



UNION QUALITY PLASTICS LTD

32nd Annual Report

2015 - 2016

UNION QUALITY PLASTICS LIMITED

2015 – 16

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. Zuzar A. Kathawala Chairman & Managing Director Mrs. Durriya Z. Kathawala Women Director Mrs. Naseem Arsiwala Independent Director Mr. Rameshchandra K. Mishra Independent Director
BANKERS	:	The City Co-operative Bank Limited
AUDITORS	:	M/S. Parekh Shah & Lodha, Mumbai Chartered Accountants, M/s. Nitin Katkar & Company Company Secretaries
SHARE REGISTRAR & TRANSFER AGENT	:	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai- 400072. Tel. No. 28523474, 28650652/53, 56936291 Fax No.-28525207. Email: bigshare@bom7.vsnl.net.in
REGISTERED OFFICE	:	UNION QUALITY PLASTICS LIMITED Plot No. 42, 4 th Floor, Cambatta Building, East Wing, Sir Jamshedji Road, Churchgate, Mumbai- 400020.
FACTORIES	:	UNION QUALITY PLASTICS LIMITED Plot No. 204 & 205, G.I.D.C. Industrial Estate, Umbergaon-396171, Dist. Bulsar, Gujarat.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON THURSDAY, 29TH SEPTEMBER, 2016 AT 11.00 A. M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 42, 4TH FLOOR, CAMBATTI BUILDING, EAST WING, SIR JAMSHEDJI TATA ROAD, CHURCHGATE, MUMBAI- 400 009, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended 31st March, 2016 and the Balance Sheet as at that date together with the Reports of Board of Directors and the Auditors Report thereon.
2. To appoint a Director in place of Mrs. Durriya Kathawala (DIN-00338824) who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of Statutory Auditor

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

"RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Parekh Shah & Lodha, Chartered Accountants (Firm Registration No.107487W), Mumbai, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

4. **CHANGE IN DESIGNATION OF MR. SUNIL TRIPATHI FROM MANAGER (OPERATION HEAD) TO CHIEF EXECUTIVE OFFICER OF THE COMPANY WITH EFFECT FROM 02ND MAY, 2016.**

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to change the designation of Mr. Sunil Tripathi, From Manager (Operation Head) to Chief Executive Officer of the Company with effect from 02nd May, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to this resolution."



5. APPOINTMENT OF MR. QUSAI KATHAWALA, AS A CHIEF STRATEGIC OFFICERS (CSO) OF THE COMPANY WITH EFFECT FROM 02ND MAY, 2016.

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to appointment of Mr. Qusai Kathawala, Chief Strategic Officer of the Company with effect from 02nd May, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to this resolution."

6. APPOINTMENT OF MR. TAHIR ROHILA AS A CHIEF FINANCIAL OFFICERS (CFO) OF THE COMPANY WITH EFFECT FROM 25th JULY, 2016.

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to appointment of Mr. Tahir Rohila, Chief Financial Officer of the Company with effect from 25th July, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to this resolution."

7. REVISION IN THE REMUNERATION OF MR. ZUZAR KATHAWALA (DIN NO. 00101783), MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT Pursuant to the provision of Section 197 read with Part I and Section I of Part II Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Zuzar Kathawala (Din No, 00101783), Managing Director of the Company on the terms and conditions including the remuneration as mentioned below:

Salary & Perquisites:

1.	Basic Salary: Rs. 2, 00, 000/- per month w. e. f April 01, 2016.
2.	Perquisite: N.A.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to this resolution."

8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013.

To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 ("the Act"), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all others applicable provisions, if any, of the Act (Including any Statutory modification (s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubt that may arise in this regards at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent they may shall be deemed to have given their approval thereto expressly by the authority of these resolution.

RESOLVED FURTHER THAT Mr. Zuzar Kathawala, Managing Director, Mrs. Durriya Kathawala, Executive Director, Mr. Sunil Tripathi, Chief Executive Officer be and is hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolutions(s)

9. AMENDMENT(S) TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution:

" RESOLVED THAT pursuant to the provisions of section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act, (including and statutory modification(s) or re-enactment thereof for the time being force), and such other rules and regulations, as may be applicable, the consent of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company by deleting Clause C- OTHER OBJECTS and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubt that may arise in this regards at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent they may shall be deemed to have given their approval thereto expressly by the authority of these resolution.

RESOLVED FURTHER THAT Mr. Zuzar Kathawala, Managing Director, Mrs. Durriya Kathawala, Executive Director, Mr. Sunil Tripathi, Chief Executive Officer be and is hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolutions(s)



Registered Office:
Plot No. 42, 4th Floor, Cambatta Building,
East Wing, Churchgate,
Mumbai -400 020.

Place : Mumbai
Date: 07th September, 2016.

By order of the Board of Directors of
Union Quality Plastics Limited

Zuzar Kathawala
Managing Director

Durriya Kathawala
Director

**NOTES:**

1. (a) Mrs. Durriya. Kathawala, Directors by rotation at the ensuing 32nd Annual General Meeting and being eligible, offers herself for reappointment. Mrs. Durriya Z. Kathawala represents the Promoter Group and holds 226300 Equity Shares of the Company aggregating to 4.68 % of the total paid up share capital of the company.

As required under Clause 49 of the Listing Agreement, the information/ data to be provided for the retiring Director and other Directors whose appointment are to be confirmed are given below:

Name of Director	Mrs. Durriya Kathawala
Age (years)	62
Qualifications	Graduation from the Trinity College of London

Mrs. Durriya Kathawala- Other Directorships:

Sr. No.	Name of the Company	Board Position Held
01	Adamji Investments Private Limited	Director
02	M'cons Media Marketing Private Limited	Director

Mrs. Durriya Kathawala- Committee Position Held:

Sr. No.	Name of the Company	Name of the Committee	Position Held
01	Union Quality Plastics Limited	Corporate Social Responsibility Committee	Member

(C) A MEMBER ENTITLED TO ATTEND THE VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.



A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER NOT EXCEEDING FIFTY AN DHOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

(d) A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed here to and forms an integral part of the Notice.

2. Corporate members intended to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except 2nd Saturday and remaining half days Saturday of every month during the business hours up to the date of the Meeting.
6. **the company has notified closure of Registered of Members and the Share Transfer Books From Saturday, 23rd September, 2016 to 29th September, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.**
7. Members holding shares in electronics form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their residential address, immediately to the Company/RTA.
8. Members who have not registered their e-mail address for receiving all communication including annual Report, Notices, Circulars, etc. from the Company electronically.
9. **(a) Voting through the electronics means:**
 - i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The member may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote-voting").
 - ii) The facility for voting, through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote-voting shall be able to exercise their right to vote at the meeting.
 - iii) Members who have cast their vote by remote-voting prior to the AGM may also attend AGM, but shall not be entitled to cast their vote again.
 - iv) The instruction for voting through electronics means are as under:



(b) In case a Member receives an email from CDSL [for members whose mail IDs are registered with the R&T Agents viz. Bigshare Services Private Limited/depository participants(s)]:

1. Log onto the e-voting website www.evotingindia.com
2. Click on "Shareholders" tab.
3. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in de-mat form and have log down www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digital alpha-numeric*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to logon to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdeskevoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

10. In case of members receiving the physical copy:

- a) Please follow all steps from sl. no.(1) to sl. no.(17) above to cast vote.
- b) The voting period begins on Monday, 26th September, 2016 (10.00A.M.) and ends on 28th September, 2016 (5.00 P.M.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.