



UNION QUALITY PLASTICS LIMITED

33rd *Annual Report*

2016 - 2017



UNION QUALITY PLASTICS LIMITED

2016 – 17

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. K. V. Rao & Co. Company Secretaries, Navi Mumbai
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
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 THIRD ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2017 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, 2017 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 Mr. Zuzar Ahmedali Kathawala (DIN- 00101783) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, NSVR & Associates LLP, Chartered Accountants, Hyderabad (Firm Registration No. 008801S/S200060) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Parekh Shah & Lodha, Chartered Accountants (Firm Registration No.107487W), Mumbai, who shall hold office for a period of five years, from the conclusion of this annual general meeting until the conclusion of the annual general meeting of the Company to be held for the F.Y. 2021-2022 subject to ratification by shareholders at each annual general meeting to be held hereafter, on a remuneration as may be determined by Board of Directors.

'RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.'

Registered Office:

Plot No. 42, 4th Floor, Cambatti Build.,
East Wing, Sir Jamshedji Tata Road,
Churchgate, Mumbai- 400020.

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

Place: Mumbai
Date: 28th August, 2017

**Zuzar Kathawala
Managing Director
(Din No.: 00101783)**

**Durriya Kathawala
Director
(DIN No.: 00338824)**



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 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.
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 22nd September, 2017** to **Saturday 30th September, 2017** both days inclusive.
4. Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between **Tuesday 03 October 2017** and/or **Friday 06 October 2017** 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 **Thursday 21st September 2017**; 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 **Thursday 21st September 2017**.
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 **Thursday 21st September 2017**.
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 2010 remaining unclaimed for a period of seven years has become due for transfer in September 2017 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 2009-10 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 **Saturday 23rd September 2017** (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.
- iii. 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)
	<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.

- 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:

- 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.
- The voting period begins on **Wednesday, 27th September, 2017** (10.00 A.M.) and ends on **Friday 29th September, 2017** (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 **Saturday 23rd September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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**.

Registered Office:
Plot No. 42, 4th Floor, Cambatta Build.,
East Wing, Sir Jamshedji Tata Road,
Churchgate, Mumbai- 400020.

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

Place: Mumbai
Date: 28th August, 2017

Zuzar Kathawala
Managing Director
(Din No.: 00101783)

Durriya Kathawala
Director
(DIN No.: 00338824)



Explanatory statement under Section 102 of the Companies Act, 2013

1. BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS, 2015

As regards re-appointment of Zuzar A. Kathawala, (DIN No. 00101783) referred to in Item No. 2 of the Notice under Ordinary business, the following disclosures are made for the information of the shareholders:

Mr. Zuzar A. Kathawala, (DIN No. 00101783) retire by rotation at the ensuing 33rd Annual General Meeting and being eligible, offers himself for reappointment. Mr. Zuzar A. Kathawala represents the Promoter Group and holds 798900 Equity Shares of the Company aggregating to 16.52 % of the total paid up share capital of the company.

Name of Director	Mr. Zuzar A. Kathawala
Age (years)	64
Qualifications	B.Com, LLB
Expertise	Kathawala has been running business in India for over 35 years with concerns manufacturing, real estate, media and education.

Mr. Zuzar A. Kathawala- Other Directorships:

Sr. No.	Name of the Company	Board Position Held
01	Sara Jahan Initiatives Private Limited	Director
02	General Machinery and Technical Services Limited	Director
03	M' cons Media Marketing Private Limited	Director
04	Shimiz Private Limited	Director

Mr. Zuzar A. Kathawala- Committee Position Held:

Sr. No.	Name of the Company	Name of the Committee	Position Held
01	Union Quality Plastics Limited	Audit Committee Risk and Management Committee	Member Member

2. Appointment of Statutory Auditor

As regards appointment of statutory auditors referred to in Item No. 3 under Ordinary business of the Notice, the following disclosures are made for the information of the shareholders

As per the provisions of section 139 of the Companies Act, 2013, no listed company shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provided for an additional transition period of three years from the commencement of the Act i.e. 01st April 2014. the term of the current auditors viz M/s. Parekh Shah & Lodha, Chartered Accountants (Firm Registration No.107487W), Mumbai expires at the conclusion of the ensuing annual general meeting.

The Board of Directors at its meeting held on 28th August, 2017, based on the recommendation of the Audit Committee has recommended the appointment of NSVR & Associates LLP, Chartered Accountants, Hyderabad (Firm Registration No. 008801S/S200060), as the statutory auditors of the Company for approval by the members.

NSVR & Associates LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3) (g) of the Act and that they are not disqualified to be appointed as statutory auditors, in terms of section 143 of the Act.

NSVR & Associates LLP, Chartered Accountants will be appointed as the statutory auditors of the Company for a period of five years, from the conclusion of this annual general meeting until the conclusion of the annual general meeting of the Company to be held for the F.Y. 2021-2022 subject to ratification by shareholders at each annual general meeting to be held hereafter, on a remuneration as may be determined by Board of Directors.

**Brief profile of the Auditors is as under:**

NSVR & Associates LLP, Chartered Accountants, Hyderabad (Firm Registration No. 008801S/S200060) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The audit firm was established in the year 2017 as Limited Liability Partnership firm (LLP) incorporated in India and formerly known as Nekkanti Srinivasu & Co. It has registered office at Flat No.202, Nestcon Gayatri, Plot No.28 Panchavati Cooperative Society, Road No.10, Banjara Hyderabad Hyderabad TG 500034 IN. It is primarily engaged in providing audit and assurance services to its clients.

None of the directors or key managerial personnel or their relatives are concerned or interested in the said resolution. The Board commends the resolution for approval.

Registered Office:

**Plot No. 42, 4th Floor, Cambatta Build.,
East Wing, Sir Jamshedji Tata Road,
Churchgate, Mumbai- 400020.**

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

Place: Mumbai

Date: 28th August, 2017

**Zuzar Kathawala
Managing Director
(Din No.: 00101783)**

**Durriya Kathawala
Director
(DIN No.: 00338824)**



DIRECTORS' REPORT

The Directors have pleasure in presenting their 33rd Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2017.

1. FINANCIAL PERFORMANCE & OPERATIONS:

(Rs. In Lacs)

Particulars	31 st March 2017	31 st March 2016
Turnover (including other income)	4322.26	4712.78
Profit before Other Income, Depreciation & Interest	285.76	633.43
Less:		
Depreciation	18.46	21.38
Interest	111.40	63.42
Profit/(Loss) before Tax	155.90	548.63
Less:		
Provision for taxation	13.91	(0.79)
Profit/(Loss) for the year ended	141.99	549.42
Add:		
Profit brought forward from the previous year	--	--
Available for appropriation	--	--
Appropriations:		
Transfer to General Reserve	--	--
Transfer to Debenture Redemption Reserve	--	--
Dividend from Own shares	--	--
Transfer to Capital Reserve	--	--
Transfer to foreign Currency Translation Reserve	--	--
Adjustment to minority interest	--	--
Dividend (Proposed) Equity Shares	--	--
Tax on Dividend	--	--
Other adjustments	--	--
Balance carried to Balance Sheet	141.99	549.42

Total income for the year has decreased from ₹ 4712.78 Lakhs (F.Y.2015-16) to ₹ 4322.26 Lakhs (F.Y.2016-17) and profit after tax has decreased from ₹ 549.42 Lakhs (F.Y.2015-16) to ₹ 141.99 Lakhs (F.Y.2016-17).

2. DIVIDEND:

In view of accumulated losses by company, your Directors had not recommended any dividend for this year.