



**UNION QUALITY PLASTICS LTD**

*29<sup>th</sup> Annual Report*

**2012 - 2013**



# UNION QUALITY PLASTICS LIMITED

## 2012 - 13

### BOARD OF DIRECTORS:

**Mr. Zuzar A Kathawala**  
Chairman & Managing Director  
**Mrs. Duriya Z Kathawala**  
Director  
**Mr. Sunil R Tripathi**  
Executive Director  
**Mr. Jayaram Ananthanarayan**  
Independent Director  
**Mrs. Naseem Arsiwala**  
Independent Director  
**Mr. Rameshchandra K Mishra**  
Independent Director

### BANKERS:

**THE CITY CO-OPERATIVE BANK LTD.**  
**ICICI BANK LIMITED**  
**HDFC BANK LIMITED**  
**ORIENTAL BANK OF COMMERCE**

### AUDITORS:

**M/S. PAREKH SHAH & LODHA**  
Chartered Accountants

### SHARE REGISTRAR & TRANSFER AGENT:

**Bigshare Services Pvt. Ltd.**  
E-2/3, Ansa Industrial Estate, Sakivihar Road,  
Sakinaka, Andheri (E), Mumbai - 400 072.  
Tel. No. 2852 3474, 2865 0652/53, 569 36291  
Fax No. 2852 5207.  
Email: bigshare@bom7.vsnl.net.in

### REGISTERED OFFICE:

**UNION QUALITY PLASTICS LTD**  
5th Floor, A.G.H. Chambers,  
379/381 Narsi Natha Street,  
Mumbai - 400009

### FACTORIES:

**UNION QUALITY PLASTICS LTD**  
Plot No. 204, G.I.D.C. Industrial Estate,  
Umbergoan - 396171, Dist. Bulsar  
Gujarat

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTY NINETH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SEPTEMBER 30TH, 2013 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, A.G.H CHAMBERS, 379/381 NARSINATHA STREET MUMBAI - 400009, TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013, Profit & Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Durriya Kathawala who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Sunil Tripathi who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint M/s. Parekh Shah & Lodha, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditor's plus service tax, traveling and out of pocket expenses.

### **Registered Office:**

5th Floor, A.G.H Chambers,  
379/381 Narsi Natha Street,  
Mumbai - 400009

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

**Mr. Zuzar A Kathawala**  
Managing Director

**Mrs. Duriya Z Kathawala**  
Director

Place: Mumbai  
Date: 18th July, 2013

**Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself only on poll and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered office of the Company not less than forty eight before the commencement of the meeting.
2. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting and members who hold shares in electronic form (Demat) are requested to bring their Client ID and DP ID numbers for identification of attendance at the meeting
3. The Register of Members and Share Transfer Books will remain closed from 23rd September, 2013 to 30th September, 2013 (both days inclusive)
4. Members are requested to notify the change in their address to the Company and/or Registrar & Share Transfer Agent of the Company in physical mode and always quote their folio no. in all correspondence with the Company. In respect of holding in electronic form, members are requested to notify any change of address and change in bank details in their Depository participants.
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Members seeking further information on the accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

**Registered Office:**

5th Floor, A.G.H Chambers,  
379/381 Narsi Natha Street,  
Mumbai - 400009

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

**Mr. Zuzar A Kathawala**  
Managing Director

**Mrs. Duriya Z Kathawala**  
Director

Place: Mumbai  
Date: 18th July, 2013



## DIRECTORS' REPORT

To,  
The Members

Your Directors have pleasure in presenting the 29th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2013.

### 1. FINANCIAL RESULTS:

(Rs. In Lacs)

Particular	(31/03/2013)	(31/03/2012)
Turnover (including other income)	3232.52	2828.76
Profit before Tax & Depreciation	90.33	64.10
Less - Depreciation and Amortization	29.00	26.71
Less - Provision for Taxation including Deferred Tax	0.00	(12.25)
Profit after tax	61.33	49.64

### 2. OPERATIONS AND BUSINESS PERFORMANCE:

Total incomes for the year have increased to Rs. 3232.52 Lacs from Rs. 2828.76 Lacs in the previous year recording growth of 14%. Profit after tax increased to Rs. 61.33 Lacs from Rs. 49.64 in the previous year reflecting the growth of 23.55%. The Company is taking further measures to increase its market demand.

### 3. DIVIDEND:

In view of conservation of profit, your Directors had not recommended any dividend for this year.

### 4. FIXED DEPOSITS:

During the year, the Company did not accept any deposit from the public within the meaning of section 58A of the Companies Act, 1956.

### 5. QUALITY MANAGEMENT:

The company is committed to supply products and services conforming to customers requirements by involving employees, vendors sub - contractors and customers to achieve its vision of being a cost-efficient global suppliers of quality products.

### 6. PARTICULARS OF EMPLOYEE:

As required by the provision of section 217(2A) of the companies act 1956 of the companies act 1956, read with companies (particulars of employees) Rules, 1975 as amended, there are no employees covered for the year under review

### 7. DIRECTORS:

In pursuance of the Companies Act, 1956, and articles of association of the company Mrs. Durriya Kathawala and Mr. Sunil Tripathi retires by rotation and being eligible, offer themselves for re-appointment.

### 8. DIRECTORS RESPONSIBILITY STATEMENTS:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors confirm:

1) That in the preparation of the annual accounts for the financial year ended 31st March, 2013, the

applicable accounting standards have been followed and no material departures have been made from the same;

- ii) That they had selected such accounting policies, applied them consistently, made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That they had prepared the annual accounts on a going concern basis.
- v) That Auditors comment on the internal audit system of the company, Directors wants to clarify that our internal accounting system is strong enough to take care of internal control for accounts under the supervision of management. Hence, we have not deputed outside agency to carry on internal audit.
- vi) The company is engaged in manufacturing business where staff turnover ratio is very high. Hence maintaining retirement and other benefit and provision for gratuity on accrual basis is very difficult. Keeping in view the above the Company follows a policy of providing gratuity liability and retirement and other benefits on actual payment basis.
- vii) That Auditors comment on default in the repayment of dues to Ambient Media Solution Pvt. Limited from previous financial years, Directors wants to clarify that the case is under litigation and negotiations are going on for one time settlement.

## 9. CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY AND FOREIGN EXCHANGE AND OUT GO :

Additional information as required as per section 217(I)(c) of the companies act, 1956 read along with companies (Disclosures of particulars in the report of board of Directors) Rules, 1988 is given below;

### (I) Conservation of Energy:

Continuous monitoring and awareness amongst employees has helped to avoid waste of energy. Adequate measures had helped in reducing the consumption of energy and overall electricity bill. It is planned to extend the measures taken during the current year which yielded good results, to other areas/equipment/offices.

### (II) Technology Absorption:

Company has not incurred major expenditure on R& D activity during the year under review; however the company is searching various technology and methods which will help in reducing the consumption of energy, increase in input / output ratio and produce internationally acceptable quality products, company have the ISO 9001: 2000 Certificate.

### Information regarding technology imported during the last five years:

- |   |   |                |
|---|---|----------------|
| a. Technology imported  | : | No             |
| b. Year of import   | : | Not applicable |
| c. Has technology been fully absorbed   | : | Not applicable |
| d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of actions | : | Not applicable |

**(III) Foreign Exchange:**

During the year company has earned foreign exchange by export turnover which amounts to Rs. 198.19 Lacs (P. Y. Rs. 71.80 Lacs) and had incurred Rs. 149.33 Lacs (P. Y. Rs. 17.19 Lacs) towards expenditure in foreign exchange during the year. Company is making all efforts to capture the international market.

**10. AUDITORS:**

M/s. PAREKH SHAH & LODHA, Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of ensuing annual general meeting and, being eligible, offer themselves for reappointment as statutory auditors. Members are requested to approve the same and fix their remuneration.

**11. AUDITORS OBSERVATION:**

The comment of the auditors in their reports is self explanatory and need no further clarification.

**12. CORPORATE GOVERNANCE:**

Your Company believes in coherent and self-regulatory approach in the conduct of its business to achieve highest standard of Corporate Governance. It has complied with the requirement of the Corporate Governance as stipulated by SEBI. A separate report on Corporate Governance along with Auditor's Certificate on its compliance is annexed to and forms part of the report.

**13. APPRECIATION:**

Your Directors would like to place on record their appreciation of the consistent support, co-operation and assistance from our customers, suppliers, shareholders, employees and other business associates including various agencies of the central and Maharashtra state governments and Bankers for their continued understanding, assistance and support.

On Behalf of the Board of Directors  
For Union Quality Plastics Limited

Mr. Zuzar A Kathawala  
Chairman

Place: Mumbai  
Date : July 18th, 2013

**CORPORATE GOVERNANCE:**

Annexure - A

**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company aims at ensuring high ethical standards in all areas of its business operations to enhance its stake holder's value

In accordance with Clause 49 of the Listing agreement with the Stock Exchanges, the details of governance including compliances by the Company with the provisions of Clause 49 are as under:

**1. BOARD OF DIRECTORS:**

As on 31.03.2013, The Company's Board consisted of Two Promoter Directors, One Executive Director & Three independent directors, who have rich experience in their fields.

The Board of the Company met 6 times during the last financial year on the following dates: -- 30.04.12, 23.06.12, 31.07.12, 24.08.12, 31.10.12, 31.01.13

**Code of conduct:**

The Company has already implemented a Code of Conduct for all Board Members and Senior Managements of the company in compliance with Clause 49 (1) of the Listing Agreement. But, since the operations of the Company were not much, the application of the code of conduct was limited to that extent

The constitution of the Board (as on 31.03.2013) and the attendance of the Directors are given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board meetings Attended	Attendance at Last AGM
Zuzar A. Kathawala	Managing Director	4	6	Yes
Duriya Z. Kathawala	Promoter Director	3	6	Yes
Sunil R. Tripathi	Executive Director	Nil	6	Yes
Ananthanarayan Jayaram	Independent Director	1	6	Yes
Naseem Shabbir Arsiwala	Independent Director	Nil	6	Yes
Rameshchandra Mishra	Independent Director	NIL	6	Yes

- Excludes Directorship in Foreign Companies, Companies u/s 25 of the Companies act, 1956
- The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, grievance committee, remuneration committee of the Company as mentioned in this report.

Detailed Agenda is circulated/ sent to the members of the Board in advance The Board discuss/ deliberate and decides on all the topics/ matters including those suggested in the Listing Agreement, as and when the requirement arises.

Risk Mitigation Plan: The Company has already adopted a risk mitigation plan, suitable to the Company. During the year there were no activities that required the assessment of risk.





## 2. AUDIT COMMITTEE:

The total strength of the Audit Committee is three. The said committee was constituted to exercise powers and discharge function as stipulated in Clause 49 of the Listing Agreement, and other relevant statutory and regulatory provisions. The Chairman of the audit committee is an Independent director, and one Executive Director and one Independent Director as members of the Committee.

During the relevant financial year, Four Audit Committee Meetings were held on 30.04.12, 31.07.2012, 31.10.12 and 31.01.13

The constitution of the Committee (as on 31.03.2013) and the attendance of each member of the Committee is given below

Name of the Member	Category	No. of Meetings	Attendance (No)
Jayaram Anantha Narayan	Chairman	4	4
Sunil R. Tripathi	Member	4	4
Naseem Shabbir Arsiwala	Member	4	4

## 3. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

### Share Holder's Grievance Committee

During the year two committee meeting was held on 28.09.12 and 28.03.2013. Share Holders Grievance Committee consists of Independent Director as chairman, and one Executive Director and one Independent Director as members.

The data for the year is as follows: No Complaints received from share holders/ Exchange during the year 2013 unresolved complaints (including pertaining to the previous year(s):2012. Majority of these complaints pertain to listing matters which the Company is addressing.

The constitution of the Committee as on today is as under:

Name of the Member	Category	No. of Meetings	Attendance (No)
Jayaram Anantha Narayan	Chairman	2	2
Sunil R. Tripathi	Member	2	2
Naseem Shabbir Arsiwala	Member	2	2

At present, Mrs. Ritika Vinayak Iswalkar, is the Compliance officer of the Company.

### Share Transfer Committee

The same members of Share Holders Grievance Committee are the members of this committee also. The Committee met twice in a year.

## 4. REMUNERATION COMMITTEE

Remuneration Committee was not set up during the year under review.



## 5. OTHER DETAILS/INFORMATIONS

The details of Annual General Meeting held in last 3 years are as under:

Year	Date	Location	Time
2011-2012	27th Sept, 2012	Registered Office- 5th Floor, A.G.H Chambers, 379/381, Narsi Natha Street, Mumbai – 400 009	11.00 A.M.
2010-2011	30th Sept, 2011	Registered Office- 5th Floor, A.G.H Chambers, 379/381, Narsi Natha Street, Mumbai – 400 009	10.00 A.M.
2009-2010	30th Sept, 2010	Registered Office- 5th Floor, A.G.H Chambers, 379/381, Narsi Natha Street, Mumbai – 400 009	3.30 P.M.

The Company has not used Postal Ballot. One Extra Ordinary General Meetings of the members of the Company was held on 16.07.12.

- **Means of communication:**

The Company has started filings since 1996 the entire quarterly / half yearly / annual results of the company with the Stock Exchanges and press release are made in English & Marathi as stipulated in the Listing Agreement. The company does not have a web site. It also has not displayed in official news release and no presentations were made to institutional investors or to the analysts. We do not send half yearly financial reports to the share holders. The management Discussion and Analysis is a part of the Annual Report

- **Compliance of Insider Trading Norms:**

Company has adopted the code of internal procedures and thus complies with the insider trading norms.

- **General Shareholder's information**

a) AGM, date, time, and venue

Venue	Date	Time
502 AGH CHAMBER, 379/381 NARSINATHA STREET, MASJID, MUMBAI 400 009	30-09-2013	11.00 AM

b) Financial year ending 31st March 2013.

c) Book closure date 23.09.2013 to 30.09.2013, (both the days inclusive)

d) Listing on stock exchanges. : The shares are listed in Bombay Stock Exchange. Trading in Shares is suspended by BSE

All the dues regarding the Listing Fee have been paid