



Annual Report 2019



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Union Quality Plastics Limited
(L25209MH1984PLC033595)

C211, 2nd Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India

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COMPANY INFORMATION

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|-------------------------------------|---|---|
| COMPANY NAME | : | UNION QUALITY PLASTICS LIMITED |
| CORPORATE IDENTIFICATION NUMBER | : | L25209MH1984PLC033595 |
| INCORPORATED ON | : | 28/07/1984 |
| REGISTERED OFFICE | : | C211, 2nd Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India. |
| BOARD OF DIRECTORS | : | J K Rajesh Singh Managing Director |
| | | J P Pavan Singh J K Karthik Singh Director Director |
| | | Beena C. Kandpal Sudhakar Matta Independent Director Independent Director |
| MANAGEMENT PERSONAL | : | V Lekshminarayanan Chief Financial Officer (CFO) |
| LISTED ON PLATFORM | : | Bombay Stock Exchange (BSE) |
| AUDITORS | : | M/s. NSVR & Associates LLP Chartered Accountants, Hyderabad |
| BANKERS | : | M/s. K. V. Rao & Co. Company Secretaries, Navi Mumbai |
| | : | ICICI Bank Oriental Bank of Commerce |
| SHARE REGISTRAR & TRANSFER AGENT | : | Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, India. Tel. No. 28523474,28650652/53,56936291 Fax No.-28525207. Email: bigshare@bom7.vsnl.net.in investor@bigshareonline.com |
| FACTORY | : | UNION QUALITY PLASTICS LIMITED Plot No. 204 & 205, G.I.D.C. Industrial Estate, Umbergaon-396171, Dist. Bulsar, Gujarat. |



NOTICE

NOTICE IS HERE BY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY, 28TH SEPTEMBER 2019 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C211, 2ND FLOOR, SHAM KAMAL AGARWAL MARKET STREET, OPP. BIG BAZAAR, VILLE PARLE EAST, MUMBAI, MH, 400057, IN, INDIA.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended 31st March 2019 and the Balance Sheet as at that date together with the Reports of Board of Directors and the Auditors Report thereon.
2. To Re-appoint Mr. J. K. Karthik Singh (DIN- 08082707) as Director of the Company, who retire by rotation and being eligible, offer himself for re-appointment as a Director:

SPECIAL BUSINESS

3. APPROVAL FOR RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the Shareholders of the Company be and is hereby accorded that all the Material Related Party Transactions as entered by the Company during financial years 2019-20 to 2021-22 if combined/added all transaction's to have limit of ₹ 100 Crores (Rupees Hundred Crores only) irrespective of number of transactions carried on jointly or severally as per details as set out under Point A of the explanatory statement to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. RATIFICATION OF DIRECTORS AND SHAREHOLDERS OF AMBIENT MEDIA SOLUTIONS PRIVATE LIMITED AS THE ULTIMATE BENEFICIAL OWNERS FOR ISSUE OF EQUITY SHARES TO LENDER (AMBIENT MEDIA SOLUTIONS PRIVATE LIMITED) ON PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS.

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

"RESOLVED THAT pursuant to the requirements of the Stock Exchange(s), the approval of the members of the company be and is hereby accorded for the ratification and approval for addition to the resolution passed on Saturday, 29th September 2018 for the purpose of issue of Equity Shares to lender (Ambient Media Solutions Private Limited) on preferential allotment / private placement basis, as Directors and Shareholders of Ambient Media Solutions Private Limited (Lender) are the ultimate beneficial owners for 10,02,381 (Ten Lakhs Two Thousand Three Hundred and Eighty One only) equity shares of the Company of face value of ₹ 10/- (Rupees Ten) each ("Equity Shares"), at ₹ 42/- (Rupees Forty Two only) (including a premium of ₹ 32/- (Rupees Thirty Two only), aggregating to



₹ 4,21,00,002/- (Rupees Four Crores Twenty One Lakhs and Two Only) ("Preferential Issue") to Ambient Media Solutions Private Limited (Lender).

RESOLVED FURTHER THAT the members of the Company do and hereby take note and ratify the details of Ultimate beneficial owners of the Ambient Media Solutions Private Limited (Lender) as mentioned below."

The details of Ultimate beneficial owners are as follows:

| Sr. No. | Name of the Lender to whom Equity Shares are offered/allotted under preferential allotment / private placement basis | Category | Name and address of Ultimate Beneficial Owner | Position held in Ambient media Solutions Private Limited | Shareholding held in Ambient media Solutions Private Limited in Percentage (%). |
|---------|--|----------|---|--|---|
| 1. | Ambient media Solutions Private Limited | Public | Sridhar Goud Mallepula H No. 1-1-117, Rakasipet, Bodhan, Bodhan, Nizamabad 503185, TG, IN. | Director | 50 |
| | | | Vimala Mollepula H No. 1-1-117, Rakasipet, Bodhan, Bodhan, Nizamabad 503185, TG, IN. | Director | 50 |

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Union Quality Plastics Limited

Regd. Off. - C211, 2nd Floor,
Sham Kamal Agarwal Market street,
Opp. Big Bazaar, Ville Parle East,
Mumbai, Maharashtra,
400057, India.

J. K. Rajesh Singh
Managing Director
(DIN: 03508795)

J P Pavan Singh
Director
(DIN: 08082518)

Place: Hyderabad

Date: 28th August 2019



NOTES

1. 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 AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Friday 20th September 2019 to Saturday 28th September 2019 both days inclusive.**
4. Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared (**Board of Directors has not recommended any Dividend**) at the annual general meeting, will be credited/dispatched between Wednesday 02nd October 2019 and/or Saturday 05th October 2019 as under:
 - a) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and/or the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday 20th September 2019; and
 - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the company / share transfer agent (i.e., Bigshare Services Private Limited) on or before the closing hours on Friday 20th September 2019.
5. As per the SEBI Listing Regulations, 2015, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants.
6. To ensure timely credit of dividend through the electronic mode or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/relevant details along with a photocopy of a 'cancelled' cheque of the bank account and self-attested copy of Permanent Account Number (PAN) card, to the respective depository participant, in case of shares held in demat mode/share transfer agent of the Company, in case of shares held in physical mode, on or before **Friday 20th September 2019.**
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
8. *The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Private Limited.*



9. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
10. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with Bigshare Services Private Limited. Ltd. on bigshare@bom7.vsnl.net.in
11. With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
12. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
13. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
14. The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - i. Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii. Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
15. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
16. In terms of section 124(5) of the Companies Act, 2013, dividend amount if any for the year ended 31st March 2012 remaining unclaimed for a period of seven years has become due for transfer in September 2019 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends in respect of the financial years from 2011-12 onwards are requested to approach the Company/Bigshare Services Private Limited for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
17. Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
18. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof to the meeting for the purpose of identification.
19. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.



20. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

21. Voting through electronic means –

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act), read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, 2015, the Company is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares **as on Friday 20th September 2019 (End of Day)**, being the **Cut-off date** for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Bigshare Services Private Limited or to vote at the annual general meeting. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The instructions for remote e-voting are as under:

A. For members who receive Notice of annual general meeting through email:

- i). Log on to the e-voting website **www.evotingindia.com**
- ii). Click on "**Shareholders**" tab.
- lii). Now, select the "**COMPANY NAME**" from the drop-down menu and click on "SUBMIT"
- iv). Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits ClientID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v). Next enter the Image Verification as displayed and Click on Login.
- vi). 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.
- vii). 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.

- 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.
- 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.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.

B. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- i. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- ii. 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.
- iii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- iv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be display. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- v. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- vi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- vii. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & entering 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.



- C. In case of members receiving the physical copy:
- i. Members holding shares either in demat or physical mode, who are in receipt of Notice in physical form, may cast their votes using the e-voting facility, for which the User Id and Initial password are provided on the attendance slip. Please follow steps as provided under heading 'A' above to vote through e-voting platform.
 - a. The voting period begins on **Wednesday, 25th September 2019 (10.00 A.M.) and ends on Friday 27th September 2019 (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 Friday 20th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL/NSDL for voting thereafter.
 - b. 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 helps section or write an email to helpdesk.evoting@cdslindia.com.

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Mumbai, Maharashtra,
400057, India.

J. K. Rajesh Singh
Managing Director
(DIN: 03508795)

J P Pavan Singh
Director
(DIN: 08082518)

Place: Hyderabad

Date: 28th August 2019