159

sd/-
SANJAY GOTHI
Managing Director
DIN : 00600357

Chennai
May 23rd, 2025

sd/-
RAJESH PINCHA
CFO
PAN : ADDPR7077C

sd/-
MEGHA SOMANI
COMPANY SECRETARY
PAN: AISPB6780C

Gothi Plascon (India) Limited

CIN: L45400PY1994PLC008380

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Note 4 : Property, Plant and Equipment

(Rs. In Lakhs denomination except for share and per share data, unless otherwise stated)

| Gross Carrying Value | Land | Building | Plant and Machinery | Total |
|--|--------------|-----------------|----------------------------|----------------|
| Gross Carrying Value as at 1st April 2023 | 48.51 | 851.96 | 100.69 | 1001.17 |
| <i>Additions</i> | - | | | - |
| <i>Disposal/Adjustments</i> | - | - | - | - |
| Gross Carrying Value as at 1st April 2024 | 48.51 | 851.96 | 100.69 | 1001.17 |
| <i>Additions</i> | - | 11.40 | 285.07 | 296.47 |
| <i>Disposal/Adjustments</i> | - | - | 51.32 | 51.32 |
| Gross Carrying Value as at 1st April 2025 | 48.51 | 863.36 | 334.44 | 1246.32 |
| Accumulated Depreciation | Land | Building | Plant and Machinery | Total |
| Accumulated Depreciation as at 1st April 2023 | - | 285.12 | 29.42 | 314.54 |
| <i>Depreciation Expense</i> | - | 27.97 | 7.76 | 35.73 |
| <i>Deductions/Adjustments</i> | - | - | - | - |
| Accumulated Depreciation as at 1st April 2024 | - | 313.09 | 37.18 | 350.27 |
| <i>Depreciation Expense</i> | - | 28.02 | 8.29 | 36.31 |
| <i>Deductions/Adjustments</i> | - | - | - | - |
| Accumulated Depreciation as at 1st April 2025 | - | 341.11 | 45.48 | 386.58 |
| Net Carrying Value | Land | Building | Plant and Machinery | Total |
| Net Carrying Value as on 31st March 2023 | 48.51 | 566.84 | 71.27 | 686.62 |
| Net Carrying Value as on 31st March 2024 | 48.51 | 538.87 | 63.51 | 650.89 |
| Net Carrying Value as on 31st March 2025 | 48.51 | 522.26 | 288.97 | 859.74 |

- (i) All Immovable Properties are held in the name of the Company.
- (ii) The Company has not revalued its Property, Plant and Equipment during the current reporting period.
- (iii) The Company does not hold any Benami property and does not have any proceedings initiated or pending for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

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Note 5 : Other Financial Assets

(Rs. In Lakhs denomination except for share and per share data, unless otherwise stated)

| Particulars | As at | | | |
|--|-----------------|---------------|-----------------|---------------|
| | 31st March 2025 | | 31st March 2024 | |
| | Non- Current | Current | Non- Current | Current |
| Advances Receivable in Cash or Kind | | 689.54 | | 755.00 |
| Security Deposits | - | 0.59 | - | 0.59 |
| Fixed Deposits with Banks (maturity more than 12 months) | 58.93 | - | - | - |
| Sales Tax Receivable | 0.45 | | 0.45 | |
| | 59.38 | 690.13 | 0.45 | 755.59 |

Note 6 : Inventories

| Particulars | As at | |
|-------------------|-----------------|-----------------|
| | 31st March 2025 | 31st March 2024 |
| a) Finished Goods | 0.47 | 0.51 |
| | 0.47 | 0.51 |

(i) The method of valuation of Inventories has been stated in Note No. 3(XXI) of Significant Accounting Policies
(ii) The Company has physically verified the inventories at reasonable intervals and there are no discrepancies of 10% or more in the aggregate for each class of inventory were noticed during such verification.

Note 7 : Trade Receivables

| Particulars | As at | |
|--|-----------------|-----------------|
| | 31st March 2025 | 31st March 2024 |
| Outstanding for a Period exceeding Six months from the due date of Payment | | - |
| Other Receivables | | - |

(i) Trade receivables are neither due from directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

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(ii) Ageing Schedule of Trade Receivables

As at March 31, 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|--------------------|--------------------|-----------|-----------|-------|
| | Not due | Less than 6 months | 6 Months to 1 Year | 1-2 Years | 2-3 Years | |
| Undisputed Trade Receivable | | | | | | |
| (i) Considered good | - | - | - | - | - | - |
| (ii) Which have significant increase in credit risk and considered doubtful | - | - | - | - | - | - |
| (iii) Credit impaired | - | - | - | - | - | - |
| Disputed Trade Receivable | | | | | | |
| (i) Considered good | - | - | - | - | - | - |
| (ii) Which have significant increase in credit risk and considered doubtful | - | - | - | - | - | - |
| (iii) Credit impaired | - | - | - | - | - | - |
| Total | | | | | | |

Note 8 : Cash and Cash Equivalents/ Bank Balance

| Particulars | As at | |
|------------------------|-----------------|-----------------|
| | 31st March 2025 | 31st March 2024 |
| Balances with Banks | 0.50 | 11.13 |
| Cash in Hand | 0.47 | 0.37 |
| Balance with BOB pondy | (1.39) | |
| | (0.42) | 11.51 |

Note8(a) Other Bank balance

| Particulars | As at | |
|---------------------------|-----------------|-----------------|
| | 31st March 2024 | 31st March 2023 |
| Unclaimed Dividend Amount | 96.11 | 58.70 |
| | 96.11 | 58.70 |

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Note 9 : Other Current Assets

| Particulars | As at | |
|----------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Advance For Expenses | - | 0.76 |
| GST Input and RCM | 22.78 | 11.97 |
| Receivable | 0.11 | 0.05 |
| Advance to Staff | 22.88 | 12.78 |

Note 10(a) : Equity Share Capital

| Particulars | As at | |
|--|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Authorised capital | | |
| 1,10,00,000 equity shares with voting rights (As at 31st March 2025: 1,10,00,000) of par value Rs.10 each | 1100.00 | 1100.00 |
| Issued, Subscribed and fully paid up capital | | |
| 1,02,00,000 equity shares with voting rights (As at 31st March 2025: 1,02,00,000) of par value Rs.10 each | 1020.00 | 1020.00 |
| | 1020.00 | 1020.00 |

i. Reconciliation of number of shares

| Particulars | As at 31st March 2025 | | As at 31st March 2024 | |
|--|-----------------------|----------------|-----------------------|----------------|
| | No of shares | Value | No of shares | Value |
| Opening number of equity shares with voting rights | 102.00 | 1020.00 | 102.00 | 1020.00 |
| Shares issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Total number of shares outstanding | 102.00 | 1020.00 | 102.00 | 1020.00 |

ii. Details of Shareholding of Promoters

| Name of the Promoters | As at 31st March 2025 | | As at 31st March 2024 | | % Change in Holdings |
|-----------------------|-----------------------|-------------------|-----------------------|-------------------|----------------------|
| | No of Shares | % of Total Shares | No of Shares | % of Total Shares | |
| Sanjay Gothi | 4,500,000 | 44.12% | 4,500,000 | 44.12% | 0.00% |
| Sanjay Gothi HUF | 1,500,000 | 14.71% | 1,500,000 | 14.71% | 0.00% |
| Priyadarshana Gothi | 1,486,000 | 14.57% | 1,486,000 | 14.57% | 0.00% |

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iii. Details of shareholders holding more than 5 % of total equity share capital with voting rights in the Company

| Name of the shareholder | As at 31st March 2025 | | As at 31st March 2024 | |
|-------------------------|-----------------------|--------------|-----------------------|--------------|
| | No of shares | % of holding | No of shares | % of holding |
| Sanjay Gothi | 4,500,000 | 44.12 | 4,500,000 | 44.12 |
| Sanjay Gothi HUF | 1,500,000 | 14.71 | 1,500,000 | 14.71 |
| Priyadarshana Gothi | 1,486,000 | 14.57 | 1,486,000 | 14.57 |

iv. Terms/Rights attached to Equity Shares

The company has only one class of equity shares having par value of 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2025, the amount of per share dividend recognised as distributions to equity shareholders was Rs.2/- (As on 31st March 2024 : Rs.2/-).

In the event of liquidation of the company , the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

Note 10 (b) : Other Equity

| Particulars | As at | |
|-------------------|-----------------|-----------------|
| | 31st March 2025 | 31st March 2024 |
| Retained Earnings | 97.08 | 138.18 |
| | 97.08 | 138.18 |

Note 11 : Borrowings

| Particulars | As at | |
|------------------------------------|-----------------|-----------------|
| | 31st March 2025 | 31st March 2024 |
| Secured Loan | | |
| Term Loan - For Car | - | 15.16 |
| Term Loan - For Car- BOB Ragacovas | 14.00 | - |
| SIDBI Bank Loan | 210.00 | - |
| | 224.00 | 15.16 |

(i) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken as at the reporting date.

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(ii) Registration, Modification and Satisfaction of charges relating to the year under review, had been filed with the Registrar of Companies, within the prescribed time or within the extended time requiring the payment of additional fees.

(iii) The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.

(iv) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.

Note 12 : Components of Income Tax Expense

a) Tax Charge in the Statement of Profit and Loss

| Particulars | As at | |
|--|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Current Tax | | |
| Current Year | 61.42 | 53.11 |
| Deferred Tax | | |
| Deferred tax expenses for the year | (0.62) | 0.81 |
| Income Tax expense for the year | 60.80 | 53.92 |

b) Reconciliation of Effective Tax Rate

| Particulars | As at | |
|---|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Profit before tax | | |
| Tax using Domestic tax rate (Current year: 25.168% and Previous year 25.168%) | 223.70 | 207.30 |
| Tax Effect of | | |
| Non-Deductible Tax Expenses | 56.30 | 52.17 |
| | 2.42 | 1.75 |
| c) Current / Non-current Tax Assets/Liabilities | 58.72 | 53.92 |

c) Current / Non-current Tax Assets/Liabilities

| Particulars | As at | |
|-------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Current Tax Liabilities | 7.61 | (0.58) |
| Non-current Tax Assets | - | - |

d) The analysis of Deferred tax Assets and Deferred Tax Liabilities are as follows:

| Particulars | As at | |
|-------------------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Deferred Tax Assets | - | - |
| Deferred Tax Liabilities | 10.21 | 10.83 |
| Net Deferred Tax Liabilities | 10.21 | 10.83 |

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e) Movement in Deferred Tax Assets and (Liabilities) during the year is as follows:

| Particulars | Depreciation | Total |
|-----------------------------------|----------------|----------------|
| As at April 1, 2023 | (10.02) | (10.02) |
| (Charged) / Credited | | |
| - to Statement of Profit and Loss | (0.81) | (0.81) |
| - to Other Comprehensive Income | - | - |
| As at April 1, 2024 | (10.83) | (10.83) |
| (Charged) / Credited | | |
| - to Statement of Profit and Loss | 0.62 | 0.62 |
| - to Other Comprehensive Income | - | - |
| As at March 31, 2025 | (10.21) | (10.21) |

Note 13 : Other Non Current Liabilities

| Particulars | As at | |
|---|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Non-Current | | |
| Unsecured | | |
| Refundable Lease deposits against properties leased out | 253.40 | 230.40 |
| | 253.40 | 230.40 |

Note 14 : Other Financial Liabilities

| Particulars | As at | |
|--------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Unclaimed Dividend | 96.11 | 58.70 |
| Expenses Payable | 18.04 | 0.02 |
| Audit Fees Payable | 1.35 | 1.35 |
| | 115.50 | 60.07 |

Note: We have not received the reconciliation statement from the bank for dividend account for 2021 so we have not taken in unclaimed dividend and bank balance

Note 15 : Other Current Liabilities

| Particulars | As at | |
|------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| ESI Payable | 0.11 | 0.10 |
| Provident Fund Payable | 0.20 | 0.22 |
| TDS Payable | 0.19 | 0.01 |
| GST Payable | | 16.04 |
| | 0.50 | 16.38 |

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Note 16 : Revenue from Operations

| Particulars | As at | |
|------------------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Rent received | 343.92 | 338.28 |
| Sales | 0.07 | 0.17 |
| Interest received on loans granted | 92.07 | 99.00 |
| Maintance & Electricity Charges | | |
| Received | 0.50 | 0.18 |
| | 436.56 | 437.62 |

Note 17 : Other Income

| Particulars | As at | |
|--------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Profit on Sale of Assest | 1.73 | |
| Interest on Bank FDR | 2.14 | 0.07 |
| | 3.87 | 0.07 |

Note 18 : Purchases of Stock in Trade

| Particulars | As at | |
|---------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Cost of Material Consumed | - | |
| | - | - |

Note 19 : Changes in inventories of Stock-in-Trade

| Particulars | As at | |
|---------------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Opening Stock of Finished Goods | 0.51 | 0.63 |
| Closing Stock of Finished Goods | 0.47 | 0.51 |
| | 0.04 | 0.11 |

Note 20 : Employee Benefit Expenses

| Particulars | As at | |
|------------------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Staff Salary and Bonus | 53.96 | 52.87 |
| ESI & PF | 2.24 | 2.58 |
| Staff Welfare Expenses | 11.60 | 7.89 |
| | 67.80 | 63.34 |

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Note 21 : Finance Costs

| Particulars | As at | |
|---------------|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Bank Charges | 0.04 | 0.03 |
| Interest Paid | 4.16 | |
| | 4.19 | 0.03 |

Note 22 : Other Expense

| Particulars | As at | |
|---|--------------------|--------------------|
| | 31st March 2025 | 31st March 2024 |
| Advertisement and Publicity | 0.50 | 0.36 |
| Interest and GST Paid | | 0.11 |
| Audit | | |
| Fees | 1.50 | 1.50 |
| Building Maintenance | 11.41 | 13.81 |
| Computer Maintenance | | 0.04 |
| Director Remuneration | 36.00 | 36.00 |
| Electricity Charges | 0.35 | 0.68 |
| E Voting Charges | 0.46 | 0.51 |
| Membership & Subscription | 0.31 | 0.22 |
| Insurance | 10.07 | 10.16 |
| Legal and Professional Fees | 7.40 | 17.55 |
| Miscellaneous Expenses | 0.08 | 0.02 |
| GST Writeoff | 0.09 | |
| Ineligible ITC Claimed-to pay DRC-03 | (0.06) | |
| Car Maintenance Exp | 3.79 | 3.75 |
| Postage and Telegram | 3.59 | 3.73 |
| Printing and Stationery | 0.33 | 0.20 |
| Rent, Rates and Taxes inclusive of listing fees | 6.90 | 6.96 |
| Interest on Income tax and Income tax Exp | 9.61 | 6.93 |
| ROC Filing Fee | | 0.16 |
| Telephone Exp | 0.64 | 0.59 |
| Donation | 10.00 | 25.00 |
| Rounding Off | (47) | 27 |
| Security Charges | 2.24 | 1.68 |
| Share Transfer Charges | 0.69 | 0.90 |
| Travelling and Communication | 0.19 | 0.12 |
| Bank Loan Processing Charges | 1.14 | |
| Registration Charges | 0.90 | |
| Website Development Charges | 0.27 | 0.20 |
| | 108.39 | 131.18 |

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Note (a)

Auditor remuneration and out of pocket expenses (net of GST/Service Tax)

| | As Auditors - Statutory | | |
|-------|----------------------------|-------------|-------------|
| (i) | Auditors | 1.50 | 1.50 |
| (ii) | Other Services - GST Audit | | |
| | Auditor out of pocket | | |
| (iii) | expenses | - | - |
| | | 1.50 | 1.50 |

Note 23 : Related party transaction and disclosures

Transaction/balances

Key Management personnel

| | | |
|---|-------|-------|
| Remuneration and other benefits to Mr.Sanjay Gothi (Director) | 36.00 | 36.00 |
| Remuneration and other benefits to Mr.Rajesh Pincha (CFO) | 6.60 | 5.60 |
| Professional fee Paid to Megha Somani (Company Secretary) | 5.85 | 5.40 |

Note 24 : Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

| | 2024-25 | 2023-24 |
|---|----------------|----------------|
| Profit attributable to equity share holders | 162.90 | 153.38 |
| Number of Equity Shares outstanding | 10,200,000 | 10,200,000 |
| Earnings per share (Basic) | 1.60 | 1.50 |
| Earnings per share (Diluted) | 1.60 | 1.50 |

Note 25 : Financial Assets and Liabilities

(A) By Category

| Particulars | | 31st March 2025 | | | 31st March 2024 | | |
|-------------------------------|---------|-----------------|----------|----------------|-----------------|----------|----------------|
| | | FVTPL | FVTOCI | Amortised Cost | FVTPL | FVTOCI | Amortised Cost |
| Financial Assets: | | | | | | | |
| Loans | Current | - | - | 689.54 | - | - | 755.00 |
| Trade Receivables | Current | - | - | - | - | - | - |
| Cash and Cash Equivalents | Current | - | - | (0.42) | - | - | 11.51 |
| Other Financial Assets | Current | - | - | 0.59 | - | - | 0.59 |
| Total Financial Assets | | - | - | 689.71 | - | - | 767.10 |

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Financial Liabilities:

| | | | | | |
|------------------------------------|-----------------|---|---------------|---|--------------|
| Borrowings | Non- Current | - | 224.00 | - | - |
| Other Financial Liabilities | Current | - | 115.50 | - | 60.07 |
| Total Financial Liabilities | | - | 339.50 | - | 60.07 |

(A) Fair Value

Carrying Value and Fair Value

| Particulars | Carrying Value | | Fair Value | |
|-------------------------------|----------------|--------|------------|--------|
| | 2025 | 2024 | 2025 | 2024 |
| Financial Assets: | | | | |
| Loans | 689.54 | 755.00 | 689.54 | 755.00 |
| Trade Receivables | - | - | - | - |
| Cash and Cash Equivalents | (0.42) | 11.51 | (0.42) | 11.51 |
| Other Financial Assets | 0.59 | 0.59 | 0.59 | 0.59 |
| Financial Liabilities: | | | | |
| Borrowings | 224.00 | - | 224.00 | - |
| Other Financial Liabilities | 115.50 | 60.07 | 115.50 | 60.07 |

Note 26 : Financial Risk Management

The Company's financial liabilities comprise mainly of borrowings, other payables. The Company's financial assets comprise mainly of cash and cash equivalents, loans, trade receivables and other receivables.

The Company is exposed to credit risk, liquidity risk and interest rate risk. The Company's management oversees the management of these risks. The management ensures that the Company's financial risk activities are governed by appropriate policies and procedures.

A. Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract leading to a financial loss. The Company is exposed to credit risk primarily from trade receivables, Loans advanced, security deposits and other financial instruments.

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Trade and Other Receivables:-

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Management also considers the factors that may influence the credit risk of its customer base. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers.

The Carrying amount reflected above represents the maximum exposure to credit risk.

Cash and Cash Equivalents:-

The Company held cash and cash equivalents of Rs. -0.42 Lakh At March 31, 2025 (March 31, 2024: Rs. 11.51 Lakh).

B. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

Maturities of Financial Liabilities:-

| | Within 1 Year | Due from 1-2 Years | After 2 -5 Years | Total |
|-----------------------------|--------------------------|-------------------------------|-----------------------------|---------------|
| For 2025: | | | | |
| Borrowings | 53.44 | 53.73 | 134.43 | 241.60 |
| Other Financial Liabilities | 115.50 | - | - | 115.50 |
| Total | 168.94 | 53.73 | 134.43 | 357.10 |
| For 2024: | | | | |
| Borrowings | 15.96 | 13.30 | - | 29.25 |
| Other Financial Liabilities | 60.07 | - | - | 60.07 |
| Total | 76.02 | 13.30 | - | 89.32 |

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company has Market risk comprises three types of risk: currency risk, interest

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rate risk and other price risk such as equity price risk and commodity price risk. The Company is primarily exposed to Interest rate risk. The objective of management is to manage and control market risk exposures within acceptable parameters.

Interest Rate Risk:-

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk resulting from fluctuations in interest rates. The Company's Interest rate risk arises from Borrowings.

Interest Rate Sensitivity:-

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates.

Sensitivity Analysis

| Particulars | Impact on Profit before Tax | |
|---------------------------------|-----------------------------|-----------------|
| | 31st March 2025 | 31st March 2024 |
| Interest Rate | | |
| - Increases by 100 basis points | (0.07) | (0.07) |
| - Decrease by 100 basis points | 0.07 | 0.07 |

Note 27 : Key Financial Ratios

| Ratios | Numerator | Denominator | 31-03-2025 | 31-03-2024 | Variation in % | Reason for variance |
|-----------------------------|-------------------------------------|---------------------|------------|------------|----------------|--|
| Current Ratio | Current Assets | Current Liabilities | 6.55 | 11.06 | -41% | Due to decrease in advance receivable in cash or kind |
| Debt-Equity Ratio | Total Debt | Total Equity | 0.20 | 0.01 | 1432% | Due to increase in Bank Debts |
| Debt Service Coverage Ratio | Earnings available for Debt Service | Debt Service | 10.30 | 12.54 | -18% | Due to Increase in Interest on debt paid Therefore the variance. |
| Return on Equity Ratio | Profit After Tax | Average Equity | 14.32% | 12.96% | 10% | Revenue slightly increasing comparision to expenses |
| Inventory Turnover Ratio | Net Sales | Average Inventory | 2418.22 | 1249.70 | 94% | Closing stock is decreasing , no purchase in business |

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| | | | | | | |
|----------------------------------|-----------------------------------|------------------------------|---------|--------|---------|---------------------------|
| Trade receivables Turnover Ratio | Revenue from Operations | Average Accounts Receivables | #DIV/0! | 19.19 | #DIV/0! | NA |
| Trade payables Turnover Ratio | Adjusted Expenses | Average Trade Payables | 0.00 | 0.00 | 0% | |
| Net Capital Turnover Ratio | Revenue from Operations | Average Working Capital | 605.66 | 639.84 | -6% | Due to increase in WC |
| Net Profit Ratio | Profit After Tax | Revenue from Operations | 37% | 35% | 6% | Due to Increase in Profit |
| Return on Capital Employed | Earnings Before Interest and Tax | Average Capital Employed | 18% | 17% | 3% | |
| Return on Investment (Assets) | Income generated from Investments | Average Investments | 10% | 10% | -1% | |

Note 28 : Relationship with Struck off Companies

Relationship with Struck off Companies - The Company does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

Note 29 : Compliance with number of layers of companies

The Company do not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

Note 30 : Scheme of arrangements

There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

Note 31 : Undisclosed Income

There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.

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Note 32 : Details of Crypto Currency or Virtual Currency

The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

Note 33 : Advance or loan or investment to intermediaries and receipt of funds from intermediaries

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Chennai
May 23rd, 2025

| | |
|---------------------|-------------------|
| sd/- | sd/- |
| PRIYADARSHANA GOTHI | SANJAY GOTHI |
| Director | Managing Director |
| DIN : 09685568 | DIN : 00600357 |
| sd/- | sd/- |
| RAJESH PINCHA | MEGHA SOMANI |
| CFO | COMPANY SECRETERY |
| PAN : ADDPR7077C | PAN: AISPB6780C |