



UNION QUALITY PLASTICS LTD

31st Annual Report

2014 - 2015

UNION QUALITY PLASTICS LIMITED

2014 - 15

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. Zuzar A. Kathawala Chairman & Managing Director Mrs. Durriya Z. Kathawala Women 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 Limited
AUDITORS	:	M/S. Parekh Shah & Lodha, Mumbai Chartered Accountants, M/s. K.V. Rao & Co., Pune 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 5th Floor, 502, AGH Chambers, 379/381 Narsi Natha Street, Mumbai- 400009.
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 FIRST ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, SEPTEMBER 30TH, 2015 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, 502, AGH CHAMBERS, 379/381, NARSI NATHA STREET, 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, 2015 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 Kathawala (DIN No. 00101783) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditor

To consider and if though 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. **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 196, 197 & 203 of the Companies Act, 2013 read with Schedule V of the said Act (including any amendment, modification, variance or re-enactment thereof), and subject to approval of the Central Government ,if any, the approval of the Company be and is hereby accorded to the appointment of Mr. Zuzar A. Kathawala (DIN No. 00101783) as the Managing Director of the Company for a period of five years effective from 01st April, 2015 to 31st March, 2020 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

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

“RESOLVED THAT Pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, read with Schedule IV of the Act,



Mrs. Naseem Arsiwala, Director holding DIN -02458352, who has submitted the declaration that she meet the criteria for independence as provided in section 149 (6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent director of the Company for the period of 5 years effective from 1st April, 2015.

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

“RESOLVED THAT Pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, read with Schedule IV of the Act, Mr. Rameshchandra Mishra, Director holding DIN -05149916, who has submitted the declaration that he meet the criteria for independence as provided in section 149 (6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent director of the Company for the period of 5 years effective from 01st April, 2015.

appointment, be and is hereby appointed as an Independent director of the Company for the period of 5 years effective from 1st April, 2015.

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

“RESOLVED THAT Pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, read with Schedule IV of the Act, Mr. Rameshchandra Mishra, Director holding DIN -05149916, who has submitted the declaration that he meet the criteria for independence as provided in section 149 (6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent director of the Company for the period of 5 years effective from 1st April, 2015.

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

“RESOLVED THAT pursuant to provisions of Section 168 of the Companies Act, 2013 and other applicable provisions of the Act and Rules framed there under, resignation of Mr. Jayaram Ananthnarayan (DIN No. 02340169) as Director, from the Board of Director of the Company, be and is hereby accepted with effect from 1st April, 2015.

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

“RESOLVED THAT pursuant to provisions of Section 168 of the Companies Act, 2013 and other applicable provisions of the Act and Rules framed there under, resignation of Mr. Sunil Tripathi (DIN No. 02458352) as Director, from the Board of Director of the Company, be and is hereby accepted with effect from 1st April, 2015.

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

**Registered Office:
5th Floor, 502, AGH Chambers,
379/381 Narsi Natha Street,
Masjid (W), Mumbai- 400 009**

**Place : Mumbai
Date : 26th August, 2015**

**Zuzar Kathawala
Managing Director**

**Durriya Kathawala
Director**

NOTES :

1. (a) Mr. Zuzar A. Kathawala, Directors by rotation at the ensuing 31st 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.

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	Mr. Zuzar A. Kathawala	Mr. Sunil R. Tripathi
Age (years)	63	45
Qualifications	B.Com, LLB	B.SC, Diploma in Polymer Technology
Expertise	Mr. Kathawala has been running business in India for over 35 years with concerns manufacturing, real estate, media and education.	The manufacturing unit in Umbergaon led by Sunil Tripathi. An engineer by training, Mr. Tripathi joined Union Quality Plastics in 1981.

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	Member
		Risk and Management Committee	Member

Mr. Sunil Tripathi- Committee Position Held:

Sr. No.	Name of the Company	Name of the Committee	Position Held
01	Union Quality Plastics Limited	Shareholders/shareholders grievance Committee	Member
		Risk and Management Committee	Chairman

(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 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.

(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 hereto 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 Thursday September, 24 2015 to Wednesday, September 30, 2015 (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 e- 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 e-voting shall be able to their right to vote at the meeting.
 - iii) Members who have cast their vote by remote e-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 email IDs are registered with the R & T Agents viz. Bigshare Services Private Limited/ depository participants (s)]:

1. Log on to 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 DP ID 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 demat form and had logged on to 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit 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 log on 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 helpdesk.evoting@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 Sunday 27th September, 2015 (9.00 A.M.) and ends on Tuesday 29th September, 2015 (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 (record date) of 23rd September, 2015 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.

Information as required in terms of Section II of Part II of Schedule V of the Companies Act, 2013 is furnished below:

I GENERAL INFORMATION:

1. Nature of Industry : Packaging & Container
2. Date of Commencement of commercial production : N.A.
3. In case of new Companies, expected date of commencement of : N.A.
activities as per project approved by Financial Institution appearing in the Prospectus
4. Financial Performance



Financial Parameters of the Company for the last five financial years:

Sr. No.	Particulars	Year				
		2010-11	2011-12	2012-13	2013-14	2014-15
(1)	Paid-up Capital	483.50	483.50	483.50	483.50	483.50
(2)	Reserves & Surplus	(1599.91)	(15502.79)	(1488.95)	(1425.49)	(1844.72)
(3)	Turnover	3597.93	2827.75	3232.52	3816.12	3034.52
(4)	Net Profit	279.36	49.64	61.33	63.46	(394.63)
(5)	Amount of Dividend	--	--	--	--	--
(6)	Rate of Dividend Declared	Nil	Nil	Nil	Nil	Nil

5. Foreign Investments or Collaborators, if any : N.A.

II. Disclosures:

Disclosure required to be made pursuant to point IV of Part A of Section II of Part II of Schedule V to Companies Act, 2013 have been made in the Corporate Governance Report for the 12 months period ended 31st March, 2015.

**Registered Office:
5th Floor, 502, AGH Chambers,
379/381 Narsi Natha Street,
Masjid (W), Mumbai- 400 009**

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

**Place : Mumbai
Date : 26th August, 2015**

**Zuzar Kathawala
Managing Director**

**Durriya Kathawala
Director**

Explanatory statement under Section 102 of the Companies Act, 2013

Item No.:- 04 of the Notice:

Mr. Zuzar Kathawala has been associates with the Company since 1985 and currently holds all responsibility for the working of the Company. Keeping view the contribution made by Mr. Zuzar Kathawala for the growth of the Company, the Board of Directors of the Company and the Remuneration Committee have recommended the re-appointment of Mr. Zuzar Kathawala for a period of five (5) years effective from 01st April, 2014 to 31st March, 2020 on the following term and conditions:

1. **Salary:** Rs. 1, 80,000/- per month.
2. **Perquisites:** Mr. Zuzar Kathawala will not be entitled to the perquisites.

Mr. Zuzar A. Kathawala, the Managing Director of the Company and relatives of Mr. Zuzar A. Kathawala may be deemed to be interested in the resolution.

Item Nos. 5 & 6 of the Notice:

Pursuant to Section 149 and 152 of the Companies Act, 2013 it is mandatory for the Company to appoint Mrs. Naseem Arsiwala and Mr. Rameshchandra Mishra, Independent Director for a period of 5 years i.e. from 01st April, 2015.

The Nomination and Remuneration Committee in their meeting held on 26th August, 2015 has recommended the aforesaid Independent Directors for a period of 5 years from 01st April, 2015.

Mrs. Naseem Arsiwala and Mr. Rameshchandra Mishra, Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act and the Rules frame there under read with Schedule IV of the Act for their respective appointment as an independent director.

Item Nos. 7 & 8 of the Notice:

Pursuant to Section 168 of the Companies Act, 2013, Mr. Jayram Ananthanarayanan and Mr. Sunil Tripathi, resigned from directorship of the Company.

Mr. Ananthanarayanan Jayram and Mr. Sunil Tripathi, Directors of the Company, have informed through resignation letter to the Board that they resigned from the Board effective from 01st April, 2015.

Registered Office:
5th Floor, 502, AGH Chambers,
379/381 Narsi Natha Street,
Masjid (W), Mumbai- 400 009

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

Place : Mumbai
Date : 26th August, 2015

Zuzar Kathawala
Managing Director

Durriya Kathawala
Director



DIRECTORS' REPORT

The Directors have pleasure in presenting their 31st Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2015.

1. FINANCIAL PERFORMANCE & OPERATIONS:

(Rs. In Lacs)

Particulars	31st March, 2015	31st March, 2014
Turnover (including other income)	3034.52	3816.52
Profit before Other Income, Depreciation & Interest	(290.52)	148.94
Less:		
Depreciation	27.38	33.94
Interest	64.04	51.55
Profit/(Loss) before Tax	(381.94)	63.46
Less:		
Provision for taxation	12.68	00.00
Profit/(Loss) for the year ended	(394.63)	63.46
Add:		
Profit brought forward from the previous year	00.00	00.00
Available for appropriation	00.00	00.00
Appropriations:		
Transfer to General Reserve	00.00	00.00
Transfer to Debenture Redemption Reserve	00.00	00.00
Dividend from Own shares	00.00	00.00
Transfer to Capital Reserve	00.00	00.00
Transfer to foreign Currency Translation Reserve	00.00	00.00
Adjustment to minority interest	00.00	00.00
Dividend (Proposed) Equity Shares	00.00	00.00
Tax on Dividend	00.00	00.00
Other adjustments	00.00	00.00
Balance carried to Balance Sheet	(394.63)	63.46

Total income for the year has decreased to Rs. 3034.52 Lacs from Rs. 3816.52 Lacs in the previous year and profit after tax decreased to Rs. (394.63) Lacs from Rs. 63.40 Lacs in the previous year. The Company is taking further measures to increase its market demand.

2. DIVIDEND:

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



3. SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2015 was 4.82 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

4. FIXED DEPOSIT:

The Company did not invite or accept deposit from public during the year under review.

5. ECONOMIC SCENARIO AND OUTLOOK:

Outlook for 2015-16:-

- The macroeconomic situation in India has improved significantly during the current year, Also, acceleration in services and manufacturing growth in the face of subdued global demand conditions point to the strengthening of domestic demand.
- However, concerns surrounding the construction and mining activities in the Country still exist. Agriculture also suffered due to poor and unstable monsoon, but there are no indications of its spill over the next year.
- In the light of the government's commitment to reforms, outlook for domestic macroeconomic parameters is generally optimistic and substantial growth is in the realm of possibility in 2015-16.
- Oil prices are expected to remain low in short term on account of weak global demand and increased supplies.
- Global commodity prices have been declining and expected to remain weak in 2015 owing to low international demand and comfortable supply.

CHALLENGES 2015-16:

- There is need for increased investment in agriculture and food sector in various areas such as research, education, extension, irrigation, organic farming, fertilizers and laboratories to test soil, water and commodities, are housing and cold storage.
- There is need to bring states on board for creating national common market for agriculture commodities.
- There is need for increase investment in renewable energy plants along with nuclear energy and traditional methods of generating power.
- There is need unique infrastructural facility which can make sure to investors and all citizens of country for uplift their standard of living and easy connectivity of every elements of economy.
- Another challenge is an urbanization because in the world at every week 10 million people moving toward the cities from the villages.

6. PLASTICS INDUSTRY OUTLOOK AND OPPORTUNITIES:

The year 2014-15 was a challenging year for the Company due to the unstable market conditions. High volatile in raw materials supply as well as prices variation lead to fluctuation in production capacity. There was shortage of raw material supply especially in last quarter due to shut down of plant by major refinery in India. There is increase in competition due to new entrant in these overcrowded industries that leads to lower margin of our products. The Company is taking all necessary steps to maintain the optimum level of production and provide best service to customers. The company is looking for new Agri base product to serve the industry where margin is higher and completion is less.



7. QUALITY MANAGEMENT:

The company is committed to supply products and services confirming 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.

8. PARTICULARS OF EMPLOYEE:

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided on request.

9. DIRECTORS:

In pursuance of the Companies Act, 2013 and Articles of Associations of the Company Mr. Zuzar Kathawala retires by rotation and being eligible, offer the himself re- appointment.

10. DIRECTORS RESPONSIBILITY STATEMENTS:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 (3) (C) of the Companies Act, 2013:

- a. That in the preparation of the annual financial statements for the year ended March 31, 2015 the applicable accounting standards have been followed along with proper explanation relating to materials departures, if any;
- b. that such accounting policies as mentioned in Notes of the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the Profit/(Loss) of the Company for the year ended on that date.
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- d. that the annual financial statement have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliances with the provisions of all applicable laws were in place and were adequate and operating efficiency.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 is given below;

A. Conservation of Energy:

Continues 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.



B. 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 method which will help in reducing the consumption of energy, increase in input/ output ration 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 | : | No |
| c. Has technology been fully absorbed | : | N.A. |
| d. If not fully absorbed, areas where
this has not taken place, reasons
therefore and future plans of actions | : | N.A. |

C. Foreign Exchange:

The foreign exchange used and earned during the year:

Particulars	Current Period	Previous Period
Foreign Exchange Earning	156.32	187.42
Foreign Exchange Outgo	60.00	92.97

12. AUDITORS:

1.) STATUTORY AUDITOR:-

The Company's Auditors, Messrs Parekh Shah & Lodha, Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. As required under Clause 49 of the Listing Agreement, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

2.) SECRETARIAL AUDITOR:-

Pursuant to Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Messrs K.V. Rao & Co., a firm Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

13. AUDITORS OBSERVATION:

The comment of the auditors in their reports is self explanatory and need no further clarification. And Management also trying to comply which is requires as per the laws applicable to the Company.

14. CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the company, together with certificate from the company's Auditors confirming compliances from an integral part of this report.

**15. ACKNOWLEDGEMENTS:**

Your Directors thanks all its valued customers and various Governments, Semi- Government and Local Authorities, Suppliers and other business associates. Your Directors appreciate continued support from Banks and Financial Institutions and look forward to their co-operation in the future. Your Directors place on record their appreciation of the dedicated efforts put in by the employees at all levels and wish to thanks and shareholders and all other stakeholders for their unstinted support and co-operation.

Registered Office:
5th Floor, 502, AGH Chambers,
379/381 Narsi Natha Street,
Masjid (W), Mumbai- 400 009

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

Place : Mumbai
Date : 26th August, 2015

Zuzar Kathawala
Managing Director

Durriya Kathawala
Director



**ANNEXURE 'A' TO BOARD'S REPORT
CSR REPORT
(NOT ALLICABLE)**



ANNEXURE 'B' TO BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

for the financial year ended March 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Union Quality Plastics Limited,
379/381, NarshiNatha Street, AGH Chambers,
5th Floor, Mumbai, Maharashtra, 400009, India.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Union Quality Plastics Limited having CIN No.:U25209MH1984PLC033595 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Union Quality Plastics Limited for the financial year ended on March 31, 2015 according to the provisions of;

- (i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of foreign direct investment, overseas direct investment and external commercial borrowing;

(Not Applicable during the Audit period)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(Not Applicable during the Audit period)

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(In the absence of adequate information/records, I am unable to report whether the Company has complied)

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



(Not Applicable during the Audit period)

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(Not Applicable during the Audit period)

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(Not Applicable during the Audit period)

- (e) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

(In the absence of adequate information/records, I am unable to report whether the Company has complied)

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(Not Applicable during the Audit period)

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(Not Applicable during the Audit period)

- (vi) Other Laws applicable to the Company;

Based on explanation given by the Company about the nature of Business there are no any other specifically applicable laws or any special laws applicable to the Company which operates in sector of Containers & Packaging Industry.

I have also examined compliance with the applicable clause of the following;

- (i) The Secretarial Standards issue by the Institute of Company Secretaries of India.

(Not Applicable during the Audit period)

- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange

(In the absence of adequate information/records, I am unable to report whether the Company has complied)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:

1. a. The Company has not filed e-forms 23AC, 23ACA and 20B relating to financial year 2013-14 which has to be filed during the period 2014-15.
- b. Form MGT-14 is not filed relating to approval of Board report and financial results.
- c. the Company has not filed AGM Report in form MGT-15 in Form GNL-2 with the Registrar of Companies relating to Annual General Meeting conducted during the financial year 2014-15.
- d.. MGT-14 is not filed relating to Un-audited Quarterly financial statements for Quarter ended 30th September 2014 and 31st December 2014.
- e.. The company has not filed form ADT-1 relating to appointment of Auditor.
- f.. The Company has not filed form MGT-14 relating to Appointment of Internal Auditor.
- g.. Appointment of Managing Director and Managerial remuneration are not in compliance with Companies Act, 2013.
- h. Independent director's stand disqualified during the financial year 2014-15.



- i. The company has received notice from Registrar of Companies, Mumbai relating to filing of CHG-4 for satisfaction of charge(s), Company has not complied the instructions issued by Registrar of Companies, Mumbai during the period of 2014-15.
 - j. The Company has taken Secured Long-Term Borrowings of `12,94,23,064 (balance as on 31.03.2015) from Ambient Media Private Limited and have created Charge on assets of the Company but e-form CHG-1 is not filed.
 - k. Website of the Company is not properly updated.
 - l. Transactions relating to unsecured loans to and from parties are not in compliance with Companies Act, 2013.
 - m. The books, papers, minute books, forms, records, registers, returns filed and other records are not maintained properly due to which sufficient information is not available relating to transactions occurred are in compliance of the applicable laws or not.
2. a. The Company has not constituted an internal complaints Committee as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

I further report that

The Board of Directors of the Company is not constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as The independent Directors stand disqualified during the financial year 2014-15 due to non-compliance of applicable provisions of laws. There were no changes in the composition of the Board of Directors that took place during the period under review.

I further report that

Adequate notice(s) were not given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were not sent at least seven days in advance, and a system does not exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. All decision at Board Meetings and Committee Meetings are carried through while the dissenting members' views are not captured and recorded as part of the minutes.

I further report that there are no adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that During the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above

For K. V. Rao & Co.
Company Secretaries

K. Venugopalrao
Proprietor
ACS: 32965
CP: 12120

Mumbai
26th August, 2015

Note: This report is to be read with my letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

“ANNEXURE A”

To,
The Members,
Union Quality Plastics Limited,
379/381, Narshi Natha Street,
AGH Chambers, 5th Floor,
Mumbai, Maharashtra, 400009, India.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For K. V. Rao & Co.
Company Secretaries

K. Venugopalrao
Proprietor
ACS: 32965
CP: 12120

Mumbai

Date: 26th August, 2015



FORM NO. MGT9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L25209MH1984PLC033595
2.	Registration Date	28/07/1984
3.	Name of the Company	Union Quality Plastics Limited
4.	Category/Sub-category of the Company	Company Having Shares Capital
5.	Address of the Registered office & contact details	5th Floor, 502, AGH Chambers, 379/381 Narsi Natha Street, Masjid (W), Mumbai- 400009, Maharashtra, India.
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E2/3, Ansa Industrial Estate Saki Vihar Road, Saki Naka Andheri (East), Mumbai- 400 072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products	NIC Code of the Product/service	% to total turnover of the company
1	Tarpaulin - (Manufacturing of packaging products of plastics)	25202	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products	NIC Code of the Product/service	% to total turnover of the company
1	Nil		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of of Shares	No. held at the beginning Shareholders of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Phy- sical	Total	% of Shares	Demat	Phy- sical	Total	% of Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	2098900	0	2098900	43.41	2098900	0	2098900	43.41	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0	0.00
c) State Govt. (s)	0	0	0	0.00	0	0	0	0	0.00
d) Bodies Corp.	564800	0	564800	11.68	564800	0	564800	11.68	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
f) Any other	0	0	0	0.00	0	0	0	0	0.00
Total shareholding of Promoter (A)	2663700	0	2663700	55.09	2663700	0	2663700	55.09	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	1400	1400	0.03	0	1400	1400	0.03	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0.00	00	0	0	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g) FIIs	0	0	0	0.00	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0	0.00
Sub-total (B)(1):-	0	1400	1400	0.03	0	1400	1400	0.03	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	5500	5500	0.11	1050	5500	6550	0.14	0.03
ii) Overseas	0	0	0	0.00	0	0	0	0	0.00
b) Individuals	0	0	0	0	0	0	0	0	00.0



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of of Shares	No. held at the beginning Shareholders of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Shares	Demat	Physical	Total	% of Shares	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	15700	1148400	1164100	24.08	33050	1143000	1176050	24.32	0.24
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	210000	378700	588700	12.18	197000	378700	575700	11.91	-0.27
c) Others (specify)									
Non Resident Indians	0	375600	375600	7.77	0	375600	375600	7.77	0.00
Overseas Corporate Bodies	0	6900	6900	0.14	0	6900	6900	0.14	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0	0.00
Clearing Members	0	0	0	0.00	0	0	0	0	0.00
Trusts	0	0	0	0.00	0	0	0	0	0.00
Employee	0	29100	29100	0.60	0	29100	29100	0.60	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0	0.00
Sub-total (B)(2):-	225700	1944200	2169900	44.88	231100	1938800	2169900	44.88	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2889400	1945600	4835000	100.00	2894800	1940200	4835000	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0.00
Grand Total (A+B+C)	2889400	1945600	4835000	100.00	2894800	1940200	4835000	100	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company shares	% of company Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company shares	% of company Shares Pledged / encumbered to total shares	
1	MR. ZUZAR KATHAWALA	798900	16.52	0	798900	16.52	0	0
2	MR. QUSAI KATHAWALA	710900	14.71	0	710900	14.71	0	0
3	M/S ADAMJI INVESTMENTS PVT. LTD.	539800	11.16	0	539800	11.16	0	0
4	MR. AHMEDALLY KATHAWALA	362800	7.50	0	362800	7.50	0	0
5	MRS. DURRIYA KATHAWALA	226300	4.68	0	226300	4.68	0	0
6	A.K.PACKAGING PVT. LTD.	25000	0.52	0	25000	0.52	0	0
	TOTAL	2663700	55.09	0	2663700	55.09	0	0

B) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year 1st April, 2014- No change for the year ended 31st March, 2015	2663700	55.09	--	--

- No changes in promoter's shareholdings

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Mrs. Madhuben Dhirajlal Gandhi				
	At the beginning of the year 01 April, 2014	197100	4.08	-	-
	Date wise Increase / Decrease				
	06-03-2015 - Sale	(100)	0.00	19700	4.07
	At the end of the year 31st March, 2015	197000	4.07	-	-



SN.	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
02	Mr. Raj Kumar Singh				
	At the beginning of the year 01 April, 2014	138000	2.85	-	-
	At the end of the year 31st March, 2015	138000	2.85	-	-
03	Mr. Mohammed Siddique Abdul Gaffar				
	At the beginning of the year 01 April, 2014	100000	2.07	-	-
	At the end of the year 31st March, 2015	10000	1.07	-	-
04	Mr. Gopi R. Didwania				
	At the beginning of the year 01 April, 2014	99000	2.05	-	-
	At the end of the year 31st March, 2015	99000	2.05	-	-
05	Mrs. Ashadevi				
	At the beginning of the year 01 April, 2014	70000	1.45	-	-
	At the end of the year 31st March, 2015	70000	1.45	-	-
06	Mrs. Nirupama Shah				
	At the beginning of the year 01 April, 2014	53100	1.10	-	-
	At the end of the year 31st March, 2015	53100	1.10	-	-
07	Mr. Devji Bhudia				
	At the beginning of the year 01 April, 2014	25000	0.52	-	-
	At the end of the year 31st March, 2015	25000	0.52	-	-
08	Mr. Shekhar Bhansali				
	At the beginning of the year 01 April, 2014	20000	0.41	-	-
	At the end of the year 31st March, 2015	20000	0.41	-	-
09	Mrs. Deepali Divyesh Shah				
	At the beginning of the year 01 April, 2014	12900	0.27	-	-
	20-06-2014 – Sale	12900	0.27	0	0.00
	At the end of the year 31st March, 2015	0	0.00	-	-
10	Mr. Ashok Lildhar Shah				
	At the beginning of the year 01 April, 2014	11600	0.24	-	-
	At the end of the year 31st March, 2015	11600	0.24	-	-

E) Shareholding of Directors and Key Managerial Personnel:

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Mr. Zuzar A. Kathawala				
	At the beginning of the year 1st April, 2014-				
	No change for the year ended 31st March, 2015	798900	16.52	--	--
02	Mrs. Durriya Z.Kathawala				
	At the beginning of the year 1st April, 2014-				
	No change for the year ended 31st March, 2015	226300	4.68	--	--

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding	Unsecured Loans	deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	15,34,46,715	7,15,50,985	00	22,49,97,700
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	15,34,46,715	7,15,50,985	00	22,49,97,700
Change in Indebtedness during the financial year				
* Addition	2,39,98,674	00	00	2,39,98,674
* Reduction	00	2,16,01,317	00	2,16,01,317
Net Change	2,39,98,674	2,16,01,317	00	23,97,357
Indebtedness at the end of the financial year				
i) Principal Amount	17,74,45,389	4,99,49,668	00	22,73,95,057
ii) Interest due but not paid	0	0	00	00
iii) Interest accrued but not due	0	0	00	00
Total (i+ii+iii)	17,74,45,389	4,99,49,668	00	22,73,95,057



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Zuzar Kathawala	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,00,000	20,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission - as % of profit - others, specify...	--	--
5	Others, please specify	--	--
	Total (A)	20,00,000	20,00,000
	Ceiling as per the Act*	20,00,000	*30,00,000

* As per the Schedule V of the Companies Act, 2013.

B. Remuneration to other directors:- NOT APPLICABLE

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:-

S.N.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	00
	(b) Value of perquisites u/s 17(2) Income- tax Act, 1961	---			--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--			--
2	Stock Option	--			--
3	Sweat Equity	--			--
4	Commission	--			--
	- as % of profit	--			--
	others, specify...				--
5	Others, please specify	--	--	--	--
	Total	00	Nil	Nil	00

VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
B. DIRECTORS					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				



CORPORATE GOVERNANCE:

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 Exchange, the details of governance including compliances by the company with the provisions of Clause 49 are as under.

1. BOARD OF DIRECTORS:

As on 31.03.2015, 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:- 13th May, 2014, 29th July, 2014, 05th August, 2014, 06th November, 2014, 09th February, 2015 and 31st March, 2015.

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 31.03.2015) and the attendance of the Directors are given below.

Name of the Director	Category of the Director	No. of other Director-ship(*)	No. of Board meeting Attendance	Attended at the AGM
Zuzar Kathawala	Managing Director	05	06	Yes
Durriya Kathawala	Women Director	04	06	Yes
Sunil Tripathi	Executive Director	Nil	06	Yes
Ananthanarayan Jayram	Independent Director	01	04	Yes
Naseem Arsiwala	Independent Director	Nil	05	Yes
Rameshchandra Mishra	Independent Director	Nil	05	Yes

*Excludes directorship held in Foreign Companies, Companies u/s 8 of the Companies Act, 2013.

*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.

Details 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 and one executive director and one Independent director as member of the Committee.

During the relevant financial year, Four Audit Committees were held on 13th May, 2014, 29th July, 2014, 06th November, 2014, and 09th February, 2015.

The Constitution of the Committee (as on 31.03.2014) and the attendance of each member of the Committee is given below.

Name of the Member	Category	No. of Meeting	Attendance (No.)
Mrs. Naseem Arsiwala	Chairman	04	04
Mr. Jayaram Anantha Narayan	Member	04	04
Mr. Ramesh Chandra Mishra	Member	04	04

3. SHARE HOLDERS GRIEVANCE/SHARE TRANSFER COMMITTEE:

SHARE HOLDERS'S GRIEVANCES COMMITTEE

During the year two committee meetings were held on 05th August, 2014, and 31st March, 2015. Share Holders Grievances Committee consists of Independent Director as chairman, and one Executive Director and one Independent Director as members.

The data for the year as follows: No Complaints received from share holders/ Exchange during the year 2015 unresolved complaints.

The constitution of the Committee as on today as under:

Name of the Member	Category	No. of Meeting	Attendance (No.)
Mr. Rameshchandra Mishra	Chairman	02	02
Mr. Sunil Tripathi	Member	02	02
Mrs. Naseem Arsiwala	Member	02	02

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 AND NOMINATION COMMITTEE:

The total strength of the 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 executive director and two independent directors as member of the Committee.

During the relevant financial year, Four Remuneration and Nomination Committee meetings were held on 05th August, 2014 and 31st March, 2015.

The Constitution of the Committee (as on 31.03.2015) and the attendance of each member of the Committee is given below.

Name of the Member	Category	No. of Meeting	Attendance (No.)
Mr. Naseem Shabir Arsiwala	Chairman	04	04
Mr. Rameshchandra Mishra	Member	04	04
Mr. Jayaram Anantha Narayan	Member	04	04



5. RISK MANAGEMENT COMMITTEE:

During the relevant financial year, two risk management committee meetings were held on 05th August, 2014 and 31st March, 2015.

Name of the Member	Category	No. of Meeting	Attendance (No.)
Mr. Sunil Tripathi	Chairman	02	02
Mr. Zuzar Kathawala	Member	02	02
Mr. Sanjay Trivedi	Member	02	02

6. INTERNAL COMPLAINT COMMITTEE:

As per the Section 4 of Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013 during the relevant financial year, Internal Complaint Committee has been constituted for the purpose of prevention and maintain the secure safe environment free from sexual harassment as per the Article 21 of the Constitution of India.

Sr. No.	Name of the Member	Designation	Category
01	Mrs. Durriya Kathawala	Woman Director	Chairman
02	Mrs. Naseem Arsiwala	Independent Director	Member
03	Mr. Sanjay Trivedi	Chief Operating Officer	Member

7. OTHER DETAILS /INFORMATION:

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

Year	Date	Location	Time
2013-14	30th September, 2014	Registered Office- 502, 5th Floor, AGH Chambers, 379/381 Narsi Natha Street, Mumbai- 400 009.	11.00 A.M.
2012-13	30th September, 2013	Registered Office- 502, 5th Floor, AGH Chambers, 379/381 Narsi Natha Street, Mumbai- 400 009.	11.00 A.M.
2011-12	30th September, 2012	Registered Office- 502, 5th Floor, AGH Chambers, 379/381 Narsi Natha Street, Mumbai - 400 009.	10.00 A.M.

The Company has not used Postal Ballot.

• 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. 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 NARSI NATHA STREET, MASJID, MUMBAI 400 009.	30-09-2015	10.00 AM

b) Financial Year ending 31st March, 2015.

c) Book closure date 24.09.2015 to 30.09.2015, (both the days inclusive)

d) Listing on stock exchanges. : The shares are listed in Bombay Stock Exchange.

e) Distribution schedule as on 31.03.2015

Category	Number of Shareholders	% (percentage)	Number of Shares Held	% (Percentage)
Upto – 500	2051	80.30	520950	10.77
501-1000	207	8.10	155200	3.21
1001-2000	153	5.99	214050	4.43
2001-3000	53	2.08	139200	2.88
3001-4000	14	0.55	48600	1.00
4001 – 5000	14	0.55	61100	1.37
5001 - 10000	37	1.45	236500	4.89
10001 and above	25	0.98	3454400	71.45
Total	2554	100.00	4835000	100.00

a) Share price movements: (01April, 2015 to 31st March, 2015)

Sr. No.	Month	Low	High
01	September- 2014	1.71	1.79
02	December-2014	1.87	1.87
03	February- 2015	1.96	2.05
04	March- 2015	2.15	2.98

b) SHARE HOLDING PATTERN AS ON 31.03.2015

Category	No. of shares	% of equity
Promoter Group	2663700	55.09%
Resident Body Corporate	6555	0.14%
Banks/FI/FII/MF/Trust	1400	0.03%
NRI/OCB	382500	7.91%
Employee	29100	0.60%
Public	1751750	36.23%
Total	4835000	100.00%



- c) Share holdings of Independent Directors (Name -----No. of Shares)
NIL
- d) Share transfer system: Physically Processed by R& T Agent Big Shares Services Pvt. Ltd.
- e) The Company has not proposed / declared any dividend during the year.
- f) Financial Year: 01.04.2014 to 31.03.2015
For the current financial year, following is the calendar (tentative and subject to change)
Financial reporting for 31st March, 2015:
- 1st Quarter 30.06.2014
 - 2nd Quarter 30.09.2014
 - 3rd Quarter 31.12.2014
 - Financial year closing: 31.03.2015
 - 4th Quarter – 31.03.2015
- g) Plant Location: Plot No. 204 & 205, G.I.D.C. Industrial Estate, Umbergaon – 396171 Dist. Valsad, Gujarat State, (India) Tele Fax (0260) 2562591.
- h) Address for correspondence
- Regd Office: 502, A.G.H.Chambers, 379/381, Narsi Natha Street, Masjid, Mumbai – 400 009
 - E-mail id of the Company : uqpl_india@yahoo.co.in
 - E-mail id of the Compliance officer : cs.joge@unionqualityplastics.com/
info@unionqualityplastics.com
 - Telephone No: 23449885/86
 - Fax: 23401643
- i) Share Transfer Agents: - BIGSHARE SERVICES PVT.LTD.
E/2 ANSA INDUSTRIAL EASTATE, SAKI VIHAR ROAD,
SAKI NAKA ANDHERI EAST
MUMBAI- 400 072
- i) Stock Code – 526799 (Bombay Stock Exchange)
- j) Dematerialization of shares & liquidity: Bulk of the shares are in physical mode, as given below:

Sr. No	Particulars	No. of shares	Percentage
1	Physical Shares	1940200	40.13%
2	Electronic Shares	2894800	59.87%
	Total	4835000	100.00%

6) DISCLOSURE

- k) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity:
- l) Conversion date and likely impact on Equity Shares: NA
- m) The details of related parties' viz.; Promoters. Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest: NA



- n) Penalties or structures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review.

NONE

- o) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.

NA

7) MANAGEMENT DISCUSSION AND ANALYSIS:

Overall review, industry Structure and Developments:

Due to the bad economic conditions and low demand side along with labour issue face by the company was unable to increase sale than previous year.

The company also making efforts to increase exports are gearing up production.

Registered Office:

**5th Floor, 502, AGH Chambers,
379/381 Narsi Natha Street,
Masjid (W), Mumbai- 400 009**

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

Place : Mumbai

Date : 26th August, 2015

**Zuzar Kathawala
Managing Director**

**Durriya Kathawala
Director**



CEO CERTIFICATION

The Board of Directors

M/S UNION QUALITY PLASTICS LIMITED

5th Floor, 502, AGH Chambers,
379/381, Narsi Natha Street,
Masjid (W) Mumbai- 400009.

Re-financial Statements for the year 2014-15 – Certification

I, Mr. Zuzar A. Kathawala, Chairman, Managing Director, on the basis of the review of the financial statements and the cash flow statements for the

Financial year ending 31.03.2015 and to the best of our knowledge and belief, thereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. 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.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31.03.2015 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
 - (a) There have been no significant changes in the international control over financial reporting during this year.
 - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the noted to the financial statements.
 - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Registered Office:

**5th Floor, 502, AGH Chambers,
379/381 Narsi Natha Street,
Masjid (W), Mumbai- 400 009**

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

Place : Mumbai

Date : 26th August, 2015

**Zuzar Kathawala
Managing Director**



DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Zuzar A. Kathawala Chairman & Managing Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31.03.2015.

Place : Mumbai

for Union Quality Plastics Limited

Date : 26th August, 2015

Zuzar A Kathawala
Chairman & Managing Director



INDEPENDENT AUDITORS' REPORT

To the Members of

UNION QUALITY PLASTICS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **M/s. UNION QUALITY PLASTICS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibilities for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015 and its profit/loss and its cash flow for the year ended on that date.



Emphasis of Matter

We draw attention to

- a) Note No. 24 (B)–14 to the financial statements which describes that the Balance of Debtors, Creditors, Loans & Advances and Investments are subject to confirmation and reconciliation, if any. Hence, the effect thereof, on Profit/ Loss, Assets and Liabilities, if any, is not ascertainable.
- b) Note No. 3 (A) (sub note 1 & 2) read with Note No 24 (B) – 13 (v) to the financial statements regarding the classification of loans taken from Ambient Media Pvt. Ltd in the Financial Statements as Secured Long Term Borrowings for the Loans repayable on demand.

Report on other Legal and Regulatory Requirement

As required by the Companies (Auditor's Report) Order, 2015 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we further report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014; subject to the non compliance by the company of the Accounting Standard 15 relating to non provision of leave salary which is being accounting by the company on cash basis instead of accrual basis (liability quantum not ascertained) and provision for gratuity is not made on actuarial basis.
- e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
 - III. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For PAREKH SHAH & LODHA

Chartered Accountants

Ravindra Chaturvedi

(Partner)

M. No. 048350

Place : Mumbai

Date : 26th August, 2015



ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors Report of even date]

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

1. In respect of its fixed assets
 - a) The Company is in the process of updating of Fixed Asset Register to show full particulars including details and situation of fixed assets;
 - b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
2. In respect of its inventories
 - a) In our opinion, the management has conducted verification of its inventory at reasonable intervals in relation to the size of the company and the nature of its business.
 - b) The procedures of verification of Inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The Company is maintaining proper records of inventory. And no discrepancies are noticed on verification between the physical stocks and book records.
3. In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013:
 - a) The company has granted loan to one party listed in the aforesaid register during the year.
 - b) According to the information and explanations given to us, the loans given by the company has been fully repaid during the year.
 - c) There is no overdue amount of more than Rs. one lacs in respect of loans to the parties covered in the above register.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and sale of goods and services. Further, on the basis of our examination of the books and records of the company, carried out in accordance with the auditing standards generally accepted in India and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct weaknesses in the aforesaid internal control system.
5. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013. Hence, the clause 3(v) of the Order is not applicable.
6. The Cost Records required to be maintained under Companies (Cost Accounts Records) Rules, 2011 have been maintained by the company during the year. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. In respect of Statutory Dues:
 - a) According to the information and explanations given to us and based on the records of the company examined by us, the company is irregular in depositing the undisputed statutory dues, including

Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ; According to the information made available to us, no undisputed arrears of statutory dues are outstanding as at 31st March 2015 for more than six months from the date when they became except for Professional Tax liability of Rs. 1,77,510/-

- b) According to the information and explanations given to us there are no amounts in respect of Sales Tax, Custom duty, Wealth tax, Excise duty and Cess that have not been deposited with the appropriate authorities on account of any dispute, except for some dues as mentioned below:-

Demand of Duties (Rs. In Lacs)	Nature of Dues	Status
Rs. 2.67	TDS	Default in TDS deposit & Late filing fees as per 26AS. The matter is pending with A.O.
Rs. 26.02	Excise Duty	Demand Notice was issued on 15.01.1997. The matter is pending with larger bench of Custom Excise & Service tax tribunal Ahmadabad.
Rs. 47.96	Excise Duty	Demand Notice was issued on 10.03.2008. The matter is in appeal with the Custom Excise & Service tax tribunal Ahmadabad. (CESTAT)
Rs. 7.20	Excise Duty	Notice was issued by commissioner of Custom & Excise on 30.11. 2012. Final order was passed on June, 2013. The company has file appeal in the Custom Excise & Service tax tribunal Ahmadabad. (CESTAT)
Rs. 79.56	Excise Duty	In the continuation of Excise raid on 25.01.2011, Show cause notice was issued by the commissioner on 14.05.2013. The same was matter of Appeal with the Appellate tribunal Ahmadabad. (CESTAT)
Rs. 57.84	Provident Fund	PF commissioner has issued notice of demand of Rs. 57.84 lacs (Rs. 44.61 lacs for penalty and Rs. 13.23 lacs for interest). The company has paid Rs.15 lacs upfront and appeal into Appellate Tribunal Delhi in 2007. In May 2011 matter disposed off in favor of the company and restricts the order up to interest only. The department has challenged the decision in 'Honorable High Court' and the same was dismissed by Single Judge Bench on 27.03.2012. Department further filed an appeal with Divisional Bench and the said bench was asked for condonation of delay in filing the appeal by PF department.

- c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
8. The Company has accumulated losses of Rs. 21,27,56,397/- as on 31st March 2015 (P.Y. Rs. 17,08,33,364/-). The company has incurred cash loss of Rs 3,54,55,713/- during the financial year (Nil during the immediately preceding financial year).



9. In our opinion, and according to the information and explanations given to us, the company has not defaulted in the repayment of any dues from any financial institution or banks and has not issued debentures.
10. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
11. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans from a bank or financial institution during the year.
12. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For PAREKH SHAH & LODHA

Chartered Accountants

Ravindra Chaturvedi

(Partner)

M. No. 048350

Place : Mumbai

Date : 26th August, 2015

BALANCE SHEET AS AT 31ST MARCH 2015

(Amount in Rs.)

	Particulars	Note	As at 31st March, 2015	As at 31st March, 2014
I	EQUITY AND LIABILITIES			
1	Shareholder's Fund			
	Share Capital	1	48,193,700	48,193,700
	Reserves and Surplus	2	(184,472,349)	(142,549,316)
			(136,278,649)	(94,355,616)
2	Non-Current Liabilities			
	Long-Term Borrowings	3	129,423,064	129,423,064
3	Current Liabilities			
	Short-Term Borrowings	4	97,971,994	95,574,636
	Trade Payables	5	106,365,149	60,055,876
	Other Current Liabilities	6	10,396,557	11,459,903
	Short-Term Provisions	7	3,078,780	1,444,650
			217,812,479	168,535,065
	TOTAL		210,956,895	203,602,513
II	ASSETS			
1	Non-current Assets			
	Fixed Assets	8		
	Tangible Assets		11,755,674	16,319,164
	Non-Current Investments	9	1,000,759	2,480,774
	Deferred Tax Assets (Net)	10	106,335	1,225,220
	Long-Term Loans And Advances	11	6,532,525	5,840,675
			19,395,293	25,865,833
2	Current Assets			
	Inventories	12	79,031,733	39,959,892
	Trade Receivables	13	90,226,623	86,042,074
	Cash And Cash Equivalents	14	5,009,111	5,032,181
	Short-Term Loans And Advances	15	16,950,993	46,625,068
	Other Current Assets	16	343,143	77,465
			191,561,602	177,736,680
	TOTAL		210,956,894	203,602,513

Significant Accounting Policies and Notes to Accounts 24

As per our report of even date

For PAREKH SHAH & LODHA

Chartered Accountants

Firm Regn No. 107487W

**FOR AND ON BEHALF OF BOARD
UNION QUALITY PLASTICS LTD.**

CA Ravindra Chaturvedi

Partner

048350

Z A Kathawala

Chairman & Managing

Director

D Z Kathawala

Director M. No.

Date : 26/08/2015

Place : Mumbai



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2015				
(Amount in Rs.)				
	Particulars	Note	Year ended 31st March, 2015	Year ended 31st March, 2014
I	Revenue from Operations	17	299,067,091	378,139,284
II	Other Income	18	4,385,324	3,512,930
III	Total Revenue (I + II)		303,452,415	381,652,215
IV	Expenses:			
	Cost of Materials Consumed	19	254,148,513	279,676,329
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(42,010,524)	(3,324,944)
	Employee Benefits Expense-	21	35,272,357	26,351,639
	Finance Costs	22	6,403,711	5,155,820
	Depreciation and Amortization Expense	8	2,738,164	3,393,640
	Other Expenses -	23	60,242,988	62,833,624
	Total expenses		316,795,209	374,086,108
V	Profit before exceptional and extraordinary items and tax		(13,342,794)	7,566,106
VI	Exceptional items:			
	Prior Period Expenses		1,815,138	-
	Gratuity on Retrenchment of Staff		23,035,945	1,220,446
VII	Profit before extraordinary items and tax (V - VI)		(38,193,877)	6,345,660
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII- VIII)		(38,193,877)	6,345,660
X	Tax Expense:			
	(1) Current Tax		-	-
	(2) Deferred Tax		1,118,885	-
	(3) (Short) / Excess Provision for Income Tax for Earlier Years		150,000	-
XI	Profit (Loss) for the period		(39,462,762)	6,345,660
XII	Earnings per equity share:			
	Basic		(8.16)	1.31
	Diluted		(8.16)	1.31

Notes, referred hereinabove, annexed to and forming part of the Financial Statements
Significant Accounting Policies and Notes to Accounts 24

As per our report of even date

For PAREKH SHAH & LODHA

Chartered Accountants

Firm Regn No. 107487W

**FOR AND ON BEHALF OF BOARD
UNION QUALITY PLASTICS LTD.**

CA Ravindra Chaturvedi

Partner

048350

Z A Kathawala

Chairman & Managing

Director

D Z Kathawala

Director M. No.

Date : 26/08/2015

Place : Mumbai

Notes annexed to and forming part of the Balance Sheet & Statement of Profit and Loss Account
(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 1		
SHARE CAPITAL		
Authorised Share Capital		
70,00,000 (P.Y. 70,00,000) Equity Shares of Rs. 10/- each	70,000,000	70,000,000
TOTAL	70,000,000	70,000,000
Issued, Subscribed and Paid up share capital		
48,35,000 (P.Y. 48,35,000) Equity Shares of Rs. 10/- each fully paid up	48,350,000	48,350,000
Less : Calls in Arrears 15,630 (P. Y. 15,630) Equity Shares of Rs. 10/- each	156,300	156,300
TOTAL	48,193,700	48,193,700

- a) A reconciliation of the number of shares outstanding at the beginning and at the end of the accounting year, is set out below:

Particulars	F.Y. 2014-2015 No. of shares	F.Y. 2013-2014 No. of shares
Equity Shares		
Equity shares at the beginning of the year	4,835,000	4,835,000
Add: shares issued during the year	-	-
Equity shares at the end of the year	4,835,000	4,835,000

- b) There are Nil (Previous year – Nil) rights, preference and restriction attaching to each class of shares including restriction on the distribution of dividend and the repayment of capital.
- c) There are nil number of shares (Previous year Nil) in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.
- d) Shares in the company held by each shareholders holding more than 5% shares, as on 31.03.2015:

Name of the Shareholder	No. of shares	Percentage (%)
Zuzar Ahmedally Kathawala (PY 7,98,900 16.52%)	798,900	16.52%
Qusai Zuzar Kathawala (PY 7,10,900 14.70%)	710,900	14.70%
Ahmedally G Kathawala (PY 3,62,800 7.50%)	362,800	7.50%
Adamji Investment Pvt. Ltd. (PY 5,39,800 11.16%)	539,800	11.16%

- e) There are nil number of shares (Previous year Nil) reserved for issue under option and contracts /commitment for the sale of shares/disinvestment including the terms and amounts.
- f) For the period of five years immediately preceding the date as at which the balance sheet is prepared



PARTICULARS	No of. Equity Shares	No of. Equity Shares (P.Y.)
Aggregate number and class of shares allotted as fully paidup pursuant to contract(s) without payment being received in cash	Nil	Nil
Aggregate number and class of shares allotted as fully paidup by way of bonus shares.	Nil	Nil
Aggregate number and class of shares bought back	Nil	Nil

- g) There are no securities issued which are convertible into equity/preference shares.
- h) There are 15630 Calls unpaid (previous year 15630) of Rs 10/- each.Calls unpaid by directors & officers of the company as on Balance Sheet date are Nil.(previous year Nil).
- i) There is no forfeiture of the shares of any class during the Financial Year (Previous Year -Nil).

Notes annexed to and forming part of the Balance Sheet & Statement of Profit and Loss Account
(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 2		
RESERVES AND SURPLUS		
Securities Premium		
Opening balance	28,440,348	28,440,348
(-) Calls in Arrears	156,300	156,300
Closing Balance	28,284,048	28,284,048
Profit and Loss Account		
Opening balance	(170,833,364)	(177,179,024)
(+) Net Profit/(Net Loss) For the current year	(39,462,762)	6,345,660
(-) Adjustment of Depreciation	(2,460,271)	-
Closing Balance	(212,756,397)	(170,833,364)
TOTAL	(184,472,349)	(142,549,316)
NOTE - 3		
LONG-TERM BORROWINGS		
A. SECURED LONG-TERM BORROWINGS		
Term Loan from Related Parties		
From Ambient Media Pvt Ltd.1	16,748,104	16,748,104
Demand Loan from Related Parties		
From Ambient Media Pvt Ltd.2	112,674,960	112,674,960
TOTAL	129,423,064	129,423,064

¹Secured by way of first charge against Factory Land and Construction thereon along with plant & machinery installed situated at Umbergaon, Gujarat. However the company has not yet registered the charge for creation of mortgage with Registrar of Companies. {Refer Note No 24 (b) (13) (v)}

²Secured by way of pari passu first charge on stock of raw materials, finished goods, consumable stores & spares, work in progress and book debts of the Company. However the company has not yet registered the charge for creation of mortgage with Registrar of Companies. No payment was made during the year (including previous financial year). Since the time of repayment was not ascertained, hence the same was considered as long term liability by the company. ({Refer Note No 24 (b) (13) (v)}

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS
(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 4		
SHORT-TERM BORROWINGS		
SECURED SHORT-TERM BORROWINGS		
Loans Repayable on Demand- From Banks		
The City Co-op Bank Ltd	48,022,325	24,023,651
(Working Capital facility from City Co-op Bank is secured by first charge on stock of raw materials, finished goods, work in progress and book debts of the company along with the personal surety & security given by the directors of the company. Further the said working facility are repayable on demand and carries interest rates at 15% p. a. on monthly rest)		
UNSECURED SHORT-TERM BORROWINGS		
Loans and Advances from Related Parties	41,547,108	62,018,534
Loans Repayable on Demand- From Other Parties	8,402,560	9,532,451
TOTAL	97,971,994	95,574,636
NOTE - 5		
TRADE PAYABLES		
Sundry Creditors	60,021,240	54,345,370
Expenses Payable	996,443	1,940,140
Advance received from Clients	45,347,465	3,770,366
TOTAL	106,365,149	60,055,876
NOTE - 6		
OTHER CURRENT LIABILITIES		
Duties & Taxes Payable	9,837,151	11,071,900
Credit Balance in Bank A/c	559,407	388,004
TOTAL	10,396,557	11,459,903
NOTE - 7		
SHORT TERM PROVISIONS		
Provision for employee benefits		
Salary & Reimbursements	3,045,086	981,070
Contribution to PF	33,694	463,580
TOTAL	3,078,780	1,444,650

NOTE - 8
FIXED ASSETS
 (in Rupees)

Description	GROSS BLOCK (AT COST)			DEPRECIATION				NET BLOCK		
	As at 01.04.2014	Additions	Deductions	As at 31.03.2015	01.04.2014	For the year	Deductions	Adjustment due to revaluations/ (Impairments)	As At 31.03.2015	As at 31.03.2014
i. TANGIBLE ASSETS										
Lease Hold Land	2,252,550	-	-	2,252,550	-	-	-	-	2,252,550	2,252,550
Factory Building	23,062,287	-	-	23,062,287	17,551,411	551,088	-	-	18,102,499	4,959,788
Plant and Machinery Equipments	81,073,308	650,050	-	81,723,358	73,254,091	1,947,397	-	2,171,450	77,372,938	4,350,420
Electrical Installations	4,018,752	-	-	4,018,752	3,975,562	-	-	43,190	4,018,752	-
Furnitures & Fixtures	769,152	-	-	769,152	589,620	6,311	-	167,065	762,996	6,156
Office Equipment	703,222	53,052	-	756,274	427,618	135,174	-	70,831	633,623	122,651
Staff Quarters	174,736	-	174,736	-	80,761	1,175	81,936	-	-	-
Computer Hardware	505,597	24,643	-	530,240	436,828	55,648	-	7,735	500,211	30,029
Air Conditioner	39,798	-	-	39,798	9,209	17,474	-	-	26,683	13,115
Generator	54,500	-	-	54,500	9,638	23,897	-	-	33,535	20,965
TOTAL	112,653,902	727,745	174,736	113,206,911	96,334,738	2,738,164	81,936	2,460,271	101,451,237	11,755,674
TOTAL	111,058,713	1,595,189	-	112,653,902	92,941,098	3,393,640	-	-	96,334,738	16,319,164
										18,117,615

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS
(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 9		
NON-CURRENT INVESTMENTS		
Non Trade Investments - As per annexure 9A (Valued at Cost and Certified by the Management)		
Investment in Equity instruments/Mutual Funds		
Quoted Investment in Equity	366,632	366,632
Aggregate amount of quoted investments (Market value of Rs 3,33,684 (Previous Year Rs 2,72,004))		
Quoted Investment in Mutual Funds	-	1,675,000
Aggregate amount of mutual funds (Market value of Rs. Nil (Previous Year Rs.24,85,457))		
Unquoted Investment		
Investments in Shares and NCD	619,127	619,127
Investments in Government or Trust securities	15,000	15,000
Less : Provision for diminution in the value of Investments	-	194,985
TOTAL	1,000,759	2,480,774
NOTE - 10		
DEFERRED TAX ASSETS		
Opening Balance - Assets/(Liabilities)	1,225,220	1,225,220
Add: Arised During the year	(1,118,885)	-
Closing Balance - Assets / (Liabilities)	106,335	1,225,220
NOTE - 11		
LONG-TERM LOANS AND ADVANCES		
Security Deposits	6,532,525	5,840,675
TOTAL	6,532,525	5,840,675
NOTE - 12		
INVENTORIES		
(As taken, valued at Cost and certified by the Management)		
Raw Materials and components	4,425,237	7,703,102
Work in Progress	1,679,000	1,794,500
Finished goods	72,002,597	29,876,573
Stores and spares	924,899	585,717
TOTAL	79,031,733	39,959,892



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS
(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 13		
TRADE RECEIVABLES		
Trade receivables - Unsecured Considered Good (outstanding for a period less than six months from the date they are due for payment)	75,741,372	73,177,731
Trade receivables - Unsecured Considered Good (outstanding for a period exceeding six months from the date they are due for payment)	14,485,250	12,864,343
TOTAL	90,226,623	86,042,074
NOTE - 14		
CASH & CASH EQUIVALENTS		
Balance with Banks:		
Balance with Scheduled Banks - In Current Accounts	1,227,143	760,993
Balance with Scheduled Banks - In Margin Accounts	1,640,898	1,640,898
Fixed Deposits (with more than 12 months maturity)	1,275,000	1,275,000
Cash on hand	866,069	1,355,290
TOTAL	5,009,111	5,032,181
NOTE - 15		
SHORT-TERM LOANS AND ADVANCES (Unsecured Considered Good)		
Loans and advances to related parties - Business Advances to Ambient Media Pvt. Ltd.	-	25,386,849
Other loans and advances		
Balances with Revenue Departments	10,886,602	13,332,527
Advances to Employees	411,482	766,730
Advances to Suppliers	5,652,909	7,138,962
TOTAL	16,950,993	46,625,068
NOTE - 16		
OTHER CURRENT ASSETS		
Pre Paid Expenses	186,909	23,221
Interest Receivables	156,234	54,244
TOTAL	343,143	77,465

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS
(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 17		
INCOME FROM OPERATIONS		
Sale of Products		
Local Sales	300,846,147	404,435,126
Less: Excise duty on sales	30,963,439	42,648,980
Net Sales	269,882,708	361,786,146
Less : Stock in transit (include Excise duty paid)	-	2,876,887
Less : Sales Return	-	667,011
	269,882,708	358,242,248
Export Sales	15,631,229	18,742,236
Income from Pond Operation	13,553,154	1,154,800
TOTAL	299,067,091	378,139,284
NOTE - 18		
OTHER INCOME		
Interest Income	304,121	539,782
Dividend on Mutual Fund/Shares	81,250	78,715
Net gain/loss on sale of investments	764,727	-
DGFT License (Sale)	291,721	2,247,449
Subsidy Received	-	400,382
Duty Drawback	440,476	-
Sundry Credit balance Written Off	2,503,029	168,733
Misc. Income	-	77,870
TOTAL	4,385,324	3,512,930
NOTE - 19		
COST OF MATERIALS CONSUMED		
Raw Material Consumed		
Opening Stock	7,703,102	6,381,073
Add : Purchases	248,672,775	277,655,037
Add: Reduction in Credit of Sales Tax	2,197,873	3,343,321
Less: Closing Stock	4,425,237	7,703,102
TOTAL	254,148,513	279,676,329



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS
(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 20 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Finished Goods	29,876,573	26,543,129
Less: Closing Finished Goods	72,002,597	26,999,686
Less: Stock in transit of Finished Goods (include Excise duty paid)	-	2,876,887
Opening Work in Progress	1,794,500	1,803,000
Less: Closing Work in Progress	1,679,000	1,794,500
TOTAL	(42,010,524)	(3,324,944)
NOTE - 21 EMPLOYEE BENEFITS EXPENSE		
Salaries and incentives	33,279,216	24,284,528
Contributions to - - Provident fund	1,168,725	1,593,696
Staff welfare expenses	824,416	473,415
TOTAL	35,272,357	26,351,639
NOTE - 22 FINANCE COSTS		
Interest on Cash Credit	3,750,117	3,481,763
Other Interest Costs	2,038,602	964,380
Bank Charges	614,992	709,677
TOTAL	6,403,711	5,155,820

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs.)

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE - 23		
OTHER EXPENSES		
Direct Expenses		
Consumption of Stores	6,332,875	6,477,123
Labour Charges	7,759,131	10,483,002
Power and fuel	10,907,531	13,529,659
Repairs & Maintenance		
- Building	-	468,197
- Machinery.	30,980	80,904
- Others	838,670	515,384
Insurance Expenses	31,164	298,323
	25,900,352	31,852,593
Administrative & Selling Expenses		
Auditors Remuneration:		
- as statutory auditor	68,400	67,416
- as tax auditor	34,200	33,708
Advertisement	93,399	121,889
Assets Discard	92,800	-
Computer Expenses	16,362	9,600
Directors Remuneration	3,112,000	2,580,000
Commission & Brokerage	225,000	133,970
Donation	16,203	6,000
Electricity Charges	299,426	268,309
Export Expenses	1,141,133	1,128,862
Freight/Octroi & Clearing (Include export freight)	6,297,096	6,690,573
Net gain/loss on foreign currency transaction	55,718	39,746
Legal & Profession / Technical Fess	1,934,322	4,075,377
Membership & Subscription	249,969	187,493
Miscellaneous expenses,	61,477	337,737
Motor Vehicle Expenses	532,922	551,315
Other Interest/late payment charges	1,533,840	2,126,543
Postage & Telephone	989,607	960,704
Printing & Stationery	839,986	343,744
Provision of Excise Duty on Stock of Finished Goods	4,842,159	366,690
Rates and taxes, Duties, excluding, taxes on income.	1,538,843	2,498,553
Rent & Hire Charges	3,291,817	2,503,700
Sales & Business Promotion Expenses	3,012,935	1,593,646
Security Expenses	616,110	652,627
Travelling & Conveyances Expenses	3,446,912	3,702,829
	34,342,636	30,981,032
TOTAL	60,242,988	62,833,624



Note - 24:

ACCOUNTING POLICIES AND NOTES TO ACCOUNT

(A) SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that effect the reported balances of assets and liabilities as of the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. actual; results could differ from estimates

(c) Employee Benefits:-

- i. Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.
- ii. Gratuity liability is defined benefit obligations and is provided for on payment basis.
- iii. Short term compensated absences are provided for on based on estimates. Long term compensated absences are provided for based on actuarial valuation on projected unit credit method carried by an independent actuary as at end of the year.
- iv. Actuarial gains / losses are immediately taken to profit and loss account and are not deferred.
- v. Payments made under the Voluntary Retirement Scheme are charged to the Profit and Loss account immediately.

(d) Fixed Assets

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses if any. Fixed assets erected & commissioned have been capitalized at cost including other incidental expenses relating to acquisition and installation.

(e) Depreciation

- i) Depreciation has been provided on written down value method at the rates calculated on the basis of remaining useful life of the asset as specified in Schedule II of the Companies Act, 2013.
- ii) Depreciation on additions is being provided on pro-rata basis from the date of such additions.

**(f) Impairment**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(g) Leases

Assets acquired under finance leases are recognised in accordance with the method recommended by the ICAI. Lease payments are apportioned between finance charge and reduction of outstanding liabilities. The finance charge is allocated to periods during lease term at a constant periodic rate of interest on the remaining balance of the liability.

(h) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

(i) Inventories

Raw materials, components, stores and spares:

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 is determined on FIFO 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.

(j) 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.

Dividend

Dividend including Interim is accounted for when declared.

All items of income/ expenses are accounted for on accrual basis except for the following items which are accounted for on cash basis.

- 1) Encashment of leave and gratuity payable to employees
- 2) Custom /Excise Duty on Material in bond.
- 3) Bonus



(k) Foreign currency translation

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate at the end of the reporting period. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise. Exchange differences arising in respect of fixed assets acquired from outside India are capitalized as a part of fixed asset

(l) Taxes on Income

Income Tax expense comprise of Current Tax and Deferred Tax charge or credit. The current tax is determined as the amount of tax payable in respect of taxable income for the year, as per the provisions of Income Tax Act, 1961. The Company provides for Deferred Tax Liability based on the tax effect of Timing Differences resulting from the reorganization of item in the financial statements and estimating its current income tax provision. Where there are brought forward fiscal allowances, deferred tax asset is recognized only if there is virtual certainty of realization of such assets. Deferred tax assets and liabilities are reviewed as at each balance sheet date and restated as per current developments.

(m) Borrowing Costs

Borrowing Costs attributable to the fixed assets during their construction/renovation and modernization are capitalized in accordance with AS-16 issued by ICAI. Such borrowing costs are apportioned on the average balance of Capital Work-In-Progress for the year. Other borrowing costs are recognized as an expense in the period in which they are incurred.

(n) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are

**(o) Provisions**

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statement

(p) Segment Information

The Company has only one business and geographical Segment viz. HDPE Tarpaulene and related products in India. Hence no further disclosures are required to be made as per AS-17 on segment reporting.

(q) Indirect Taxes**Excise Duty:**

- I) Excise Duty payable on finished goods is accounted for on clearance of goods from the factory, no provision is made for Excise Duty in respect of Finished Goods lying the factory.
- II) Cenvat in respect of Excise Duty paid on purchase of Raw Materials, Stores and Capital goods is accounted for by reducing the purchase cost of the related goods

Custom Duty:

Custom Duty payable on Raw Materials, Stores, Spares and Components is accounted on clearance thereof from the bonded warehouses.

(B) NOTES TO THE ACCOUNTS**1. Impairment of Assets**

The Company has carried out Impairment test on its fixed assets as on the date of Balance Sheet and the management is of the opinion that there is no asset for which provision for impairment is required to be made as per Accounting Standard - 28 on Impairment of Assets.

2 Contingent Liabilities:

- a) Performance Bank Guarantee issued by Oriental Bank of Commerce of Rs. 46,00,000/- .

(Fixed deposits of Rs 10.75 lacs (in the name of the company) has been given to the bankers as a margin for issuing the above guarantees, along with personal guarantee and pledge of personal assets of the Directors)

- b) PF commissioner has issued notice of demand of Rs. 57.84 lacs (Rs. 44.61 lacs for penalty and Rs. 13.23 lacs for interest). The company has paid Rs.15 lacs upfront and appeal into Appellate Tribunal Delhi in 2007. In May 2011 matter disposed off in favor of the company and restricts the order up to interest only. The department has challenged the decision in 'Honorable High Court' and the same was dismissed by Single Judge Bench on 27.03.2012. Department further filed an appeal with Divisional Bench and the said bench was asked for condonation of delay in filing the appeal by PF department.

d) In Case of Excise duty & TDS following demand notice issued by the authority.

Demand (Rs. In Lacs)	Status
Rs. 2.67	Default in TDS deposit & Late filing fees as per 26AS. The matter is pending with A.O.
Rs. 26.02	Demand Notice was issued on 15.01.1997. The matter is pending with larger bench of Custom Excise & Service tax tribunal Ahmadabad.
Rs. 47.96	Demand Notice was issued on 10.03.2008. The matter is in appeal with the Custom Excise & Service tax tribunal Ahmadabad. (CESTAT)
Rs. 7.20	Notice was issued by commissioner of Custom & Excise on 30.11. 2012. Final order was passed on June,2013. The company has filed appeal in the Custom Excise & Service tax tribunal Ahmadabad. (CESTAT)
Rs. 79.56	Show cause notice was issued by the commissioner on 14.05.2013. The same was matter of Appeal with the Appellate tribunal Ahmadabad. (CESTAT)

3. No provision has been made in accounts for gratuity and other retirement benefits accruing to employees which is not in accordance with the Accounting Standard 15 and accounting policy of the company

4. Payments to Auditors

Particulars	2014-15	2013-14
Audit Fees (inclusive of Service Tax)	68,400	67,416
Tax Audit Fees (inclusive of Service Tax)	34,200	33,708
Total	1,02,600	1,01,124

5. **Managerial Remuneration**

Remuneration has been paid to Director are as under:-

Particulars	2014-15	2013-14
Directors Remuneration	31,12,000	25,80,000
Total	31,12,000	25,80,000

6. Accounting standard (AS-19) Lease Transaction Disclosures

The company had entered into an agreement in the nature of lease agreements for the purpose of Lease of Factory premises and Car. This is generally in the nature of operating lease and disclosure required as per Accounting Standard 19 with regard to the above is as under:

Assets acquired on Lease / Leave and License	Office Premises, Factory Premises, Guest House and Vehicles.
Period of Lease / Leave and License	Varying between 2 years to 5 years
Minimum Lease payments debited to	Rs. 32,91,817/- (P.Y. of Rs. 25,03,700/-) (Including Car lease payment; Factory Rent, Branch Office Rent Guest House Rent.)

7. Segment Reporting

The Company has only one business and geographical Segment viz. HDPE Tarpaulene and related products in India. Other business activities, including installation of pond, etc, during the year, does not qualify as the reporting segment in terms of AS-17. Hence no further disclosures are required to be made as per AS-17 on segment reporting.

8. Related Parties Disclosures

(I). Names of related parties

Names of related parties where control exists irrespective of whether transactions have occurred or not		Nil
Names of other related parties with whom transactions have taken place during the year		Nil
Associates		Nil
Key Management Personnel	1.	Mr. Zuzar A. Kathawala (Managing Director)
Relatives of key management personnel	1.	Mr. Imtiaz A. Kathawala
	2.	Yunus Kathawala
	3.	Salim Kathawala
	4.	A. G. Kathawala
	5.	Qusai Kathawala
	6.	Naamah Kathawala
Enterprises owned or significantly influenced by key management personnel or their relatives	1.	Ambient Media Solutions Pvt. Ltd.
	2.	Kathawala Realtors LLP

(II). Related Party Disclosure

(Amount in Rupees)

	Key Management Personnel (Managing Director, Whole time director, manager and other managerial personnel)		Relatives of Key Management Personnel		Enterprises owned or significantly influenced by key management personnel or their relatives	
	2015	2014	2015	2014	2015	2014
Employee Benefits for Key Management Personnel						
Zuzar A. Kathawala	20,00,000	1,680,000				
	20,00,000	1,680,000	-	-	-	-
Unsecured Loans Taken / Received back						
Zuzar A. Kathawala	41,378,530	51,570,515				



	Key Management Personnel (Managing Director, Whole time director, manager and other managerial personnel)		Realtives of Key Management Personnel		Enterprises owned or significantly influenced by key management personnel or their relatives	
	2015	2014	2015	2014	2015	2014
Quasai Kathawala			64,000	-		
Kathawala Realtors LLP					9,468,700	11,705,000
Total of Unsecured Loans Taken	41,378,530	51,570,515	64,000	-	9,468,700	11,705,000
Unsecured Loans repaid/ given						
Zuzar A. Kathawala	54,177,306	43,670,558				
A.G. Kathawal			6,516,496		-	
Quasai Kathawala			64,000	-		
Yunus Kathawala				1,857,878		
S.A. Kathawala				5,501,160		
Imtiaz A Kathawala				4,154,353		
Naamah Kathawala				290,000		
Ambient Media Solutions P. Ltd.					2,425,754	-
Kathawala Realtors LLP					9,468,700	11,705,000
Total of Unsecured Loans Repayments	54,177,306	43,670,558	6,580,496	11,803,391	11,894,454	1,17,05,000
Hire Charges / (Income):						
Zuzur Kathawala	360,000	360,000				
Silver Wings (Prop. Zuzur Kathawala)	-	-			420,000	525,000
Professional Fees.	-	131,500				
Salary (Qusai Kathawala)			550,000	355,000		
Balances Outstanding at the year end	-	-	-	-	-	-
Unsecured Loan Payable	1,919,825	75,42,743	37,146,096	5,39,35,281	2,410,692	55,87,067
Business Advance (Receivable) / Payable					25,386,849	(25,386,849)

* Amount written off or written back in respect of debts due from or to related parties is "NIL".

** Figures for the previous year have been shown in the brackets.

*** Related party relationship is as identified by the management and relied upon by the auditor.

9. Segment Reporting

The Company has only one business and geographical Segment viz. HDPE Tarpaulene and related products in India. Other business activities, including installation of pond, etc, during the year, does not qualify as the reporting segment in terms of AS-17. Hence no further disclosures are required to be made as per AS-17 on segment reporting.

10. Provision for Taxation

- Current Tax: The company has made a appropriate provision for taxation for the year under the provision of the Income Tax Act, 1961
- Deferred Tax: Deferred tax is recognized on timing differences in accordance with AS-22 issued by ICAI as per details given hereunder.

	Particulars	Deferred tax liability/ (Asset) for the FY 2014-15	Deferred tax liability/ (Asset) for the FY 2013-14
(a)	Opening Deferred Tax Liabilities/ (Assets)	(12,25,220)	(12,25,220)
(b)	Add/(Less): Liabilities/ (Assets) arising during the year on account of:		
	(i) Difference in depreciation method	11,18,885	-
	(ii) Other Factors	-	-
	Total Charge / (Credit) to Profit & Loss A/c	11,18,885	-
(c)	Net Closing Deferred Tax Liabilities / (Assets)	1,06,335	(12,25,220)

- In the opinion of the Board, the assets (other than Fixed Assets and Non Current Investments) are approximately of the value stated, if realized in the ordinary course of business. The provisions for liabilities are considered to be adequate by the Board

12. Earning Per Share (EPS)

(Rs. in lacs except EPS)

	Particulars	2014-15	2013-14
i)	Net Profit after tax as per Profit and Loss A/c	(394.63)	63.46
ii)	Net Profit attributable to equity share	(394.63)	63.46
iii)	Weighted Average number of equity shares used as denominator for	48,35,000	48,35,000
iv)	Basic and Diluted EPS		
	- Basic	(8.16)	1.31
	- Diluted	(8.16)	1.31
vi)	Face Values per equity share	10	10



13. Earnings / Expenditure in foreign currency

	2014-15	2013-14
Earnings in foreign currency (Cash/Accrual basis)		
Exports at F.O.B. Value	1,56,31,229	1,87,42,236
Total (A)	1,56,31,229	1,87,42,236
Expenditure in foreign currency (Cash/Accrual basis)		
Travelling	6,00,000	15,48,147
Others (Commission)	-	-
Value of imports calculated on CIF basis		
Raw Material import	-	77,48,632
Total (B)	6,00,000	9,296,779

14. General Notes:

- I) In term of notification GSR (129E) dated. 22.02.99 issued by the department of the company affairs, the company is required to furnish the details of outstanding to SSI undertaking under the head "Current Liabilities & Provision" of amount more than one lacs and for the period of more than 45 days the company has requested to vendor to furnish requisite information along with their SSI registration balance sheet, therefore the company is unable to furnish the particulars.
- II) Income Tax assessments of the Company have been completed till the assessment year 2011 – 2012 U/S 143 (1) (a).
- III) Provision has not been made for Bonus Payable in the current year.
- IV) The company has pledged the shares with Bank against loan in the year 1997 which were held and owned by the Directors Mr. A. G. Kathawala, Mr. Z. A. Kathawala and Mrs. D. Z. Kathawala and their relative Mrs. M. A. Kathawala, having market value at the time around Rs. 10.00 Lacs to secure the company's liabilities for payment of long outstanding collection bill dated 17.07.1990 for USD 29025/- (Rupees 7.42 Lacs).

We are given to understand that though the shares were pledged for a particular transaction and upto a limit of Rs. 10 Lacs only, in the year January 2000 the bank exercised their right to invoke the pledge without giving notice to the pledger and without restricting the sale to the extent of Rs. 10 Lacs only, and accordingly sold the shares for Rs. 2,88,50,988/- and credited the proceeds to the companies account. The amount credited by the bank is shown under the group of unsecured loans from related party under Note No 4 (SHORT-TERM BORROWINGS) of the Financial Statements.

- V) As per the information available, the loan from Ambient Media Pvt. Ltd. for Rs. 1294.23 lacs (as mentioned in Note No. 3 of the Financial Statements) is representing a loan acquired by M/s Ambient Media Solutions Private Limited (AMSPL, Group Company) from Assets Reconstruction Company India Ltd.

During the earlier financial years, the company has paid a sum of Rs. 253.87 lacs to AMSPL as a part of settlement of loan (as mentioned in Note 15 to Balance Sheet), subject to final settlement. However during the current Financial Year, due to failure of the settlement proposal, the said amount was recovered back by the company from AMSPL. However the company is still trying to negotiate with the AMSPL for settlement of the loan.

15. The financial statements which describes that the Balance of Debtors, Creditors, Loans & Advances and Investments are subject to confirmation and reconciliation, if any. Hence, the effect thereof, on Profit/ Loss, Assets and Liabilities, if any, is not ascertainable.
16. As per the Excise records, Dutiable sales is Rs. 2487.19 lacs (P.Y. of Rs. 3476.27 lacs), Reconciliation of total Sales with Excise records are as follows:

Particulars	2014-15	2013-14
Dutiable Sales as per the Excise records		-
Direct Sale	1483.81	799.84
Branch Transfer	1003.38	2,676.33
Dutiable Sales as per the Excise records	2487.19	3,476.17
Add: Export Sales	336.73	187.42
Add: Sales to UNICEF	-	73.29
Less: (Sales Return) / Rate Diff	11.00	(6.67)
Total Sales	2834.92	3,730.21
Less: Stock at Branch (Net)	-	2.92
Add: Additional sales at branch	20.21	36.72
Total Sales stated in P&L	2855.13	3,769.84

17. No forward exchange contracts are outstanding on the balance sheet date which is entered to hedge foreign exchange exposures of the Company.

In terms of our report of even date
For **PAREKH SHAH & LODHA**
Chartered Accountants
Firm Regn No. 107487W

For and on behalf of the Board
UNION QUALITY PLASTICS LTD.

CA Ravindra Chaturvedi
(Partner)
M. No. : 048350
Place : Mumbai
Date : 26th August 2015.

Zuzar A. Kathawala
(Director)

Durriya Z. Kathawala
(Director)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

(Amount in Rs.)

Particulars		31st March, 2015	31st March, 2014
CASH FLOW FROM OPERATION ACTIVITIES :			
Net Profit before tax and extraordinary items :		(39,462,762)	6,345,660
Adjustment for:			
Assets Discard		92,800	-
Depreciation		2,738,164	3,393,640
Finance Costs		6,403,711	5,024,114
Interest/Dividend received		(385,371)	(618,497)
Profit on Sale of Funds		(764,727)	-
Operating Profit before Working capital changes :		(31,378,185)	14,144,918
Adjustment for:			
Trade Receivables		28,716,547	(2,310,091)
Inventories		(39,071,841)	(3,137,382)
Trade Paybles		46,309,273	3,280,665
Other Current Assets		(4,184,548)	(6,053,763)
Other Current Liabilities/ Provisions		570,784	2,277,005
Cash Generated from Operation		962,030	8,201,351
Cash Flow Before extraordinary items		962,030	8,201,351
Direct Tax Paid		1,118,885	-
Net cash from operating activities after extra ordinary items	A	2,080,915	8,201,351
CASH FLOW FROM INVESTING ACTIVITIES			
Sale / (Purchase) of Fixed Assets		(727,745)	(1,595,189)
Sale/ (Purchase) of Investments		2,244,742	(4,492)
Interest /Dividend received		385,371	618,497
Net Cash Used in Investing activities	B	1,902,368	(981,184)
CASH FLOW FROM FINANCIAL ACTIVITIES			
Net Proceeds from Issue of Share Capital		-	-
Net Proceeds from Unsecured Loans		(21,601,317)	(3,546,667)
Net Proceeds from Secured Loans		23,998,675	1,300,159
Finance Costs		(6,403,711)	(5,024,114)
Net Cash used in Financial Activities	C	(4,006,353)	(7,270,622)
Net Increase\Decrease in Cash and Cash Equivalents	A+B+C	(23,070)	(50,455)
Cash and Cash Equivalents as on 01-04-14(Opening)		5,032,181	5,082,636
Cash and Cash Equivalents as on 31-03-15(Closing)		5,009,111	5,032,181

AUDITORS CERTIFICATE

We have examined the above Cash Flow Statement of Union Quality Plastics Ltd for the year ended 31st March, 2014. The Statement has been prepared by the company in accordance with the requirements of clause 32 of the listing agreement with Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our Report of even date to Members of the Company.

For PAREKH SHAH & LODHA

Chartered Accountants
Firm Regn No. 107487W

CA Ravindra Chaturvedi

Partner
Director

Date : 26/08/2015
Place : Mumbai

**FOR AND ON BEHALF OF BOARD
UNION QUALITY PLASTICS LTD.**

Z A Kathawala

Chairman & Managing

D Z Kathawala

Director M. No. 048350



**Form No.MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Act (Management and Administration) Rules, 2014]

(CIN: L25209MH1984PLC033595)

Name of the Company: **UNION QUALITY PLASTICS LIMITED**

Registered Office: 502, 5th Floor, AGH Chambers, 379/381 Narsi Natha Street,
Masjid (w), Mumbai- 400009, Maharashtra, India.

Name of the Member (s):
Registered Address:
Email Id:
Folio No./Client Id:
DO ID:

I/ We, being the member(s) of -----shares of Union Quality Plastics Limited, hereby appoint

1. Name:

Address:

E-mail ID:

Signature: _____, or falling him

2. Name:

Address:

E-mail ID:

Signature: _____, or falling him

as my/ our proxy to attend and vote (on a poll) for my/our behalf at the 31st Annual General Meeting of the Company, to be held on the Wednesday, 30th September, 2015, at 10.00 P.M. at 502, 5th Floor, AGH Chambers, 379/381 Narsi Natha Street, Masjid (W), Mumbai-400 009, Maharashtra, India and at any adjournment thereof in respect of such resolution as are indicated below:

RESOLUTION NO.	ORDINARY BUSINESS
1	Adoption of Financial Statement for the period ended 31st March, 2015
2	Appointment of Director in place of Mr. Zuzar A. Kathawala-Director (DIN No. 00101783) who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/s. Parekh Shah & Lodha, Chartered Accountants (Firm Registration No. 107487W), Mumbai as the Statutory Auditor of the Company.
	SPECIAL BUSINESS
4.	Appointment of Mr. Zuzar Kathawala (Din No. 00101783) as Managing Director of the Company for the five years from 01st April, 2015.
5.	Reappointment of Mrs. Naseem Arsiwala (Din No.- 03558917) as an Independent Director of the Company for the period of 5 years effective from 01st April, 2015.
6.	Reappointment of Mr. Rameshchandra Mishra (Din No.- 05149916) as an Independent Director of the Company for the period of 5 years effective from 01st April, 2015.
7.	Resignation of Mr. Anathnarayanan Jayaram (Din No.- 02340169) as a Director of the Company effective from 01st April, 2015.
8.	Resignation of Mr. Sunil Tripathi (Din No.- 02340169) as a Director of the Company effective from 01st April, 2015.

Signed this _____ day of _____, 2015

Signature of shareholders

Signature of Proxy

**Affix
Revenue
Stamp**

Note:- this form of proxy in order to be effective should be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



UNION QUALITY PLASTICS LIMITED

(CIN: L25209MH1984PLC033595)

Registered Office: 502, 5th Floor, AGH Chambers, 379/381 Narsi Natha Street, Masjid (W), Mumbai-400009, Maharashtra, India.

ATTENDANCE SLIP

(To be filled in advance over at the entrance of the meeting hall)

I hereby record my presence at the **31st Annual General Meeting** of the Company to be held at 502, 5th Floor, AGH Chambers, 379/381 Narsi Natha Street, Masjid (W), Mumbai- 400 009, Maharashtra, India on Wednesday, 30th September, 2015, 10.00 A.M.

Full Name of the * Shareholder/Proxy (in Block Letters)	
Folio No. or Client No./ DPID No.:	
No. of Shares held:	

Signature of Shareholder/ Proxy

***strike out whichever is not applicable**

NOTE:

Members who have multiple folios/demat accounts with different joint holders may use copies of this attendance slip. Only Shareholders of the Company or their Proxies will be allowed the meeting.

BOOK-POST

If undelivered please return to:

UNION QUALITY PLASTICS LTD.

Registered Office:

5th Floor, A.G.H Chambers, 379/381, Narsi Natha Street, Mumbai - 400 009.