



GOTHI PLASCON (INDIA) LIMITED

**Regd Office : New No.31,(Old No.26) Wallers Road,
1st Floor,Chennai – 600 002 Phone No.32549611**

**ANNUAL REPORT
2011-2012**

BOARD OF DIRECTORS

Mr. Parasmal Gothi	-	Chairman
Mr. Sanjay Gothi	-	Managing Director
Mr. Prakash Chand Bohra (Jain)	-	Director
Mr. Ajit Singh Nahata(Jain)	-	Director
Mr. Desikan(Krishnan)	-	Director

SEVENTEENTH ANNUAL GENERAL MEETING

Date: 4th June 2012
Day: Monday
Time: 10-00 A.M
Place: C.M. Palace
273 & 274 G.S.T Road,
Chrompet
Chennai - 600 044.

Registrar & Transfer Agent

Cameo Corporate Service limited
Subramaniam Building
1, Club house Road,
Chennai - 600 002.

Registered office:

New No.31(Old No.26) Wallers Road,
First Floor,
Chennai - 600 022.
Ph: 32549611

Factory:

17/5B, Vazhudavur Road,
Kurumbapet,
Puducherry - 605 009.
Ph: 2271151

Bankers

Bank of Baroda,
80, Ritherton Road,
Purasaiwakkam,
Chennai - 600 007
Ph: 23454294.

Auditors:

Achha Associates
Chatered Accountants
Chennai - 600 079.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 17th Annual General Meeting of the company will be held on 4th June 2012 at 10 a.m. at C.M.Palace, 273 & 274 GST Road, Chromepet, Chennai-44 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the profit & loss account of the company for the financial year ended 31-3-2012 and the balance sheet as at 31-3-2012 together with the director's report and auditor's report thereon.
2. To appoint director in the place of director who retires by rotation.
3. To appoint auditors and fix their remuneration.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. The Register of Members and Share Transfer register of the Company will remain closed on 04.06.2012
3. Shareholders / proxy holders are requested to bring their copy of the annual report with them at meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
4. Members desirous of getting any information about the accounts and operation of the company are requested to address their query to the company at the registered office of the company well in advance so that the same may reach at least seven days before the date of meeting to enable the management to keep the required information readily available at the meeting.
5. Member holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar & Transfer Agent or to their respective depository participants if the shares are held in electronic form.
6. Members are requested to affix their signature at the space provided on the attendance slip annexed to the proxy form and to hand over the slip at the entrance to the meeting.
7. Profile of Mr. Prakash Bohra, the director retiring by rotation

Details of Directors seeking appointment and re-appointment at the forthcoming Annual general meeting of the company.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange.

Name of Director	Expertise in Specific Functional Areas	Qualifications	Director-Ship in Other Public Companies	Chairman/Member of Committee
Mr. Prakash Bohra	Expertise in Business Management	Matric	NIL	NIL

Date : 04.05.2012
Chennai

By Order of the Board
for Gothi Plascon (India) Limited

sd/- Sanjay Gothi
Managing Director

DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2012

Dear Shareholders,

We have pleasure in presenting the 17th Annual Report and Audited Statements of Accounts of the Company for the year ended 31st March, 2012.

PERFORMANCE

The financial results for the year ended 31st March 2012 are as under:

	31.03.2011	Rs. (In Lacs) 31.03.2012
Income	445.99	460.11
Total Expenses	364.26	353.07
Profit before depreciation	81.73	107.04
Depreciation	8.07	20.40
Profit before Tax	73.66	86.64
Provision for taxation	0.00	0.00
Profit After Tax	73.66	86.64

The company has performed better as compared to the last year. The profit after tax stood at Rs.86.64 lacs as compared to Rs.73.66 lacs during the corresponding last year. The board hope that the company will do well in the years to come. In furtherance in the Interest of the company's operations, the board is contemplating on the issue of continuing construction of RCC building and factory sheds. Also the board is also contemplating on the issue of sale of assets of the company including its old machinery, land, building if the board gets a very good offer for the same. However the company has to continue its production with these old machines till that time to keep these machineries in proper condition to get better prices.

Fixed Deposit:

The company has not accepted any fixed deposit during the year.

DIVIDEND

The Directors do not recommend any dividend for the financial year ended 31st March 2012.

DIRECTORS

Mr. Prakash Bohra retires by rotation and being eligible, offer for re-appointment.

AUDITORS

The auditors of the Company M/s. ACHHA & ASSOCIATES. Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Accordingly a resolution is being submitted to the members for their re-appointment and to fix their remuneration for the current year.

STATUTORY DISCLOSURES:

The company had no employee covered by the provisions of section 217(2A) of the Companies Act, 1956. The company has consumed Power of Rs. 12.64 lacs as compared to Rs. 14.95 lacs. The company had no foreign exchange inflow or outflow during the year.

DIRECTORS' RESPONSIBILITY STATEMENT:

Directors hereby declare

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 that period ;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities subject to the inherent limitations that should be recognized in weighing the assurance ;
- iv) That the directors had prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS:

Industrial Relation continued to be cordial during the year.

CORPORATE GOVERNANCE :

Pursuant to clause 49 of the Listing Agreement, a report of compliance of corporate governance as on 31/03/2012 duly certified by the auditors of the company is annexed.

ACKNOWLEDGEMENTS

Your directors wish to place on record their sincere appreciation to the bankers, customers, vendors and investors for their continued support. Your direction also pleased to record their appreciating for dedication and contribution made by employees at all levels and look forward to their support in future as well.

Date: 04.5.2012-
Chennai

For and on behalf of the Board
for Gothi Plascon (India) Ltd.
sd/-
Directors
MANAGEMENT

DISCUSSION AND ANALYSIS SCENARIO

As The Company has Future Disposable cups and plates seems to be not that encouraging. The board is continuing manufacturing of the same and also co templating on venturing in to other business.

DETAILED FINANCIAL AND OPERATIONAL ANALYSIS

Financial Analysis

The overall situation of disposable plastic Industry remained same during the year. Total revenues for the financial year 2011-12 stood at Rs. 460.11 lacs from Rs.445.99 lacs in the previous year. The Profit of the company stood at Rs.86.64 lacs as compared profits to Rs.73.66 lacs in the previous year.

Operational analysis

The company performed better than the corresponding previous year

CORPORATE GOVERNANCE

Long-term shareholders' value is inextricably linked to good corporate governance, which, in turn is linked to transparency and accountability. The Company remains committed to good corporate governance and have been consistently improving transparency and accountability to all its stakeholders. The Company's policies and practices are also unequivocally targeted towards this aim

BOARD OF DIRECTORS

I. Composition and Category of Directors

The board comprises 5 members - 2 executive directors and 3 non-executive directors, of which 2 are independent. The chairman of the board is a non-executive director. The company is in the process of appointing another independent director as per the new amendment in the listing agreement.

II **Four board** meetings were held during the year on 15/04/2011, , 20/07/2011, 24/10/2011 and 23/01/2012 and attended by the directors.

III Attendance in the board meeting:

All the board meetings had been attended by the directors.

IV.DIRECTORS SEEKING REAPPOINTMENT

The required information regarding the details of director who is seeking appointment or reappointment is set out in the notes to the notice.

V.DISCLOSURE OF DIRECTOR'S INTERESTS IN TRANSACTION WITH THE COMPANY

None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of Clause 49 VII (D) of the Listing Agreement.

No director has been paid any remuneration as well as sitting fees the Director of the Company except Mr.Desikan who is being paid remuneration

COMMITTEES OF BOARD OF DIRECTORS

AUDIT COMMITTEE

Brief description of Terms of Reference:

To oversee the Company's financial reporting process, to review Directors' Responsibility Statement, changes, if any, in accounting policies and reasons for the same, qualifications in the draft audit report, and also to review the information relating to Management Discussion and

Analysis of financial conditions and results of operations, statement of significant related party transactions, management letter(s) of internal, control weaknesses, if any, issued; by statutory auditors.

Constitution : Constituted by the Board of Directors
Composition, Names of Members and : Consists of Non Executive and Independent Directors

Name of Director	No. of Meetings held	No of Meetings attended
Shri Parasmal Gothi	4	4
Shri Ajit Singh Ji Nahata	4	4
Shri Prakash Bohra	4	4

SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE

Brief description of Terms of Reference:

To specially look into redressed of complaints like transfer of shares, non-receipts of dividends, non-receipt of annual report etc. received from shareholders/investors and improve the efficiency in investors' service, wherever possible.

Composition, Names of Members and : Consists of Directors as under

Name of Director	No. of Meetings held / Attended
Shri Sanjay Gothi	17/17
Shri Parasmal Gothi	17/17

REMUNERATION COMMITTEE

Brief description of terms of Reference:

To determine on behalf of the Board and shareholders with agreed terms of reference, the company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payments and such other matters concerning remuneration as may be referred to by the Board from time to time.

One meeting was held during the year

Constitution : Constituted by the Board of Directors
Composition, Names of Members and : Consists of Non Executive and Independent Directors

Name of Director	No. of Meetings held / Attended
Shri Parasmal Gothi	1/1
Shri Ajit Singh Ji Nahata	1/1
Shri Prakash Bohra	1/1

Pending share Transfers:

There are no pending share transfers. As required by the regulations of SEBI, the issued and listed capital of the Company is reconciled with the aggregate of the number of shares held by Investors in physical mode and in the demat mode. A certificate is being obtained on a half yearly basis to this effect from a Practicing Company Secretary and submitted to the Stock Exchanges where the Company's Shares are listed. As on 31st March 2012, there were no differences between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

VI. GENERAL BODY MEETINGS.

I.	Meeting Details	
Financial Year	Location	Date and Time
2007-2008	C.M.Place 273 & 274 GST Road, Chromepet, Chennai-44	18/06/2008
2008-2009	--do----	01/06/2009
2009-2010	---do---	17/05/2010
2010-2011	---do---	30/05/2011

II. Postal Ballot

During the financial year under review, no postal ballots were used for voting at meetings. At the ensuing AGM there is no item on the agenda that is required to be passed by postal ballot.

VII. DISCLOSURES

I. Related Party Transactions

There has been no materially significant related party transaction with the company's subsidiaries, promoters, directors, management or their relatives which may have a potential conflict with the interests of the company. Members may refer to the notes to the accounts for details of other related party transactions.

II. Compliance with Regulations

The company has complied fully with the requirements of the regulatory authorities on capital markets. 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.

III. Accounting Standards

The company has rigorously followed the accounting standards, laid down by the Institute of Chartered Accountants of India.

IV. Risk Management

The audit committee regularly reviews the risk management strategy of the company to ensure the effectiveness of risk management policies and procedures.

V. Remuneration to the Directors:

No directors had been paid remuneration except Mr.K Desikan who has been paid a sum of Rs.2, 30,400/-

VI. Disclosures of relationships between directors Inter-se:

Shri Parasamal Gothi is the father of Shri Sanjay Gothi. None of the other Directors have any relation inter-se.

GENERAL SHAREHOLDER INFORMATION

The company's financial results are published in the MAKKAL KURAL and TRINITY MIRROR

9. GENERAL SHAREHOLDER INFORMATION

I. 17th Annual General Meeting

The 17th annual general meeting will be held on 4th June 2012 at the C.M. Place 273 & 274 GST Road, Chromepet, Chennai-74 at 10.00 a.m.

II. Tentative Financial Reporting Calendar

Financial Reporting 2012	From	To	Date
1 st Quarter	April	June	30 th July
2 nd Quarter	July	September	30 th October
3 rd Quarter	October	December	30 th December
4 th Quarter	January	March	30 th April Unaudited / Audited on or before 31/05/2012
Annual General Meeting	April 2011	March 2012	On or before 03/09/2012

III. Book Closure

The date of closure is on 04/06/2012

IV. Stock Exchange Listing

Stock Exchange	Stock Code	Listing Fees	ISIN
Bombay Stock Exchange	531111	Paid Up to 31/03/2012	INE 538G01018

VI. Share Price

The company's high and low prices recorded on the Bombay Stock Exchange and the National Stock Exchange during the year 2012 are

Share Price (Month)	High	Low	Month	High	Low
April	3.78	3.78	Oct	2.57	2.57
May	2.44	2.44	Nov	2.50	2.50
June	2.30	2.30	Dec	3.65	3.65
July	2.15	2.15	Jan	4.95	4.95
Aug	2.20	2.20	Feb	4.20	4.20
Sep	2.19	2.19	Mar	4.60	4.20

VII. Registrar & Transfer Agent

CAMEO SHARE REGISTRY

1, Club House Rod,
Chennai- 600 002
Phone: 28460390 / 28460394

VIII. Share Transfer System.

The power to approve the transfer of securities has been delegated by the board to the share transfer agents. Share transfer requests are processed within an average of 15 days from the date of receipt. Shareholders are encouraged to opt for dematerialization of the physical shares in which case electronic credit is made.

The Company has established connectivity with the depository, namely, National Securities Depository Limited, Mumbai. The transfers are approved by the Share Transfer Committee. Share Transfers are registered and despatched within a period of 30 days from the date of receipt if the documents are correct and valid in all respects. As on 31-03-2012 there were no valid requests pending for transfer of shares.

IX Distribution of shareholding

As on 31st March, 2012

Category	Number of Shares held	% of holding
1. Promoters	7000400	68.63
- Indian	NIL	NIL
- Foreign	NIL	NIL
2. Persons acting in concert	NIL	NIL
3. Institutional Investors	NIL	NIL
a. Mutual Funds & UTI	NIL	NIL
b. Banks, Financial Institutions, Insurance Companies (Central/State Gove. Inst./Non-Govt. Inst)	NIL	NIL
c. FIIs	NIL	NIL
4. Others	166800	1.64
- Private Bodies Corporate	2998700	29.40
- Indian Public		

- NRIs / OCBs		
- Other than specified above Clearing Members / HUF	34100	0.33
Sub Total		
Grand Total	10200000	100.00
Paid-up Shares	10200000	100.00

Distribution Schedule as on 31-03-2012

Sl. No.	Category of Shares	Holders		Shares	
		Nos.	%	Nos.	%
1.	10 - 5000	5241	81.90	11102500	10.88
2	5001 - 10000	687	10.74	6170500	6.05
3	10001 - 20000	255	3.98	3948000	3.87
4	20001 - 30000	86	1.34	2178000	2.14
5	30001 - 40000	37	0.58	1302000	1.28
6	40001 - 50000	37	0.58	1700000	1.67
7	50001 - 100000	39	0.61	2892000	2.83
8	100001 - And above	17	0.27	72707000	71.28
	TOTAL	6399	100	10200000	100

IX Dematerialisation of shares

The equity shares of the company are required to be compulsorily traded and settled only in the dematerialised form.
X. Dematerialisation of Shares and Liquidity Shares of the company can be held and traded in electronic form. Approximately, 1051681 being 10.31 % shares have already been dematerialized.

Chennai
Date: 04.05.2012

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

Sd/-

Sanjay Gothi
Managing Director

DECLARATION

As per Clause 49 of the Listing Agreement with the Stock Exchange, this is to confirm that all Board Members and Senior Management personal have affirmed compliance with the code of conduct of the Company for the financial year 2011-12.

Chennai
Dated: 04.5.2012

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Members of
GOTHI PLASCON (INDIA) LIMITED
Chennai

SANJAY GOTHI
Managing Director

- We have examined the compliance of the conditions of Corporate Governance by the company for the year ended 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange in India.
- The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
- In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.
- We state that in respect of investor grievances received during the year ended 31st March 2012, no investor grievances are pending against the company for a period exceeding one month as per records maintained by the company which are presented to the shareholders / Investors Grievance Committee.
- We 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.

for N K BHANSALI & CO.,
N K BHANSALI

(Proprietor)
COMPANY SECRETARIES

Chennai
DATE: 04.05.2012

AUDITORS REPORTS

We have audited the attached Balance Sheet of Gothi Plascon (India) Limited as at 31st March 2012 and also the Profit and Loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates

made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 1988 issued by the Central Government of India in terms of sub-section (4a) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.

Further to our comments in the Annexure referred to above, we report that:

- i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) In our opinion, the company has kept proper books of account as required by law so far as appears from our examination of the books of the Company;
- iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account of the Company.
- iv) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3c) of section 211 of the Companies Act, 1956 to the extent applicable.
- v) On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012; and
 - b. In the case of the Profit and Loss Account, of the Profit for the year ended on that date.

For ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS

Place: Chennai
Date: 04.05.2012

(T.RACHHA)
PARTNER

Referred to in paragraph 3 of our report of even date.

- 1) (a) On the basis of examination of the records of the company, we report that the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) On the basis of examination of the records of the company, we report that all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
(c) During the year, the company has not disposed of a major part of the plant and machinery.
- 2) a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion and according to the information and explanations given to us the frequency of verification is reasonable.
b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of business.
c) On the basis of examination of the records of the inventory and according to information and explanations given to us, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- 3) a) The company had taken loan from one individual covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs 144,00,000 and the year-end balance of loans taken from such parties was Rs. 144,00,000/-. The companies have not granted any loan to parties covered in register maintained u/s 301 of the Companies Act, 1956.
b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
c) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
d) There is no overdue amount of loans taken from firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5) A) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6) In our opinion and according to the information and explanations given to us, the company has not accepted any deposit from Public. The Company Law Board has passed no order.
- 7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8) The Industry in which Company's business is involved is not prescribed u/s 209(1) (d) for maintenance of cost records.
- 9) (a) As per the information and explanations given to us and records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, excise duty, cess and other material statutory dues applicable to it. No wealth tax and custom duty is payable by company.
(b) According to the information and explanations given to us and records of the company, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.2012 for a period of more than six months from the date they became payable.
c) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- 10) In our opinion, the accumulated losses of the company are Rs 66,337,857 as on 31.03.2012, which is more than 50% of its net worth. The company has not incurred any cash losses during the financial year 2011-2012.
- 11) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- 12) As per records of the company, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

- 14) In our opinion, the company is not dealing in or trading in shares, securities debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor' Report) Order 2003 are not applicable to the Company.
- 15) As per the records of the company, the company has not given guarantees for loans taken by other from banks or financial institutions.
- 16) As per records of the company, the company has not raised any term loan.
- 17) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- 18) According to the information and explanations given to us and as per records of the company, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- 19) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures during the year.
- 20) During the course of our examination of books of accounts carried out in accordance with generally accepted practices in India, we have neither come across any incidence of fraud on or by the company nor have we been informed of any such case by the management.

Place of signature: Chennai
Date: 21.04.2012

For ACHHA ASSOCIATES
CHARTERED ACCOUNTANTS
(T.R. ACHHA)
PARTNER
Membership No.25959

BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH 2012

		<u>YEAR ENDED</u>	
		<u>31.03.2012</u>	<u>31.03.2011</u>
Particulars	Note No		
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	A	102,000,000.00	102,000,000.00
(b) Reserves and Surplus		(66,337,856.52)	(75,002,288.68)
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	B	14,400,000.00	9,500,000.00
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	H	5,636,513.00	501,882.00
(c) Other current liabilities	I	11,418,740.00	12,500,000.00
(d) Short-term provisions		-	-
Total		67,117,396.48	49,499,593.32
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	C	41,007,215.48	41,820,115.49
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		11,111,428.50	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	E	5,346,411.00	-
(c) Trade receivables	F	6,847,685.00	6,295,685.00
(d) Cash and cash equivalents	D	602,583.77	249,190.10
(e) Short-term loans and advances		-	-
(f) Other current assets	G	2,202,072.73	1,134,602.73
Total		67,117,396.48	49,499,593.32

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2012

Particulars	Note No	<u>YEAR ENDED</u> 31.03.2012	<u>YEAR ENDED</u> 31.03.2011
I. Revenue from operations	J	36,170,425.00	37,208,719.00
II. Other Income	K	9,840,500.00	7,391,250.00
III. Total Revenue (I + II)		46,010,925.00	44,599,969.00
<u>IV. Expenses:</u>			
Cost of materials consumed	L	26,514,006.00	26,896,821.09
Employee benefit expense	M	2252532.00	1926366.00
Financial costs		-	1,266,000.00
Depreciation and amortization expense	C	2,039,624.01	807,125.89
Other expenses	N&O	6540330.83	6337335.36
Total Expenses		37,346,492.84	37,233,648.34
V. Profit before exceptional and extraordinary items and tax	(III - IV)	8,664,432.16	7,366,320.66
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		8,664,432.16	7,366,320.66
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		8,664,432.16	7,366,320.66
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	8,664,432.16	7,366,320.66
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		8,664,432.16	7,366,320.66
XVI. Profit/(Loss) brought forward from previous year		(75,002,288.68)	(82,368,609.34)
XVII. Profit/(Loss) carried to balance sheet		(66,337,856.52)	(75,002,288.68)
XVI. Earning per equity share:			
(1) Basic		0.85	0.72
(2) (2) Diluted		0.85	0.72

SCHEDULE - A
SHARE CAPITAL

	AMOUNT As on 31.03.2012	AMOUNT As on 31.03.2011
Authorised 1,10,00,000 Equity Shares of Rs.10 Each	110,000,000.00	110,000,000.00
Issued Subscribed & Paidup 1,02,00,000 Equity Shares of Rs.10 Each	102,000,000.00	102,000,000.00
	102,000,000.00	102,000,000.00

SCHEDULE - B
UNSECURED LOANS

	AMOUNT As on 31.03.2012	AMOUNT As on 31.03.2011
SANJAY GOTHI (HUF)	14,400,000.00	9,500,000.00
	14,400,000.00	9,500,000.00

GOTHI PLASCON (INDIA) LIMITED
SCHEDULE - C

DETAILS OF FIXED ASSETS & DEPRECIATION

DESCRIPTION	PLANT & MACHINERY	LAND	BUILDING	TOTAL
Rate of depreciation	4.75%	-	3.34%	
Balance as on 01.04.2011	17,205,003.94	2,078,324.00	33,373,711.20	52,657,039.14
Additions	1,226,724.00	-	-	1,226,724.00
Deletions	-	-	-	-
Total	18,431,727.94	2,078,324.00	33,373,711.20	53,883,763.14
Depreciation upto 31.03.2011	10,064,986.40	-	771,937.25	10,836,923.65
For the year	924,942.06	-	1,114,681.95	2,039,624.01
Reversal	-	-	-	-
Total	10,989,928.46	-	1,886,619.20	12,876,547.66
Net Block as on 31.03.2011	7,140,017.54	2,078,324.00	32,601,773.95	41,820,115.49
Net Block as on 31.03.2012	7,441,799.48	2,078,324.00	31,487,092.00	41,007,215.48

SCHEDULE - D

CASH & BANK BALANCE (Balance in Current A/c. in Nationalised Bank)

	AMOUNT AS ON As on 31.03.2012	AMOUNT AS ON AS ON 31.03.2011
Bank of Baroda - Pondy	367,702.75	10,998.75
Bank of Baroda - Chennai	110,354.02	23,715.70
Cash on Hand	124,527.00	214,475.65
	602,583.77	249,190.10

SCHEDULE - E
INVENTORIES

	AMOUNT AS ON As on 31.03.2012	AMOUNT AS ON AS ON 31.03.2011
Closing Stock	4,472,278.00	
Raw Material - 49000 kgs	874,133.00	
Semifinished Goods 8485 Kg	5,346,411.00	-

SCHEDULE - 'F' SUNDRY DEBTORS

LAST YEAR: Rs. 62,95,685/-

SCHEDULE - 'G' ADVANCE & DEPOSITS

LAST YEAR: Rs. 11,34,602.73/-

SCHEDULE - 'H' SUNDRY TRADE CREDITORS

LAST YEAR: Rs. 5,01,882.00/-

SCHEDULE - 'I' SUNDRY CREDITORS (OTHERS)

LAST YEAR: Rs. 1,25,00,000/-

AMOUNT AS ON**31.03.2012**

Rs. 68,47,685/-

AMOUNT AS ON**31.03.2012**

Rs. 22,02,072.73/-

AMOUNT AS ON**31.03.2012**

Rs. 56,36,513.00/-

AMOUNT AS ON**31.03.2012**

Rs. 1,14,18,740/-

SCHEDULE - 'J' SALES**SALES A/C****SCRAP SALES A/C****JOB WORK CHARGES****31.03.2012**

35,667,140.00

105,050.00

398,235.00

36,170,425.00**31.3.2011**

37,000,708.00

127,011.00

81,000.00

37,208,719.00**SCHEDULE - 'K' OTHER INCOME****31.03.2012**

9,840,500.00

31.3.2011

7,391,250.00

9,840,500.00**7,391,250.00****SCHEDULE - 'L' "RAW MATERIALS CONSUMED"****31.03.2012**

31,860,417.00

31.3.2011

26,896,821.09

PURCHASES**ADD: OPENING STOCK****LESS: CLOSING STOCK**

5,346,411.00

26,514,006.00**26,896,821.09****SCHEDULE - 'M' EMPLOYEE BENEFIT EXPENSES**

LAST YEAR: Rs. 19,26,366/-

AMOUNT AS ON**31.03.2012**

Rs. 22,52,532/-

SCHEDULE - 'N' MANUFACTURING & TRADING EXPENSES**AS ON 31.03.2012****AMOUNT****AS ON 31.03.2012****AMOUNT****AS ON 31.03.2011****BEARING****BLANKET****BOLT, NUT & WASHER****BOREWELL EXPENSES****CARRIAGE INWARDS****CARTON BOXES****CHILLING PLANT MAINTENANCE****COMPRESSOR MAINTENANCE****DIESEL****DIE & MOULD MAINTENANCE****D.M. WATER****DRILL BIT****ELECTRICAL ITEMS & FITTINGS****ELECTRICAL CHARGES****ELECTRICITY CHARGES - POWER LOAD****GENERATOR MAINTENANCE****GRINDER MAINTENANCE****GRINDING CHARGES****HEATERS****KEROSENE**

30,016.00

97,594.00

1,525.00

50,487.00

4,915.00

1,106,925.00

58,596.00

82,330.00

58,513.00

100,450.00

400.00

-

118,065.00

3,130.00

1,263,576.00

1,010.00

9,165.00

117,131.00

67,040.00

350.00

43,153.00

66,106.00

1,497.00

-

9,541.00

875,439.00

16,577.00

92,788.00

7,348.00

122,975.00

1,200.00

22.00

46,171.00

250.00

1,495,858.00

51,921.00

-

61,041.00

85,488.00

2,800.00

MOTOR REWINDING CHARGES	6,000.00	22,275.00
MIXING MACHINE MAINTENANCE	535.00	-
OIL SEAL & M.SEAL	60.00	3,535.00
PACKING MATERIAL	192,486.00	698,421.00
POLYTHENE BAGS	549,175.00	31,773.00
POLYMER PLATE	17,099.00	167,192.00
PRINTING INK	37,205.00	80,105.00
PRINTING MACHINE MAINTENANCE	43,792.55	-
RAW MATERIAL CARTAGE	429,286.00	42,742.00
REPROCESSING CHARGES	-	75,000.00
RUBBER ROLLER	77,015.00	127,279.00
SELF ADHESIVE TAPES	30,116.00	195,413.00
SHEET EXTRUDER MAINTENANCE	64,532.00	66,917.10
THERMOFORMING MACHINE MAINTENANCE	-	360.00
WELDING ROD	4618519.55	4491187.10
TOTAL		

SCHEDULE - 'O' "OFFICE & ADMISNISTRATIVE EXPENSES"

	AMOUNT	AMOUNT
	AS ON 31.03.2012	AS ON 31.03.2011
ADVERTISEMENT & PUBLICITY	55,920.00	46,250.00
AGM EXPENSES	3,500.00	63,140.00
AUDIT FEE	115,000.00	88,240.00
BANK CHARGES & COMMISSION	4,683.68	8,849.50
CARRIAGE OUTWARDS	23,519.00	47,586.00
CELLULAR CHARGES	18,880.00	27,939.00
CONSULTANCY CHARGES	69,395.00	82,020.00
COMMISSION	-	48,399.00
CONVEYENCE	371.35	3,020.00
CST SALES TAX	-	7.50
DEEPAWALI , PONGAL & GIFT	12,760.00	19,628.00
ELECTRICITY LIGHT LOAD	31,513.00	49,548.00
EXCISE DUTY (ROUND OFF)	-	1.41
FACTORY BUILDING MAINTENANCE	311,693.00	245,884.60
INSURANCE	25,237.00	38,976.00
LAND TAX	-	492.00
LICENCE FEES RATES & TAXES	14,045.00	13,065.00
LISTING FEES	77,210.00	68,090.00
LOCAL CARTAGE EXPENSES	96,497.00	115,802.00
MEMBERSHIP & SUBSCRIPTION	7,742.00	6,495.00
OFFICE EXPENSES	10,681.00	355.00
POSTAGE & TELEGRAM	53,904.00	23,009.00
PRINTING & STATIONERY	32,718.00	10,751.00
PROVIDENT FUND PENALTY	44,820.00	-
PROPERTY TAX	82,034.00	-
RENT	270,000.00	170,000.00
ROC FILLING FEES	-	1,000.00
SALES PROMOTION	46,157.00	113,586.00
SALES TAX DIFFERENCE	12.00	-
SERVICE TAX DIFFERENCE	24,720.00	15,362.00
SECURITY CHARGES	152,430.00	102,289.00
SHARE TRANSFER EXPENSES	52,944.00	52,944.00
TEA & SNACKS EXPENSES	51,387.50	94,869.25

TELEPHONE & TRUNKCALL CHARGES	32,105.00	27,360.00
TIFFEN & MEALS EXPENSES	184,066.75	244,646.00
TDS DEBTORS (WRITTEN OFF)	-	247.00
TRAVELLING EXPENSES	15,511.00	16,029.00
XEROX EXPENSES	355.00	268.00
	1,921,811.28	1,846,148.26

Significant Accounting Policies & Notes on Accounts:

GOTHI PLASCON (INDIA) LIMITED

Significant Accounting Policies & Notes on Accounts:

1. CORPORATE INFORMATION

Gothi Plascon (India) Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India. The company is engaged in the manufacturing and selling of plastic items. The company caters to domestic markets only.

2. BASIS OF ACCOUNTING

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the *Companies (Accounting Standards) Rules, 2006, (as amended)* and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year

3. Summary of significant accounting policies

a) Change in accounting policy

During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

b) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

4. FIXED ASSETS & DEPRECIATION

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation of fixed assets has been charged on single shift basis at rates specified in the Schedule XIV of the Companies Act, 1956.

5. VALUATION OF INVENTORIES

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

6. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

The excise duty which is deducted from the Gross Sales amounts to Rs. 2,230,950.

7. Payment against supplies from SSI and ancillary undertaking are generally made in accordance with agreed credit terms and there were no over dues in this regard.

8. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

9. Expenditure in Foreign Currency - Nil

Earning in Foreign Currency - Nil

10. INFORMATION ON INSTALLED CAPACITY & ACTUAL PRODUCTION

	2010 - 2011			2011 - 2012	
a. Installed Capacity	7,00,00,000			7,00,00,000	
b. Actual Production	3,66,61,570	Cups		1,94,89,807	Cups
c. Raw Material Consumed	3,52,950.000	Kgs		2,91,590	Kgs
e. Closing Stock of Raw Material	NIL	Kgs		49,000	Kgs
F Closing Stock of Work in Progress	NIL	Kgs		8,485	Kgs

11. Measurement of EBITDA

	FY 2011-12	FY 2010-11
Particulars		
Earnings before interest, tax and depreciation	1,07,04,056.17	94,39,446.55
Interest	-	(12,66,000.00)
Earnings before tax and depreciation	1,07,04,056.17	81,73,446.55
Tax	-	-
Earnings before depreciation	1,07,04,056.17	81,73,446.55
Depreciation	(20,39,624.01)	(8,07,125.89)
EBITDA	86,64,432.16	73,36,320.66

12. Previous Year figures have been rearranged and regrouped wherever necessary.

13. Sundry Debtors – unsecured – considered goods

Outstanding for a period exceeding six months	Rs.	NIL
Others	Rs.	6,847,685
(The Company does not hold any security except the personal guarantee of debtors.)	Rs.	6,847,685

14. Interest on borrowings to the extent of Rs.12,02,100 has been capitalized as the borrowed sum has been utilized for capital work in progress.

15. AUDITOR'S REMUNERATION

For Audit	Rs.	100,000
For taxation matter	Rs.	15,000
	Rs.	115,000

16. FOREIGN EXCHANGE TRANSACTIONS: - Nil

17. PROVIDENT FUND:

Company's contribution to provident fund is accounted on accrual basis and is charges to revenue account.

18. In the opinion of the Board of Directors, Sundry debtors, Current assets, Loans and Advances have a value on realization, in the ordinary course of business, at least equal to the amount at which they are stated.

19. The company is yet to receive confirmations from parties in respect of balances outstanding in sundry debtors and creditors.

20. Long Term borrowings

	Non current portion		Current Maturities	
	31-03-2012	31-03-2011	31-03-2012	31-03-2011
Unsecured borrowings	144,00,000	95,00,000	-	-
Amount disclosed under the head "Unsecured Loans" from related parties (Schedule B)	144,00,000	95,00,000	-	-

21. Share Capital

Equity shares

Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	31 March 2012		31 March 2011	
	Number	Rs.	Number	Rs.
At the beginning of the period	1,02,00,000	10,20,00,000	1,02,00,000	10,20,00,000
Issued during the period – Bonus issue	-	-	-	-
Issued during the period – ESOP	-	-	-	-
Outstanding at the end of the period	1,02,00,000	10,20,00,000	1,02,00,000	10,20,00,000

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 shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend, if any, 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 2012, the amount of per share dividend recognized as distributions to equity shareholders was Nil (31 March 2011: Nil).

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 in proportion to the number of equity shares held by the shareholders.

Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31 March 2012		As at 31 March 2011	
	of shares	% holding	No. of shares	% holding
<i>Equity shares of 10 each fully paid</i>				
Sanjay Gothi	45,00,000	44.12%	45,00,000	44.12%
Sanjay Gothi HUF	15,00,000	14.71%	15,00,000	14.71%
Priyadarshana Gothi	10,00,400	9.81%	5,00,000	4.90%

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date is Nil

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment are Nil

Shares held by holding/ultimate holding company and/or their subsidiaries/associates are Nil

There are no unpaid calls on any shares and there are no forfeited shares.

SEGMENT REPORTING:

The Company's business consists of one primary reportable business segment of manufacturing and sale of Plastic items with manufacturing facility at single place and consists of major revenue on account of domestic sales, hence no separate disclosures pertaining to attributable revenues, profits, assets, liabilities and capital employed are given as required under Accounting Standard - 17.

22. EARNINGS PER SHARE (EPS)

The earnings considered in ascertaining the Company's Earnings per share comprise of net profit after tax. The number of shares used in computing Basic earnings per share is the weighted average number of shares outstanding during the year. The numerators and denominators used to Calculate earnings per share.

Particulars	Amount in Rs. 2010 - 2011	Amount in Rs. 2011 - 2012
Profit attributable to Equity Share Holders (A)	7,366,320.66	8,664,432.16
Basic/Weighted Averages Number of Equity Shares outstanding during the year (Nos.) (B)	1,02,00,000	1,02,00,000
Nominal Value of each Equity Share	10/-	10/-
Earning per share. (A)/(B)	0.72	0.85

23. Related party transaction pursuant to disclosure norms of Accounting Standard - 18 is given below

Sl. No.	Name of the Party	Nature of Transaction	Nature of Transaction	Amount of Transaction
1.	Sanjay Gothi	Managing Director	Rent	2,40,000
2.	Sanjay Gothi (HUF)	HUF of Managing Director	Interest	12,02,100
3.	K.Desikan	Director	Remuneration	2,30,400

Loans taken and repayment thereof

	Year ended	Loans taken	Repayment	Interest accrued	Amount owed to the related parties
Sanjay Gothi (HUF)	31 March 2012	20,795,000	16,976,890	1,202,100	14,400,000
	31 March 2011	6,705,000	8,760,700	1,173,000	9,500,000

24. As there is loss, no tax is deferred.

25. Business Loss and Unabsorbed description being carried over as per Income Tax Act up to 31/03/2012 is Rs. 73,381,318, which will be adjusted against profits of company in subsequent year. Contingent Tax benefits out of such adjustment is not accounted for as the Company is not anticipating the profit to the extent of accumulated losses.

As per our report of even date annexed.

For and on behalf of the board

For ACHHA ASSOCIATES

Chartered Accountants.

Chairman

Managing Director

PARTNER

Place: Chennai

Date: 21.04.2012

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET

FOR THE PERIOD APRIL 2011 - MARCH 2012

A CASH FLOW FROM OPERATING ACTIVITIES:

	F.Y.:2011-2012	F.Y.:2010-2011
Net Profit Before Tax	8,664,432.16	7,366,321.00
Adjusted for:		
(a) Depreciation for current year	2,039,624.01	807,126.00
(b) Loss on sale of assets		
(c) Rent Income	(9,840,500.00)	
(d) Interest Charges		1,266,000.00

(II)	(a+b+c+d)	(7,800,875.99)	2,073,126.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES (I+II)		863,556.17	9,439,447.00
Adjustment for:			
Loan Creditors		4,900,000.00	(1,000,000.00)
Receivable & Advances		(1,619,470.00)	(5,922,735.00)
Inventories		(5,346,411.00)	-
Sundry Creditors		4,053,371.00	413,642.00
Interest Paid		-	(1,266,000.00)
Rent Income		9,840,500.00	-
Cash flow before extra ordinary		12,691,546.17	1,664,354.00
A) CASH FLOW FROM INVESTING:			
Acquisition of Fixed Assets		(1,226,724.00)	(1,672,347.00)
Net Sale of Fixed Assets		-	-
Increase in capital work in progress		(11,111,428.50)	-
Net Cash Flow from Investing Act		(12,338,152.50)	(1,672,347.00)
B) CASH FLOW FROM FINANCING ACTIVITIES:			
Processing from short term borrowers		-	-
Processing from long term borrowers		-	-
Net Cash flow from Financing Act.		-	-
C) Net Increase in Cash & Cash equivalents (A+B+C)		353,393.67	(7,993.00)
Cash & Cash equivalents at the beginning of the year		249,190.00	257,183.00
Cash & Cash equivalents at the end of the year		602,583.67	249,190.00

for and on behalf of the board

Sanjay Gothi
Managing Director

AUDITOR'S CERTIFICATE

We have verified the above cash flow statement of Gothi Plascon (India) Limited derived from the audited annual accounts for the year ended March '2012 and found the same to be correct. This statement has been prepared by the company in accordance with the requirement of the listing agreement with stock exchanges.

For ACHHA ASSOCIATES

Chartered Accountants
Partner

Place : Chennai
Date : 04.05.2012

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To
The Board Of Directors,
GOTHI PLASCON (INDIA) LIMITED

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 examined the financial statement and the cash flow statement for the year ended 31/03/2012 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 their 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) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) 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

Chennai
04/05/2012

Mr.Sanjay Gothi

Mr.K Desikan

GOTHI PLASCON (INDIA) LIMITED

PROXY FORM

Regd. Folio No. _____ No. of Shares held _____ I/We _____ of _____ in

The district being member/members of GOTHI PLASCON (INDIA) LIMITED

Hereby appoint _____ in the district of _____ or failing him/her _____ of

_____ in the district of _____ as my/our Proxy to attend and vote for me/us

behalf at the 17th Annual General meeting of the Company to be held on 4th June , 2012 at 10.00 am and at any adjournment thereof.

As Witness my hand/our hands this _____ day of _____ 2012.

Signed by said _____ (Affix a 1 Rs. Revenue Stamp) -----

Notes: a) The form should be signed across the stamps as per specimen signatures registered with the Company.

b) The Proxy form duly completed must be deposited at the registered office of the Company not less 48 hours before the time fixed for holding the aforesaid meeting.

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ATTENDANCE SLIP

Regd. Folio No. _____ No. of Shares held _____

I certify that I am a registered shareholder /proxy for the registered shareholder of the company.

I hereby record my presence at the 17th annual general meeting of the company to be held on 4th June ,2012 at 10.00 am at

C.M.Palace 273 & 274 GST Road,Chromepet,Chennai-44 .

Member's /Proxy's Name _____

Signature: _____

NOTE: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

NO GIFT

**Book Post
Certificate of Post**

To

**If underived please return to:
Cameo Corporate Services Limited
Unit Gothi Plascon (India) Limited
Subramaniam Building
1, Club House Road,
Chennai - 600 002.**