

Date: 30<sup>th</sup> September 2019

To,  
The Manager - Listing  
BSE Ltd.  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai - 400 001

Scrip Code: 526799

Sub.: Submission of 35<sup>th</sup> Annual report for financial year 2018-19

Dear Sir/Ma'am,

Pursuant to the requirement of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, please find enclosed herewith 35<sup>th</sup> Annual Report of the Company for the Financial Year 2018-19 along with the Notice of Annual General Meeting.

The Annual Report for the Financial Year 2018-19 is uploaded on the website of the Company at:

<http://unionqualityplastics.com/files/documents/4ec82bec-3209-4694-a254-70542888662f.pdf>

You are requested to take the same on your records.

Thanking You,

Your Faithfull.

For and on behalf of  
Union Quality Plastics Limited

*J.K. Rajesh Singh*

J K Rajesh Singh  
Managing Director  
DIN: 03508795



UNION QUALITY PLASTICS LIMITED



# Annual Report 2019



Union Quality Plastics Limited  
(L25209MH1984PLC033595)

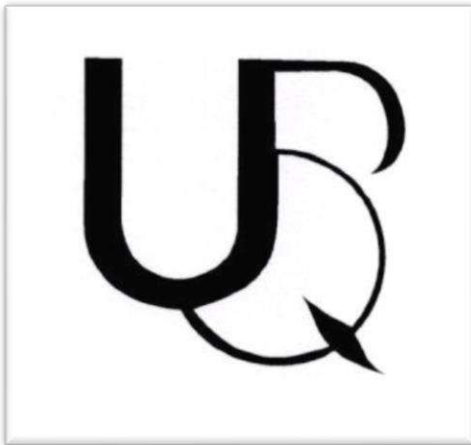
C211, 2nd Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India



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## COMPANY INFORMATION

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



## NOTICE

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

### ORDINARY BUSINESS:

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

### SPECIAL BUSINESS

#### 3. APPROVAL FOR RELATED PARTY TRANSACTIONS

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

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

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

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

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

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



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

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

The details of Ultimate beneficial owners are as follows:

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

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

**Union Quality Plastics Limited**

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

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

**J P Pavan Singh**  
Director  
(DIN: 08082518)

**Place: Hyderabad**

**Date: 28<sup>th</sup> August 2019**



**NOTES**

1. A MEMBER ENTITLED TO ATTEND THE VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBER NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Friday 20<sup>th</sup> September 2019 to Saturday 28<sup>th</sup> September 2019 both days inclusive**.
4. Subject to the provisions of section 126 of the Companies Act, 2013, dividend on equity shares, if declared (**Board of Directors has not recommended any Dividend**) at the annual general meeting, will be credited/dispatched between Wednesday 02<sup>nd</sup> October 2019 and/or Saturday 05<sup>th</sup> October 2019 as under:
  - a) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and/or the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday 20<sup>th</sup> September 2019; and
  - b) to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the company / share transfer agent (i.e., Bigshare Services Private Limited) on or before the closing hours on Friday 20<sup>th</sup> September 2019.
5. As per the SEBI Listing Regulations, 2015, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants.
6. To ensure timely credit of dividend through the electronic mode or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/relevant details along with a photocopy of a 'cancelled' cheque of the bank account and self-attested copy of Permanent Account Number (PAN) card, to the respective depository participant, in case of shares held in demat mode/share transfer agent of the Company, in case of shares held in physical mode, on or before **Friday 20<sup>th</sup> September 2019**.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
8. *The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Private Limited.*



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

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





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

21. Voting through electronic means –

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

The instructions for remote e-voting are as under:

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

- i). Log on to the e-voting website **www.evotingindia.com**
- ii). Click on "**Shareholders**" tab.
- iii). Now, select the "**COMPANY NAME**" from the drop-down menu and click on "SUBMIT"
- iv). Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits ClientID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v). Next enter the Image Verification as displayed and Click on Login.
- vi). If you are holding shares in de-mat form and have log down [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii). If you are a first-time user follow the steps given below:

**PAN** : For Members holding shares in Demat Form and Physical Form  
Enter your 10 digital alpha-numeric\*PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders.

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.



**DOB**                      Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- viii.    After entering these details appropriately, click on "SUBMIT" tab.
- ix.      Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

- i.        Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- ii.      On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- iii.     Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- iv.      After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be display. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- v.        Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- vi.      You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- vii.     If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to logon to <https://www.evotingindia.com> and register themselves as corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdeskevoting@cdslindia.com](mailto:helpdeskevoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



- C. In case of members receiving the physical copy:
- i. Members holding shares either in demat or physical mode, who are in receipt of Notice in physical form, may cast their votes using the e-voting facility, for which the User Id and Initial password are provided on the attendance slip. Please follow steps as provided under heading 'A' above to vote through e-voting platform.
  - a. The voting period begins on **Wednesday, 25<sup>th</sup> September 2019 (10.00 A.M.) and ends on Friday 27<sup>th</sup> September 2019 (5.00 P.M.)** During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 20<sup>th</sup> September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL/NSDL for voting thereafter.
  - b. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under helps section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Union Quality Plastics Limited**

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

**J P Pavan Singh**  
**Director**  
**(DIN: 08082518)**

**Place: Hyderabad**

**Date: 28<sup>th</sup> August 2019**



**Explanatory statement under Section 102 of the Companies Act, 2013**

**A. ITEM No. 3 OF THE NOTICE**

The Board find it necessary to get Shareholders approval for related party transactions which the management may carry during the year.

The details of transactions which the company will probably enter with the related parties are given below for approval.

Name of Related Party	Name of the director or KMP who is related.	Nature of Relationship	Type of Transactions	Amount
Praveena Kumari	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative	For all type of the transactions defined U/S. 188(1) of the Companies Act, 2013.	Overall limit for all transaction if combined to ₹ 100 Crores (Rupees Hundred Crores only) irrespective of transactions carried on jointly or severally.
Rajesh Singh	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Managing Director & Through Relative		
Ramesh Singh	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
Poornima Bai	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
J K Viswanath Singh	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
Durga Singh	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
J K Pavan Singh	J K Rajesh Singh J K Karthik Singh	Through Relative		
J K Karthik Singh	J K Rajesh Singh J P Pavan Singh	Through Relative		
Uday Agro & Technology	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Shareholding		
Uday Kumar Marketing	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative/Partner		
Ikon associates	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative/Partner		
Akshaya Irrigation Private Limited	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
Aadinath polyfab Private Limited	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
GokulKisan Mart	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
Akshaya Irrigation Product Private Limited	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		
Jalabindu irrigation System private limited	J K Rajesh Singh J P Pavan Singh J K Karthik Singh	Through Relative		



**B. ITEM NO. 4 OF THE NOTICE**

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As you are aware, you have passed a special resolution at the 34<sup>th</sup> Annual General Meeting held on 29-September-2018 approving of issue of Equity Shares to lender (Ambient Media Solutions Private Limited) on preferential allotment / private placement basis. Accordingly, our company had approached Post allotment of Equity Shares to the Bombay Stock Exchange Limited (BSE) for 'Listing Approval' of Equity Shares.

After scrutiny of our application, the Stock Exchange (BSE) had instructed our Company to ratify at Shareholders meeting the Ultimate Beneficial Owners of Equity Shares issued on preferential allotment / private placement basis to lender (Ambient Media Solutions Private Limited). The Directors and Shareholders of Ambient Media Solutions Private Limited (Lender) are the ultimate beneficial owners of Equity Shares issued on preferential allotment / private placement basis. the special resolution to be passed for ratification of Ultimate Beneficial Owners of Equity Shares issued and to disclose the details of ultimate beneficial owners of Ambient Media Solutions Private Limited which is a Non-Promoter and comes under Public Category.

None of the Directors are interested in the proposed resolution.

**Union Quality Plastics Limited**

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400057, India.

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

**J P Pavan Singh**  
**Director**  
**(DIN: 08082518)**

**Place: Hyderabad**

**Date: 28<sup>th</sup> August 2019**



## BOARD OF DIRECTORS' REPORT

The Directors have pleasure in presenting their 35<sup>th</sup> Annual Report together with Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2019.

### 1. FINANCIAL PERFORMANCE & OPERATIONS:

(Rs. In Lacs)

Particulars	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018
Turnover (including other income)	5739.21	2461.72
Profit before Other Income, Depreciation & Interest	154.38	(30.30)
<b>Less:</b>		
Depreciation	39.78	35.56
Interest	82.33	162.12
Profit/(Loss) before Tax	426.12	(227.98)
<b>Less:</b>		
Provision for taxation	--	--
Profit/(Loss) for the year ended	426.12	(227.98)
<b>Add:</b>		
Profit brought forward from the previous year	--	--
Available for appropriation		
Appropriations:		
Transfer to General Reserve	--	--
Transfer to Debenture Redemption Reserve	--	--
Dividend from Own shares	--	--
Transfer to Capital Reserve	--	--
Transfer to foreign Currency Translation Reserve	--	--
Adjustment to minority interest	--	--
Dividend (Proposed) Equity Shares	--	--
Tax on Dividend	--	--
Other adjustments	--	--
<b>Balance carried to Balance Sheet</b>	<b>426.12</b>	<b>(227.98)</b>

Total income for the year has increased from Rs. 2461.72 Lakhs (F.Y.2017-18) to Rs. 5739.21Lakhs (F.Y.2018-19) and profit after tax has increased from Rs. (227.98) Lakhs (F.Y.2017-18) to Rs. 426.12 Lakhs (F.Y.2018-19).

### 2. DIVIDEND:

The Board of Directors had not recommended any dividend for this year.



### 3. SHARE CAPITAL:

During the year 2018-19 the paid-up Equity Share Capital was raised from 4.73 Crores to 6.93 Crores. Company has issued by virtue of issue of Equity Shares to individuals (Promoter group) and Body Corporate (Lender and non-promoter) on preferential allotment / private placement basis. Further the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity During the fiscal year 2018-19.

### 4. TRANSFER TO RESERVES:

As Company has transferred the profits generated during year 2018-19 to Reserves.

### 5. FIXED DEPOSIT:

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

### 6. PLASTICS INDUSTRY OUT LOOK AND OPPORTUNITIES:

The year 2018-19 was a better year for the Company as compared to previous year due to stable market conditions. Availability of raw materials supply as well as prices remain stable which lead to manage the equation between production cost and profitability. There is increase in competition due to new entrant in these over-crowded 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 markets where margin is high.

### 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 to employees of the Company, will be provided on request.

### 9. DIRECTORS:

During the financial year 2018-19 there has been no change in Board of Directors except J. K. Karthik Singh who retire by rotation and is eligible to be re-appointed. The Board of Directors are as follows:

Sr. No.	Names of Directors	Designation	Category
1.	J. K. Rajesh Singh	Managing Director	Executive
2.	J P Pavan Singh	Director	Non-Executive
3.	J K Karthik Singh	Director	Non-Executive
4.	Sudhakar Matta	Director (Independent Director)	Independent Director
5.	Beena C. Kandpal	Director (Independent Director)	Independent Director

### 10. NUMBER OF MEETINGS OF THE BOARD

The Board of the Company met 06 times during the last financial year on the following dates: - 28<sup>th</sup> May 2018, 30<sup>th</sup> Jul 2018, 29<sup>th</sup> Aug 2018, 13<sup>th</sup> Nov 2018, 10<sup>th</sup> Jan 2019, 13<sup>th</sup> Feb 2019.





**11. DECLARATION BY INDEPENDENT DIRECTORS:**

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in section 149 (6) of the said Act.

**12. MANAGERIAL REMUNERATION:**

The Company has paid Managerial Remuneration to Directors and Key Managerial Persons. The Board of Directors has framed a Remuneration Policy that assures the level and composition of remuneration is reasonable and enough to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management to enhance the quality required to run the Company successfully. All the Board Members and Senior Management personnel have affirmed time to time implementation of the said Remuneration policy. The Managerial Remuneration which is paid to Directors and Key Managerial personal(s) are provided in Annexure B 'MGT-9' provided with this Director's Report.

**13. LOANS, GUARANTEES AND INVESTMENTS IN ACCORDANCE WITH SECTION 186:**

Loans, guarantees and investments if any are covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

**14. MATERIAL CHANGES AND COMMITMENTS:**

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

**15. CODE OF CONDUCT:**

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

**16. DIRECTOR'S 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 31<sup>st</sup> March 2019 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 31<sup>st</sup> March 2019 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 has been prepared on-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.

#### 17. CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY AND FOREIGN EXCHANGE AND OUTGO:

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 satisfactory 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. |
| e. If not fully absorbed, are as where<br>this has not taken place, reasons<br>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	--	--
Foreign Exchange Outgo	--	--

#### 18. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED

Information about Related Party transactions if any, are provided in the financial statements.

#### 19. AUDITORS:

##### 1.) STATUTORY AUDITOR: -

NSVR & Associates LLP, Chartered Accountants, Hyderabad (Firm Registration No. 008801S/S200060) are Statutory Auditors of the Company who shall hold office till the conclusion of the annual general meeting of the Company to be held for the F.Y. 2021-2022 on a remuneration as may be determined by Board of Directors.



**2). SECRETARIAL AUDITOR:**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed, M/s. K. V. Rao & Co, Company Secretaries, Navi Mumbai on a remuneration as determined by Board of Directors to undertake the secretarial audit of the Company. Secretarial audit report for the year 2018-19 issued by M/s. K. V. Rao & Co, Company Secretaries, Navi Mumbai in the prescribed form MR-3 is annexed to this Report.

**3). INTERNAL AUDITOR:**

Company has appointed Mr. Shahnawaz Sayeed as Internal Auditor for F.Y. 2018-19 who conducts regular Internal Checks, Audits and reports the Board of Directors of the Company.

**20. STATEMENT ON AUDITOR'S OBSERVATION:**

The comment of the auditors in their reports is self-explanatory and need no further clarification and the existing Management are complying the laws at maximum which are applicable to the Company. The Existing management is under process and setting up of compliance management team to ensure the applicable laws are compiled hereafter. Due to shifting of Registered Office from one place to other few documents have been lost.

**21. RISK MANAGEMENT POLICY**

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company.

**22. EXTRACT OF ANNUAL RETURN:**

The extract of Annual return in Form – MGT-9 has been attached herewith.

**23. SUBSIDIARIES AND JOINT VENTURES**

Company do not have any Subsidiaries and Joint Ventures.

**24. WHISTLE BLOWER POLICY/VIGIL MECHANISM**

Pursuant to section 177(9) of the Companies Act, 2013 and regulation 22 of the SEBI Listing Regulations, 2015), the Board at its meeting amended the existing Whistle Blower Policy. The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report, without fear of victimisation, any unethical behaviour, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimisation or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee. The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee.

**25. INTERNAL COMPLAINT COMMITTEE (SEXUAL HARASSMENT)**

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 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. There were no complaints received during the year 2018-19.



**26. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

**27. LISTING**

The Equity Shares of the Company are listed on BSE Limited. The Company has paid Listing fees up to the year 2018-19.

**28. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Corporate Social responsibility are not applicable to the Company.

**29. CORPORATE GOVERNANCE**

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance is not applicable to the Company.

**30. ACKNOWLEDGEMENTS:**

Your Board of 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.

**Union Quality Plastics Limited**

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

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

**J P Pavan Singh**  
**Director**  
**(DIN: 08082518)**

**Place: Hyderabad**

**Date: 28<sup>th</sup> August 2019**



**ANNEXURE 'A' TO DIRECTOR'S REPORT**

**Form- MR-3**

**SECRETARIAL AUDIT REPORT**

**For the Financial Year ended March 31, 2019**

**[Pursuant to Section 2049(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Member,  
Union Quality Plastics Limited  
Off. No.- C211, 2<sup>nd</sup> Floor,  
Sham Kamal Agarwal Market street,  
Opp. Big Bazaar, Vile Parle East),  
Mumbai, Maharashtra, 400057, 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, 2019 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<sup>st</sup>, 2019 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;  
(information not available)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;  
(information not available)
- (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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (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)
- (f) 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.  
(Not Applicable during the Audit period)
- (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, 2018;  
(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 not 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.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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:

- a. Company Secretary is not appointed, and related compliances are performed by Managing Director.
- b. Website of Company is not updated.
- c. The books / documents / acknowledgements are not maintained / not maintained properly.
- d. Company has not complied with SEBI Circular - SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.
- e. Compliance's on BSE Listing center has been delayed/not uploaded in few matters.

**I further report** that The Board of Directors of the Company is constituted with one Executive Director (Managing Director), Two Non-Executive Directors, and two Independent Directors (out of two independent director one is women director). There has been no change in the Board of Directors.

**I further report** that Adequate notice is given to all directors to schedule the Board Meetings including Committees thereof, along with the agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously.

**I further report** that there is 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  
FCS: 10127  
CP: 12120**

**Place: Navi Mumbai  
Date: 16<sup>th</sup> August 2019**

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



**“ANNEXURE I”**

To,  
The Members,  
Union Quality Plastics Limited,  
Off. No.- C211, 2<sup>nd</sup> Floor,  
Sham Kamal Agarwal Market street,  
Opp. Big Bazaar, Vile Parle East),  
Mumbai, Maharashtra, 400057, 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**

**Navi Mumbai  
16<sup>th</sup> August 2019**





**ANNEXURE B TO DIRECTOR'S REPORT  
FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2019**

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.	<b>CIN</b>	L25209MH1984PLC033595
2.	<b>Registration Date</b>	28/07/1984
3.	<b>Name of the Company</b>	Union Quality Plastics Limited
4.	<b>Category/Sub-category of the Company</b>	Company Having Shares Capital
5.	<b>Address of the Registered office &amp; contact details</b>	Off. No.- C211, 2 <sup>nd</sup> Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India.
6.	<b>Whether listed company</b>	Yes
7.	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	Bigshare Services Private Limited 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, India.

**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
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
1	Nil	--	--

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

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>Indian</b>									
Individual/HUF	29,35,373	86,300	30,21,673	63.84	41,25,873*	86,300	42,12,173	60.81	-3.03
Central Govt	-	-	-	-	-	-	-	-	-
State Govt (s)	-	-	-	-	-	-	-	-	-
Bodies Corp	0	0	0	0	0	0	0	0	-
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	29,35,373	86,300	30,21,673	63.84	41,25,873	86,300	42,12,173	60.81	-3.03
<b>Foreign</b>									
NRIs-Individuals	-	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
<b>Total promoters Shareholding (A)=(A)(1)+(A)(2)</b>	<b>29,35,373</b>	<b>86,300</b>	<b>30,21,673</b>	<b>63.84</b>	<b>41,25,873</b>	<b>86,300</b>	<b>42,12,173</b>	<b>60.81</b>	<b>-3.03</b>
<b>B. Public Shareholding</b>									
<b>Institutions</b>									
Mutual Funds	0	1,400	1,400	0.03	0	1,400	1,400	0.03	0
Banks / FI	-	-	-	-	-	-	-	-	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-



Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(1)</b>	<b>0</b>	<b>1,400</b>	<b>1,400</b>	<b>0.03</b>	<b>0</b>	<b>1,400</b>	<b>1,400</b>	<b>0.03</b>	<b>0</b>
<b>2. Non Institutions</b>									
Bodies Corp.									
(i) Indian	0	0	0	0	10,02,381*	0	10,02,381	14.47	14.47
(ii) Overseas									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2,27,442	8,04,400	10,31,842	21.80	2,51,691	7,74,900	10,26,591	14.82	-6.98
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	76,000	1,80,100	2,56,100	5.41	76,000	1,80,200	2,56,200	3.70	-1.7
Others (NRI)	0	0	0	0	0	0	0	0	0
Any Others	32,385	3,90,100	4,22,485	8.93	42,536	3,85,100	4,27,636	6.17	-2.76
<b>Sub-total(B)(2)</b>	<b>3,35,827</b>	<b>13,74,600</b>	<b>17,10,427</b>	<b>36.13</b>	<b>13,72,608</b>	<b>13,40,200</b>	<b>27,12,808</b>	<b>39.17</b>	<b>3.04</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3,35,827</b>	<b>13,76,000</b>	<b>17,11,827</b>	<b>36.16</b>	<b>13,72,608</b>	<b>13,41,600</b>	<b>27,14,208</b>	<b>39.19</b>	<b>3.03</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>32,71,200</b>	<b>14,62,300</b>	<b>47,33,500</b>	<b>100</b>	<b>54,98,481</b>	<b>14,27,900</b>	<b>69,26,381</b>	<b>100</b>	<b>0</b>

\* Company has allotted 11,90,500 Equity Shares to Promoters Group and allotted 10,02,381 Equity Shares to Lender on preferential issue / Private placement basis which is under final stage of processing to get the approval of Listing.



**A) Shareholding of Promoter-**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the years
		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 share	
1.	J K PRAVEENA KUMARI	12,99,500	27.45	0	12,99,500	18.76	0	-8.69
2.	RAJESH SINGH JAVVARI KAPISH	17,22,173	36.38	0	17,22,173	24.86	0	-11.53
3.	POORNIMA BAI	0	0	0	5,67,000	8.19	0	8.19
4.	KRISHNA SINGH	0	0	0	1,16,700	1.68	0	1.68
5.	VISHWANATH SINGH	0	0	0	1,33,300	1.93	0	1.93
6.	DURGA SINGH	0	0	0	1,25,000	1.80	0	1.80
7.	RAMESH SINGH	0	0	0	1,21,400	1.75	0	1.75
8.	PREETHAM SINGH	0	0	0	1,27,100	1.84	0	1.84
	<b>TOTAL</b>	<b>30,21,673</b>	<b>63.84</b>	<b>0</b>	<b>42,12,173</b>	<b>60.81</b>	<b>0</b>	<b>-3.03</b>

**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
1.	At the beginning of the year 01 <sup>st</sup> April 2018- change for the year ended 31 <sup>st</sup> March, 2019	30,21,673	63.84	42,12,173	60.81

**C). Shareholding of Directors and Key Managerial Personnel:**

S. No.	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
<b>01</b>	<b>Mr. J. K. Rajesh Singh</b>				
	At the beginning of the year 1 <sup>st</sup> April, 2018-	17,22,173	36.38	17,22,173	24.86
	change in the year ended 31 <sup>st</sup> March, 2019	0	0	0	0
<b>02</b>	<b>Mr. J. P. Pavan Singh</b>				
	At the beginning of the year 1 <sup>st</sup> April, 2018	0	0	0	0
	Change in the year ended 31 <sup>st</sup> March, 2019	0	0	0	0



<b>03</b>	<b>Mr. J. K. Karthik Singh</b>				
	At the beginning of the year 1 <sup>st</sup> April, 2018	0	0	0	0
	change for the year ended 31 <sup>st</sup> March, 2019	0	0	0	0
	<b>Total</b>	17,22,173	36.38	17,22,173	24.86

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

	<b>Secured Loans excluding</b>	<b>Unsecured Loans</b>	<b>deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	12,94,23,064	--	--	12,94,23,064
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>12,94,23,064</b>	<b>--</b>	<b>--</b>	<b>12,94,23,064</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	--	--	--	--
* Reduction	(12,94,23,064)	--	--	(12,94,23,064)
<b>Net Change</b>	<b>(12,94,23,064)</b>	<b>--</b>	<b>--</b>	<b>(12,94,23,064)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

S. No.	Particulars of Remuneration	J K Rajesh Singh (Managing Director)	Total Amount (Per Month)
1	Gross salary	10,00,000	83,333
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--
	(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	Nil	Nil
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission - as % of profit - others, specify...	--	--
5	Others, please specify	--	--
	Total (A)	10,00,000	83,333
	Ceiling as per the Act*	84,00,000	7,00,000

**B. Remuneration to other directors: -**

S. No.	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
2	Other Non-Executive Directors	<b>J K Karthik Singh</b>	<b>J P Pavan Singh</b>	
	Fee for attending board committee meetings	9,00,000	9,00,000	18,00,000
	Commission			
	Others, please specify			
	Total (2)	9,00,000	9,00,000	18,00,000
	Total (B)=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	9,00,000	9,00,000	18,00,000
	Overall Ceiling as per the Act	--	--	--



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

S. No.	Particulars of Remuneration	Key Managerial Personnel (Per month)			
		CEO	CS	V Lekshmi Narayanan (CFO)	Total
1	Gross salary			7,23,387	7,23,387
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(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	--	Nil	Nil	Nil
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
	others, specify...	--	--	--	--
5	Others, please specify	--	--	--	--
	<b>Total</b>	--	--	7,23,387	7,23,387





**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF FENCES:**

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)
<b>A. Company</b>					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
<b>B. Directors</b>					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				
<b>C. Other Officers In Default</b>					
Penalty	Nil				
Punishment	Nil				
Compounding	Nil				

**Union Quality Plastics Limited**  
 Regd. Off. - C211, 2<sup>nd</sup> Floor,  
 Sham Kamal Agarwal Market street,  
 Opp. Big Bazaar, Ville Parle East,  
 Mumbai, Maharashtra,  
 400057, India.

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

**J P Pavan Singh**  
**Director**  
**(DIN: 08082518)**

**Place: Hyderabad**  
**Date: 28<sup>th</sup> August 2019**



## CERTIFICATION

The Board of Directors  
Union Quality plastics Limited  
Off. No.- C211, 2nd Floor,  
Sham Kamal Agarwal Market street,  
Opp. Big Bazaar, Ville Parle East, Mumbai,  
Maharashtra, 400057, India.

### Ref- financial Statements for the year 2018-19 – Certification

I, Mr. J K Rajesh Singh, Managing Director, on the basis of the review of the financial statements and the cash flow statements for the Financial year ending 31.03.2019 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 factor 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 in to by the company during the year ended 31.03.2019 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.

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

**J. K. Rajesh Singh  
Managing Director  
Din No.: 03508795**

**Date: 28<sup>th</sup> August 2019  
Place: Hyderabad**



**DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, J K Rajesh Singh Managing Director of the Company. hereby declare that all the members of Board of Directors and Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company.

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

**J. K. Rajesh Singh  
Managing Director  
Din No.: 03508795**

**Place : Hyderabad  
Date:- 28<sup>th</sup> August, 2019**



## INDEPENDENT AUDITOR'S REPORT

**To**  
**The Members of**  
**UNION QUALITY PLASTICS LIMITED**

Off. No.- C211, 2<sup>nd</sup> Floor, Sham Kamal Agarwal Market street,  
Opp. Big Bazaar, Ville Parle East,  
Mumbai, Maharashtra, 400057, India.

### Report on Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **UNION QUALITY PLASTICS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

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 March 31, 2019, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



<b>Key Audit Matter</b>	<b>How the Matter was addressed in Audit</b>
<p>The Company had an outstanding Borrowings amounting to Rs 12.94 Crores payable to M/S Ambient Media Solutions Private Limited consequent to assignment of loan by Asset Reconstruction Company (India) Limited (ARCIL) as per agreement dated 16th December 2011 .During the year the company and M/S Ambient Media Solutions had entered an MOU for one-time settlement of the loan for an amount of 9.04 Crores and as a result the lender has agreed to waive the outstanding due amount of the loan and accordingly the company had derecognized the balance financial liability as entity's previous contractual obligation to deliver cash or another financial asset to another entity is no longer existing. Owing to the nature of the transaction the settlement of loan is considered as Key Audit Matter</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"><li>• We have studied the relevant agreements and other supporting documents relevant to the Borrowings</li><li>• We have examined the MOU for settlement and subsequent payment of agreed amount</li><li>• We have also studied the control environment for statutory compliance, accounting and treatment of the waiver in the financial statements to ensure the true and fair view of the transaction</li></ul>

### **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also 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; and design, implementation and maintenance of adequate internal financial controls, that were 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.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process

### **Auditor's Responsibility for the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

#### **We also:**

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud

is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the department of company affairs, in terms of section 143 (11) of the companies Act, 2013, and on the basis of our examination of the books and records as we considered appropriate and according to the information and explanation given to us, we give in the "**Annexure A**" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we 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 purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.





- h) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the company to its directors during the year is in accordance with the provisions of the section 197 of the Act.

**For NSVR ASSOCIATES& LLP**  
**Chartered Accountants**  
**(Firms' Registration No. 008801S/S200060)**

**Place: Hyderabad**  
**Date: 28/05/2019**

**Venkata Ratnam**  
**Partner**  
**(Membership No. 230675)**



## **Annexure A to the Auditors' Report**

Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date, we report that:

### **(i) In respect of Fixed Assets**

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets have been physically verified by the management at reasonable intervals; we are informed that no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

### **(ii) In respect of its inventory:**

- a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at regular intervals by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.
  - b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other Parties covered in the register maintained under section 189 of the Companies Act. Thus, Clause 3(iii) (a),(b) and (c) of the Order are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the company has not made investments and loans hence, provisions of section 185 and 186 of the Companies act order is not applicable.
- (v) According to the information and explanations given to us the company had not accepted any Public deposits, within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, . Therefore, provisions of clause (v) of paragraph 3 of the report is not applicable to the company
- (vi) In respect of business activities of the company, maintenance of cost records has not been specified by the central government under section 148(1) of the companies Act 2013.
- (vii) (a) According to the information and explanations given to us the company is irregular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and no undisputed outstanding statutory dues as at the last day of the financial year concerned are in arrears for a period of more than six months from the date they became payable except for professional tax liability of Rs.6,80,683/- & Sales tax of. Rs.23,75,116 /-



(b) According to the information and explanations given to us there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess that have Not been deposited on account of any dispute except for the following:

Name of the Statute	Nature of the Dues	Amount (in lakhs)	Period	Forum where dispute is pending
The Income tax act ,1961	Income tax (TDS)	2.67		Tribunal,Ahmedabad
The Central Excise and Service tax	Excise duty	26.02	1997-1998	Apellete TribunalAhmedabad
		47.96	2007-2008	
		79.56	2010-2011	

- (viii) Based on our Audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institutions, banks or debenture holders.
- (ix) In our opinion and according to the information and explanations given to us, monies raised by way of the term loans during the year have been applied by the Company for the purposes for which they were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has provided for managerial remuneration in accordance with the provisions of Section 197 of Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

**For NSVR ASSOCIATES& LLP**  
**Chartered Accountants**  
**(Firms' Registration No. 008801S/S200060)**

**Place: Hyderabad**  
**Date: 28/05/2019**

**Venkata Ratnam**  
**Partner**  
**(Membership No. 230675)**

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT****Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **UNION QUALITY PLASTICS LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For NSVR ASSOCIATES& LLP**  
**Chartered Accountants**  
**(Firms' Registration No. 008801S/S200060)**

**Place: Hyderabad**  
**Date: 28/05/2019**

**Venkata Ratnam**  
**Partner**  
**(Membership No. 230675)**



**UNION QUALITY PLASTICS LIMITED**  
**CIN No. L25209MH1984PLC033595**  
**211C, 2nd Floor, Sham Kamal Agarwal Market, Ville Parle East, Mumbai -400057**  
**BALANCE SHEET AS AT 31st MARCH, 2019**

(Rs.in Lakhs)

Particulars	Note No.	Standalone	
		Audited As at 31.03.2019	Audited As at 31.03.2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property plant and Equipment	2.1	129.81	123.04
Capital Work Inprogress			
<b>Intangible assets</b>	2.2	0.27	0.73
<b>Financial assets</b>			
Investments	2.3	6.58	6.09
Other Financial Assets	2.9	79.51	-
<b>Deferred Tax Assets (net)</b>	2.4	31.12	105.23
<b>Other non current assets</b>	2.5	20.45	85.98
		<b>267.74</b>	<b>321.07</b>
<b>Current assets</b>			
<b>Inventories</b>	2.6	632.05	232.36
<b>Financial assets</b>			
Trade receivables	2.7	2,409.07	2,025.36
Cash and cash equivalent	2.8	294.23	60.32
Other financial assets	2.9	5.99	200.13
<b>Other current assets</b>	2.5	205.62	31.76
		<b>3,546.96</b>	<b>2,549.92</b>
<b>TOTAL</b>		<b>3,814.70</b>	<b>2,871.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	2.10	692.64	473.35
Other Equity	2.11	-524.83	(1,528.02)
		<b>167.81</b>	<b>(1,054.67)</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	2.12	-	1,297.66
Provisions	2.13	51.24	-
<b>Other Financial Liabilities</b>	2.14	-	46.35
		<b>51.24</b>	<b>1,344.01</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	2.12	513.77	638.83
Trade payables	2.15	2,830.25	1,876.95
Other financial liabilities	2.14	5.00	2.00
<b>Provisions</b>	2.13	48.49	-
<b>Other current liabilities</b>	2.16	198.14	63.88
		<b>3,595.65</b>	<b>2,581.67</b>
<b>TOTAL</b>		<b>3,814.70</b>	<b>2,871.00</b>

The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.

As per our report of even date  
For NSVR ASSOCIATES & LLP  
Chartered Accountants

**For and on behalf of Board**

**Venkata Ratnam P**  
Partner  
M.No. 230675

**J K RAJESH SINGH**  
Managing Director  
DIN. 03508795

**J K PAVAN SINGH**  
Director  
DIN. 08082518

Place: Hyderabad  
Date: 28.05.2019



<b>UNION QUALITY PLASTICS LIMITED</b>			
CIN No. L25209MH1984PLC033595			
211C, 2nd Floor, Sham Kamal Agarwal Market, Ville Parle East, Mumbai -400057			
<b>PROFIT &amp; LOSS STATEMENT FOR THE YEAR ENDED 31st March, 2019</b>			
(Rs.in Lakhs)			
Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>Income</b>			
Revenue from operations	2.16	5,345.86	2,455.28
<b>Total Revenue from operations</b>		<b>5,345.86</b>	<b>2,455.28</b>
Other income	2.17	393.85	6.44
<b>Total Revenue</b>		<b>5,739.70</b>	<b>2,461.72</b>
<b>Expenses</b>			
Cost of materials consumed	2.18	3,673.84	1,389.82
Purchases of Stock in trade		573.60	186.46
Changes in inventories	2.19	-226.68	262.94
Employee benefits expense	2.20	130.02	104.67
Finance costs	2.21	82.33	162.12
Depreciation and amortization expense	2.1&2.2	39.78	35.56
Other expenses	2.22	1,040.69	541.71
<b>Total Expenses</b>		<b>5,313.59</b>	<b>2,683.26</b>
<b>Profit before tax</b>		426.12	(221.54)
<b>Tax expense</b>			
(1) Current tax		50.54	-
(2) Deferred tax		74.11	(24.15)
<b>Net Profit for the Period</b>		<b>301.47</b>	<b>-197.39</b>
<b>Other comprehensive income (OCI)</b>			
(a) (i) Items that will not be reclassified to profit or loss		-	-
(ii) Tax on items that will not be reclassified to profit or loss		-	-
(b) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive income</b>		<b>301.47</b>	<b>-197.39</b>
<b>Exceptional</b>		-	-
<b>Total Comprehensive income</b>		<b>301.47</b>	<b>-197.39</b>
<b>Earnings per equity share</b> (Face value of Rs.10/- each)			
(1) Basic		5.78	-4.17
(2) Diluted		5.78	-4.17
The accompanying Significant accounting policies and notes form an integral part of the Standalone financial statements.			
As per our report of even date For NSVR ASSOCIATES& LLP Chartered Accountants			
<b>For and on behalf of Board</b>			
<b>Venkata Ratnam P</b> Partner M.No. 230675	<b>J K RAJESH SINGH</b> Managing Director DIN. 03508795	<b>J K PAVAN SINGH</b> Director DIN. 08082518	
Place: Hyderabad Date: 28.05.2019			



<b>UNION QUALITY PLASTICS LIMITED</b>			
CIN No. L25209MH1984PLC033595			
211C, 2nd Floor, Sham Kamal Agarwal Market, Ville Parle East, Mumbai -400057			
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019</b>			
(Rs.in Lakhs)			
Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>Cash Flows from Operating Activities</b>			
Net profit before tax		426.12	(221.54)
Adjustments for :			
Depreciation and amortization expense		39.78	35.56
Provision for doubtful debts/advances/ impairment		-	2.21
Dividend Income		-0.01	-0.01
Gain on Investments carried at fair value through profit & loss		-0.49	-0.80
Profit/Loss on sale of Investments		-	0.68
Finance cost		-	162.12
De-Recognition of Financial Liabilities		-390.22	
Receipt of Interest		-3.12	-2.94
Operating profit before working capital changes		<b>72.06</b>	<b>-24.74</b>
Movements in Working Capital :			
(Increase)/Decrease in Trade Receivables		-383.71	-97.64
(Increase)/Decrease in Other financial assets		114.63	-17.08
(Increase)/Decrease in Inventories		-399.69	256.13
(Increase)/Decrease in Other Current Assets		-173.86	-13.15
(Increase)/Decrease in Other Non Current Assets		65.53	-21.48
Increase/(Decrease) in Trade Payables		953.29	752.46
Increase/(Decrease) in Other financial liabilities		3.00	-56.56
Increase/(Decrease) in Other Current liabilities		134.26	-152.13
Increase/(Decrease) in Other Non-Current liabilities		-46.35	46.35
Increase/(Decrease) in Provisions		51.24	0
Changes in Working Capital			
<b>Cash generated from operations</b>		<b>390.41</b>	<b>672.18</b>
Direct Taxes Paid		(2.05)	-
<b>Net Cash from operating activities (A)</b>		<b>388.35</b>	<b>672.18</b>
<b>Cash flows from Investing Activities</b>			
Dividends Received		0.01	0.01
Purchase of Fixed Assets		-46.09	-61.90
(Purchase) /Sale of Investment		-	5.00
Receipt of Interest		3.12	2.94
<b>Net Cash used in Investing Activities (B)</b>		<b>-42.95</b>	<b>-53.95</b>
<b>Cash flows from Financing Activities</b>			
Proceeds from issue of Shares		921.01	0
Proceeds from Long term borrowings		-907.43	-24.58
Repayment/(Proceeds) of/from Short-term borrowings		-125.06	-91.11
Finance cost		-	-162.12
Net Proceeds from receipt of Calls in Arrear		-	-
<b>Net Cash used in Financing Activities (C)</b>		<b>-111.48</b>	<b>-277.81</b>
<b>Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>		<b>233.92</b>	<b>340.42</b>
Cash and Cash equivalents at the beginning of the year		60.32	-280.10
<b>Cash and Cash equivalents at the ending of the year (Refer Note 2.8)</b>		<b>294.23</b>	<b>60.32</b>
Notes :-			
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard on			
2. The accompanying notes are an integral part of the financial statements.			
As per our report of even date			
<b>For NSVR ASSOCIATES&amp; LLP</b>		<b>For and on behalf of Board</b>	
Chartered Accountants			
<b>Venkata Ratnam P</b>	<b>J K RAJESH SINGH</b>	<b>J K PAVAN SINGH</b>	
Partner	Managing Director	Director	
M.No. 230675	DIN. 03508795	DIN. 08082518	
Place: Hyderabad			
Date: 28.05.2019			





**2.10 Share Capital**

Particulars	2019	2018
<b>Authorized Share Capital</b>		
70,00,000 Equity Shares of Rs.10 each (Previous year : 70,00,000 Equity Shares of Rs.10 each)	700	700
<b>Issued Subscribed and Paid up Share Capital</b>		
69,26,381 Equity Shares of Rs.10 each, fully paid up (Previous year :47,33,500 Equity Shares of Rs.10 each, fully paid up)	692.64	473.35
	<b>692.64</b>	<b>473.35</b>

**2.10.1 Reconciliation of Number of Shares :**

Particulars	2019	2018
Number of Shares at the beginning of the year	47,33,500	47,33,500
Add : Shares issued during the year	21,92,881	-
Less: Shares Forfeited during the year	-	-
<b>Number of Shares at the end of the year</b>	<b>69,26,381</b>	<b>47,33,500</b>

**2.11 " Other Equity"**

Particulars	2019	2018
<b>RETAINED EARNINGS</b>		
Opening Balance	-1,819.74	-1,622.35
Add: Net profit transferred from the Statement of Profit and Loss	301.47	-197.39
<b>Total</b>	<b>(1,518.27)</b>	<b>(1,819.74)</b>
<b>CAPITAL RESERVE</b>		
Opening Balance	17.46	17.46
Add: Forfeiture of Shares	-	-
<b>Total</b>	<b>17.46</b>	<b>17.46</b>
<b>SECURITIES PREMIUM</b>		
Opening Balance	274.25	274.25
Add: Current year Transfer	701.72	-
Less: Written Back in Current year	-	-
<b>Total</b>	<b>975.98</b>	<b>274.25</b>
<b>Total Other Equity</b>	<b>(524.83)</b>	<b>(1,528.02)</b>



**2.12 Borrowings**

Particulars	2019		2018	
	Current	Non Current	Current	Non Current
<b>Secured Borrowings :</b>				
From Banks& Financial Institutions			-	-
From Others			-	1,294.23
<b>Unsecured Borrowings</b>				
Loans from NBFCs	4.18		25.11	3.43
Loans and Advances from Others	509.59		613.72	-
<b>Total</b>	<b>513.77</b>	<b>-</b>	<b>638.83</b>	<b>1,297.66</b>

**Provisions**

Particulars	2019		2018	
	Current	Non Current	Current	Non Current
Provisions-Others		51.24		
Provision for tax	48.49			
<b>Total</b>	<b>48.49</b>	<b>51.24</b>	<b>-</b>	<b>-</b>

**2.13 Other financial liabilities**

Particulars	2019		2018	
	Current	Non Current	Current	Non Current
Trade Deposits& Advances	2.00		2.00	46.35
Creditors for Expenses	3.00			
<b>Total</b>	<b>5.00</b>	<b>-</b>	<b>2.00</b>	<b>46.35</b>

**2.14 Trade Payables**

Particulars	2019	2018
Sundry Creditors	2,830.25	1,876.95
<b>Total</b>	<b>2,830.25</b>	<b>1,876.95</b>

**2.15 Other Non Current Liabilities & Current liabilities**

Particulars	2019		2018	
	Current	Non Current	Current	Non Current
Salaries Payable	8.25	-	5.02	-
Statutory Dues	89.26	-	58.86	-
Advances From Customers& Others	100.63	-	-	-
<b>Total</b>	<b>198.14</b>	<b>-</b>	<b>63.88</b>	<b>-</b>



**2.16 Revenue from operations**

Particulars	2019	2018
Sales	5,238.80	2,266.46
Income from Job work	107.06	188.82
<b>Revenue from operations</b>	<b>5,345.86</b>	<b>2,455.28</b>

**2.17 Other income**

Particulars	2019	2018
Interest Income	3.12	2.94
Dividend on Shares	0.01	0.01
increase in fair value of shares	0.49	0.80
Other income	-	2.69
De-Recognition of Financial Liabilities	390.22	-
<b>Total</b>	<b>393.85</b>	<b>6.44</b>

**2.18 Cost of materials consumed**

Particulars	2019	2018
Opening Stock	58.10	42.66
Add : Purchases	3,845.83	1,405.26
Less: Closing Stock	230.09	58.10
<b>Total</b>	<b>3,673.84</b>	<b>1,389.82</b>

**2.19 Changes in Inventories**

Particulars	2019	2018
Opening Finished Goods	140.79	411.98
Less: Closing Finished Goods	367.57	140.79
Opening Work in Progress	29.62	21.38
Less: Closing Work in Progress	29.53	29.62
<b>Total</b>	<b>(226.68)</b>	<b>262.94</b>

**2.20 Employee benefits expense**

Particulars	2019	2018
Salaries/Wages and other Allowances	125.95	101.33
Contributions to Provident fund	1.48	1.25
Staff welfare expenses	2.59	2.09
<b>Total</b>	<b>130.02</b>	<b>104.67</b>



### 2.21 Finance Cost

Particulars	2019	2018
Interest on Cash Credit	-	40.33
Other Interest Costs	81.40	119.68
(Profit)/ Loss on foreign Exchange fluctuation	-	0.81
Bank Charges	0.93	1.30
<b>Total</b>	<b>82.33</b>	<b>162.12</b>

### 2.22 Other expenses

Particulars	2019	2018
<b>Direct Expenses</b>		
Consumption of Stores	5.99	22.87
Labour & Jobwork Charges	446.54	197.72
Power and fuel	151.91	124.32
Repairs & Maintenance		
- Machinery	10.34	13.37
- Others	0.16	0.45
Insurance Expenses	1.99	0.70
Administrative & Selling Expenses		
Auditors Remuneration:		
- as statutory auditor	2.00	1.50
- as tax auditor	1.00	1.00
Commission & Brokerage	5.15	-
Donation	-	0.10
Export Expenses	0.96	1.21
Freight/Octroi & Clearing (Include export freight)	93.39	20.07
Legal & Profession / Technical Fess	43.72	21.70
Membership & Subscription	0.84	11.54
Miscellaneous expenses	4.27	5.82
Motor Vehicle Expenses	0.16	0.54
Other Interest/late payment charges	1.53	17.47
Postage & Couier	0.70	0.84
Printing & Stationery	0.19	3.50
Rates and taxes, Duties, excluding, taxes on income.	10.09	1.77
Rent & Hire Charges	131.28	21.81
Sales & Business Promotion Expenses	105.75	5.38
Security Expenses	6.60	5.88
Telephone Charges	0.53	0.65
Travelling & Conveyances Expenses	15.58	9.24
excise duty	-	50.06
Impairment of Recievables	-	2.21
<b>Total</b>	<b>1,040.69</b>	<b>541.71</b>



## 2.23 Auditors Remuneration

(Rs in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
<b>Auditors Remuneration</b>		
-Statutory audit fees	2.00	1.50
-Taxation matters	1.00	1.00
<b>Total</b>	<b>3.00</b>	<b>2.50</b>

## 2.24 Earnings per Share

(Rs in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
<b>Earnings</b>		
Profit attributable to equity holders	301.47	-197.39
Shares		
Number of shares at the beginning of the year	47.35	47.35
Add: Equity shares issued	21.93	-
Less: Buy back of equity shares	-	-
Total number of equity shares outstanding at the end of the year	69.26	47.35
Weighted average number of equity shares outstanding during the year – Basic	52.14	47.35
Add: Weighted average number of equity shares arising out of outstanding stock options (net of the stock options forfeited) that have dilutive effect on the EPS	-	-
Weighted average number of equity shares outstanding during the year – Diluted	52.14	47.35
Basic Earnings per share of par value Rs.10/-	5.78	(4.17)
Diluted Earnings per share of par value Rs.10/-	5.78	(4.17)

## 2.25 Related Parties

In accordance with the provisions of Ind AS 24 “Related Party Disclosures” and the Companies Act, 2013, Company’s Directors, members of the Company’s Management Council and Company Secretary are considered as Key Management Personnel. List of Key Management Personnel of the Company is as below:

S. No.	Name of the Related Party	Nature of Relationship
1	PraveenaKumari	Key Managerial Personnel
2	Rajesh Singh	Key Managerial Personnel
3	Ramesh Singh	Relative of Key Managerial Personnel



4	PoornimaBai	Relative of Key Managerial Personnel
5	JK Viswanath Singh	Relative of Key Managerial Personnel
6	JK Krishna Singh	Relative of Key Managerial Personnel
7	Durga Singh	Relative of Key Managerial Personnel
8	JK Pavan Singh	Director
9	JK Karthik Singh	Director
10	Beena Chandra SekharKandpal	Director
11	SudhakarMatta	Director
12	Uday Agro & Technology	* EDS
13	Uday Kumar Marketing	* EDS
14	Ikon associates	* EDS
15	Aadinathpolyfab Private Limited	* EDS
16	GokulKisan Mart	* EDS
17	Akshaya Irrigation Product Private Limited	* EDS
18	Jalabindu irrigation System private limited	* EDS

\* Entity over which the director is having significant influence

### Related Party Transactions

(In lakhs)

S. No.	Nature of Transaction	FY 2018-19				
		KMP	Relative of KMP	EDS	Subsidiary	Total
1	Sales	-	-	3110.81	-	3110.81
2	Purchases	-	-	195.22	-	195.22
3	Job Work	-	-	107.05	-	107.05
4	Rent	-	-	5.96	-	5.96

S.No.	Nature of Transaction	FY 2017-18				
		KMP	Relative of KMP	EDS	Subsidiary	Total
1	Sales	-	-	1,180.47	-	1,180.47
2	Purchases	-	-	151.65	-	151.65
3	Job Work	-	-	188.82	-	188.82
4	Rent	-	-	7.81	-	7.81

### Balance with Related Parties

S.No.	Nature of Transaction	FY 2018-19				
		KMP	Relative of KMP	EDS	Subsidiary	Total
1	Trade Receivables	-	-	922.12	-	922.12
2	Trade Payables	-	-	262.99	-	262.99



S.No.	Nature of Transaction	FY 2017-18				
		KMP	Relative of KMP	EDS	Subsidiary	Total
1	Trade Receivables	-	-	1,390.77	-	1,390.77
2	Trade Payables	-	-	897.02	-	897.02

#### Transactions with related parties during the year

Name of Related Party	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>DIRECTORS REMUNERATION</b>		
Rajesh Singh	10.00	-
JK Pavan Singh	9.00	-
JK Karthik Singh	9.00	-
Beena Chandra SekharKandpal	-	-
SudhakarMatta	-	-

#### Shares issued to Related parties during the year

Name of Related Party	As at 31 <sup>st</sup> March, 2019	
	Share capital	Securities Premium
Ramesh Singh	12.14	38.84
PoornimaBai	56.70	181.44
JK Viswanath Singh	13.33	42.65
Durga Singh	12.50	40.00
JK Krishna Singh	12.71	40.67

S.No.	Particulars	2018-19	2017-18
1	<b>Sales</b>		
	Uday Agro & Technology	-	5.66
	Uday Kumar Marketing	1047.80	494.36
	Ikon Associates	1278.77	680.45
	GokulKisan Mart	49.69	-
	AadinathPolyfab Pvt Ltd	734.55	-
2	<b>Purchases</b>		
	AadinathPolyfab Pvt Ltd	195.22	-
3	<b>Job Work income</b>		
	AadinathPolyfabPvt. Ltd	107.05	188.82



<b>4</b>	<b><u>Rental Expenses</u></b>		
	AadinathPolyfabPvt. Ltd	5.96	7.81
<b>5</b>	<b><u>Trade Recievables</u></b>		
	Uday Agro & Technology	9.53	5.66
	Uday Kumar Marketing	231.90	494.36
	Ikon Associates	199.96	680.45
	AadinathPolyfab Pvt Ltd	129.49	-
	Jalabindu irrigation System private limited	10.36	-
	Akshaya Irrigation Product Private Limited	340.88	
<b>6</b>	<b><u>Trade Payables</u></b>		
	Uday Kumar Marketing	262.99	151.65

### 2.26 Earnings/expenditure in foreign currency:

#### Expenditure in Foreign currency:

Particulars	For the year ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
Purchases	-	-
Professional Fees	-	-
Other expenses	-	-
<b>Total</b>	-	-

#### Earnings in Foreign currency:

Particulars	For the year ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
FOB Value of Exports	-	19.95
<b>Total</b>	-	<b>19.95</b>

### 2.27 Segment Reporting:

The Company concluded that it has only one segment i.e manufacturing of polyethylene fabric used for packaging, shelter, waterproofing and horticultural applications. Hence, the same becomes the reportable segment for the Company. Accordingly, the Company has only one operating and reportable segment, the disclosure requirements specified in paragraphs 22 to 30 are not applicable.

### 2.28 Income Taxes:

**a. Income tax expense/ (benefit) recognized in the statement of profit and loss:**

Income tax expense/ (benefit) recognized in the statement of profit and loss consists of the following:





(Rs in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March	
	2019	2018
Current taxes expense		
Domestic (whichever is higher of a or b)	-	-
<i>a. Tax as per Normal Income Tax Provisions</i>	-	-
<i>b. Tax on Deemed Total Income Under MAT(Sec 115JB)</i>	50.54	-
Deferred taxes expense/(benefit)	74.11	(24.15)
<b>Total income tax expense/(benefit) recognized in the statement of profit and loss</b>	<b>124.65</b>	<b>(24.15)</b>

**a. Reconciliation of Effective tax rate:**

Particulars	For the Year Ended 31 March	
	2019	2018
<b>Profit before income taxes</b>	<b>426.12</b>	<b>(221.54)</b>
Enacted tax rate in India	20.59%	25.75%
<b>Computed expected tax benefit/(expense)</b>	<b>(50.54)</b>	<b>57.05</b>
<b>Effect of:</b>		
Expenses not deductible for Tax purposes	7.86	9.92
Expenses deductible for Tax purposes	188.47	(5.92)
<b>Tax Effect on Previous losses Reported to Tax</b>	<b>-</b>	<b>-</b>
Tax Payable at Special Rates as per Special provisions under Tax laws	-	-
<b>Income tax benefit/(expense)</b>	<b>(50.54)</b>	<b>53.05</b>
<b>Effective tax rate</b>	<b>20.58%</b>	<b>25.75%</b>

**b. Deferred tax assets & Liabilities:**

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below:

Particulars	For the Year Ended 31 March	
	2019	2018
<b><u>Deferred tax assets/(liabilities):</u></b>		
Property, plant and equipment	14.60	10.91
On Account of Accumulated Losses	-	94.32
On account of MAT Credit	16.52	
<b>Net deferred tax assets/(liabilities)</b>	<b>31.12</b>	<b>105.23</b>

**c. Movement in deferred tax assets and liabilities during the year ended 31<sup>st</sup> March 2019& 2018:**

(Rs in Lakhs)

Particulars	As at 01 <sup>st</sup> April 2017	Recognized in statement of profit and loss	Recognized in equity	As at 31 <sup>st</sup> March 2018
<b><u>Deferred tax assets/(liabilities)</u></b>				
<b>Net deferred tax assets/(liabilities)</b>	<b>81.08</b>	<b>24.15</b>		<b>105.23</b>

[Continued from above table, first column(s) repeated]



(Rs in Lakhs)

Particulars	As at 1 April 2018	Recognized in statement of profit and loss	Recognized in equity	As at 31 March 2019
<b>Deferred tax assets/(liabilities)</b>				
<b>Net deferred tax assets/(liabilities)</b>	<b>105.23</b>	<b>(74.11)</b>		<b>31.12</b>

### 2.29 Investments:

Investments consist of investments in equity shares of Development Credit bank limited and Essar Shipping Limited measured at Fair value through Profit & Loss Account, and other unquoted investments are measured at cost. The details of such Investments as of 31<sup>st</sup> March 2018 are as follows:

(Rs in Lakhs)

Particulars	Cost	Gain recognized directly in equity	Gain recognized directly in profit and loss account	Fair value
<i>Non-current Investments</i>				
Investment in Equity shares of Development Credit Bank Limited and Essar Shipping Limited	0.22	0.89	0.87	1.98
<b>Total</b>	<b>0.22</b>	<b>0.89</b>	<b>0.87</b>	<b>1.98</b>

The details of such investments as of 31<sup>st</sup> March 2019 are as follows:

(Rs in Lakhs)

Particulars	Cost	Gain recognized directly in equity	Gain recognized directly in profit and loss account	Fair value
<i>Non-current Investments</i>				
Investment in Equity shares of Development Credit Bank Limited and Essar Shipping Limited	0.22	0.89	1.36	2.47
<b>Total</b>	<b>0.22</b>	<b>0.89</b>	<b>1.36</b>	<b>2.47</b>

### 2.30 Financial Risk Management:

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and Market risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors, risk management committee and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

#### a. Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of Customers to which the Company grants credit terms in the normal course of business. The Company



establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables and investments.

*Trade Receivables*-The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The total trade and other receivables impairment loss is provided Rs.249.84 lakhs as at 31 March 2019 and Rs.249.84 lakhs at 31<sup>st</sup>March 2018.

The Company's credit period for customers generally ranges from 60-90 days. The aging of trade receivables that are past due but not impaired is given below:

Particulars	As of 31 March	
	2019	2018
Period (in days)		
1 – 90	1090.52	825.42
90 – 180	250.67	221.22
More than 180	1317.72	1,228.56
<b>Total</b>	<b>2658.91</b>	<b>2,275.20</b>

On account of adoption of Ind AS 109, the Company uses Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, it is weighted average of credit losses with the respective risks of default occurring as weights. The credit loss is the difference between all contractual cash flows that are due to an entity as per the contract and all the contractual cash flows that the entity expects to receive, discounted to the effective interest rate.

*Financial assets that are neither past due nor impaired* - None of the Company's cash equivalents, including deposits with banks, were past due or impaired as at 31 March 2019.

#### **Reconciliation of allowance for credit losses**

The details of changes in allowance for credit losses during the year ended 31 March 2019 and 31 March 2018 are as follows:

(Rs In Lakhs)

Particulars	For the Year Ended 31 March	
	2019	2018
<b>Balance at the beginning of the year</b>	249.84	247.63
Impairment of Trade receivables	-	2.21
<b>Balance at the end of the year</b>	<b>249.84</b>	<b>249.84</b>

#### **Liquidity Risks:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

As of 31 March 2019, the Company had working capital (current assets less current liabilities) of Rs. (48.69) lakhs including cash and cash equivalents of Rs. 294.23Lakhs and investments in FVTPL financial assets of Rs 2.47 lakhs .As of 31 March 2018, the Company had working capital of Rs. (31.75) Lakhs, including cash and cash equivalents of Rs. 294.23 Lakhs and investments in FVTPL financial assets of Rs. 1.98 Lakhs



The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2019:

Particulars	2020	2021	2022	Thereafter	Total
Trade payables					
Long term borrowings		-	-		
short-term borrowings	513.77	-	-	-	513.77
Other Financial liabilities	5				5
Other liabilities	198.14	-	-	-	198.14

### Market Risks:

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchange rates and interest rates which will affect the Company's financial position. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

### CAPITAL MANAGEMENT

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through equity, borrowings and operating cash flows required.

The company's Debt Equity ratio is as follows:

Particulars	(Rs in Lakhs)	
	2019	2018
Total Debt	3646.89	3925.67
Total Equity	167.81	-1054.67
<b>Debt Equity Ratio</b>	<b>21.73:1</b>	<b>-3.72:1</b>

### 2.31 Contingent Liabilities and Commitments: NIL



## NOTES TO FINANCIAL STATEMENTS

### DESCRIPTION OF THE COMPANY AND SIGNIFICANT ACCOUNTING POLICIES

#### A. General Information

Union Quality Plastics Limited (the company) is engaged in manufacturing of polyethylene fabric based products for packaging, shelter, waterproofing and horticultural applications. The Company is a public limited company incorporated and domiciled in India and has its registered office at Mumbai, Maharashtra. The shares of the company are listed on the Bombay Stock Exchange in India. The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### B. Basis of preparation and presentation of Financial Statements

The financial statements of Union Quality Plastics Limited ("UQPL" or "the Company") have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015, as amended and as per other relevant provisions of the Act. The presentation of financial statements is based upon Ind AS Schedule III of Companies Act, 2013.

##### *Basis of Measurement*

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

- a. Certain financial assets are measured either at fair value or at amortized cost depending on the classification;
- b. Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation, and
- c. Long-term borrowings are measured at amortized cost using the effective interest rate method.

All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realisation/settlement within twelve months period from the balance sheet date.

#### C. Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, the areas involving critical estimates or Judgments are:

##### i) Depreciation and amortization

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets.

##### ii) Provision and contingencies

Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.



### iii) Fair valuation

Fair value is the market-based measurement of observable market transaction or available market information.

### iv) Employee Benefits

The present value of the employee benefits obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) includes the discount rate, wage escalation and employee attrition. The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

## D. Functional and presentation currency

These financial statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest lakhs.

## E. Current and noncurrent classification

All the assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1, Presentation of financial statements.

**Assets:** An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realized within twelve months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

**Liabilities:** A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within twelve months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of noncurrent assets/ liabilities respectively. All other assets/ liabilities are classified as noncurrent. Deferred tax assets and liabilities are always disclosed as non-current.



## Significant Accounting Policies

### 1) Property Plant & Equipment

#### *Recognition and measurement*

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

#### **Directly attributable costs include:**

- a. Cost of Employee Benefits arising directly from Construction or acquisition of PPE.
- b. Cost of Site Preparation.
- c. Initial Delivery & Handling costs.
- d. Professional Fees and
  - a. Costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling any items produced while bringing the asset to that location and condition (such as samples produced when testing equipment).

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within in the statement of profit and loss.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

#### **Depreciation**

Depreciation is recognized in the statement of profit and loss on WDV basis over the estimated useful lives of property, plant and equipment based on Schedule II to the Companies Act, 2013 ("Schedule"), which prescribes the useful lives for various classes of tangible assets. For assets acquired or disposed off during the year, depreciation is provided on pro rata basis. Land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.



The estimated useful lives are as follows:

Type of Asset	Estimated useful life in years
Leasehold land	-
Factory Building	30
Plant & Machinery	8
Lab Equipment	7.5
<b>Electrical installations</b>	5
Air Conditioner	5
Generator	5
Computers	3
Office Equipment	5
Furniture & Fixtures	5

## 2) Intangible assets

Acquired computer software is capitalised on the basis of the costs incurred to acquire and bring to use the specific software. The Intangible assets that are acquired by the Company and that have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses.

### **Amortization**

Amortization is recognized in the statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets or on any other basis that reflects the pattern in which the asset's future economic benefits are expected to be consumed by the entity. Intangible assets that are not available for use are amortized from the date they are available for use. The estimated useful lives are as follows:

Type of Asset	Estimated useful life
<i>Intangible Assets</i>	
Computer Software	3

The amortization period and the amortization method for intangible assets with a finite useful life are reviewed at each reporting date.

## 2) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Financial assets**

#### recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.





**Subsequent measurement**

**Debt instrument at FVTPL**

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**Investment in Preference Shares and Unquoted trade Investments**

Investment in Preference Shares and Unquoted trade Investments are measured at amortized cost using Effective Rate of Return.

**Investment in equity instruments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments i.e., investments in equity shares within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**Impairment of trade receivables**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18. Expected credit loss model takes into consideration the present value of all the cash shortfalls over the expected life of a financial instrument. In simple terms, it is weighted average of credit losses with the respective risks of default occurring as weights. The credit loss is the difference between all contractual cash flows that are due to an entity as per the contract and all the contractual cash flows that the entity expects to receive, discounted to the effective interest rate. The Standard presumes that entities would suffer credit loss even if the entity expects to be paid in full but later than when contractually due. In other words, it simply focuses on DELAYS in collection of receivables.

For the purpose of identifying the days of delay, the Company took into consideration the weighted average number of delays taking into consideration the date of billing, the credit period and the collection days.

**Financial liabilities**

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:



### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

### **3) Inventories**

Inventories consist of raw materials, stores and spares, work-in-progress and finished goods and are measured at the lower of cost and net realisable value. The cost of all categories of inventories is based on the weighted average method. Cost includes expenditures incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of finished goods and work-in-progress, cost includes an appropriate share of overheads based on normal operating capacity. Stores and spares, that do not qualify to be recognised as property, plant and equipment, consists of packing materials, engineering spares (such as machinery spare parts) and consumables which are used in operating machines or consumed as indirect materials in the manufacturing process. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

### **4) Impairment of non-financial assets**

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year at March 31.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any

indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### **5) Cash & Cash Equivalents**

Cash and bank balances comprise of cash balance in hand, in current accounts with banks, demand deposit, short-term deposits, Margin Money deposits and unclaimed dividend accounts. For this purpose, "short-term" means investments having maturity of three months or less from the date of investment. Bank overdrafts that are



repayable on demand and form an integral part of our cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. The Margin money deposits and unclaimed dividend balances shall be disclosed as restricted cash balances. \

## 6) **Employee Benefits**

### ***Short term employee benefits***

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### ***Defined Contribution Plan***

The Company's contributions to defined contribution plans are charged to the statement of profit and loss as and when the services are received from the employees.

### ***Defined Benefit Plans***

Defined Benefit plans are accounted in Accordance with IND AS 19.

### ***Termination benefits***

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

### ***Other long-term employee benefits***

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

## 7) **Provisions, contingent liabilities and contingent assets**

### ***Provision***

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### ***Contingent liabilities***

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



### ***Contingent assets***

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### **Revenue Recognition**

#### ***Sale of goods and trade license***

Effective April 1, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The company has adopted Ind AS 115 using the cumulative catch-up method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018). The effect of adoption of Ind AS 115 is insignificant

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of the product is transferred to the customer. Revenue from the sale of Products includes excise duty and is measured at the fair value of the consideration received or receivable, net of returns, sales tax and applicable trade discounts and allowances.

#### ***Other Income***

##### *Interest Income*

Interest Income mainly comprises of interest on Margin money deposit with banks relating to bank guarantee. Interest income should be recorded using the effective interest rate (EIR). However, the amount of margin money deposits relating to bank guarantee are purely current in nature, hence effective interest rate has not been applied. Interest is recognized using the time-proportion method, based on rates implicit in the transactions.

### **8) Borrowing Costs**

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

### **9) Tax Expenses**

Tax expense consists of current and deferred tax.

#### ***Income Tax***

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

#### ***Deferred Tax***

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different



tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Dividend distribution tax arising out of payment of dividends to shareholders under the Indian Income tax regulations is not considered as tax expense for the Company and all such taxes are recognized in the statement of changes in equity as part of the associated dividend payment.

#### **10) Earnings Per Share**

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

#### **11) Trade receivables**

Trade receivables are initially recognized at fair value and subsequently measured at amortized cost using effective interest method, less provision for impairment.

#### **12) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

#### **13) Determination of fair values**

The Company's accounting policies and disclosures require the determination of fair value, for certain financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

##### *(i) Property, plant and equipment*

Property, plant and equipment, if acquired in a business combination or through an exchange of non-monetary assets, is measured at fair value on the acquisition date. For this purpose, fair value is based on appraised market values and replacement cost.

##### *(ii) Intangible assets*

The fair value of brands, technology related intangibles, and patents and trademarks acquired in a business combination is based on the discounted estimated royalty payments that have been avoided as a result of these brands, technology related intangibles, patents or trademarks being owned (the "relief of royalty method"). The fair value of customer related, product related and other intangibles acquired in a business combination has been determined using the multi-period excess earnings method after deduction of a fair return on other assets that are part of creating the related cash flows.

*(iii) Inventories*

The fair value of inventories acquired in a business combination is determined based on its estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

*(iv) Investments in equity and debt securities and units of mutual funds*

The fair value of marketable equity and debt securities is determined by reference to their quoted market price at the reporting date. For debt securities where quoted market prices are not available, fair value is determined using pricing techniques such as discounted cash flow analysis.

In respect of investments in mutual funds, the fair values represent net asset value as stated by the issuers of these mutual fund units in the published statements. Net asset values represent the price at which the issuer will issue further units in the mutual fund and the price at which issuers will redeem such units from the investors.

Accordingly, such net asset values are analogous to fair market value with respect to these investments, as transactions of these mutual funds are carried out at such prices between investors and the issuers of these units of mutual funds.

*(v) Non-derivative financial liabilities*

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases the market rate of interest is determined by reference to similar lease agreements. In respect of the Company's borrowings that have floating rates of interest, their fair value approximates carrying value.

**14) Recent Accounting Pronouncements.****Ind AS 116 Leases:**

Ind AS 116, Leases: The Ministry of Corporate Affairs has notified the Ind AS 116, Leases which will be effective from April 1, 2019. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Company is currently evaluating the effect of Ind AS 116 on the financial statements

**Amendment to Ind AS 12 'Income Taxes':**

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.



**Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments:**

On March 30, 2019, Ministry of Corporate Affairs (“MCA”) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

**Amendment to Ind AS 19 ‘Employee Benefits’:**

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 ‘Employee Benefits’ in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements

**Union Quality Plastics Limited**

Regd. Off. - C211, 2<sup>nd</sup> Floor,  
Sham Kamal Agarwal Market street,  
Opp. Big Bazaar, Vile Parle East,  
Mumbai, Maharashtra,  
400057, India.

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

**J P Pavan Singh**  
**Director**  
**(DIN: 08082518)**

**Place: Hyderabad**

**Date: 28<sup>th</sup> August, 2019**



### 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: C211, 2<sup>nd</sup> Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India.

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

as my/ our proxy to attend and vote (on a poll) for my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on the Saturday, 28<sup>th</sup> September,2019, at 11.00 a.m. (Time)at Off. No-C211, 2<sup>nd</sup> Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India. and at any adjournment thereof in respect of such resolution as are indicated below:

RESOLUTION NO.	ORDINARY BUSINESS
1	To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended 31 <sup>st</sup> March 2019 and the Balance Sheet as at that date together with the Reports of Board of Directors and the Auditors Report thereon.
2.	To Re-appoint Mr. J. K. Karthik Singh (DIN- 08082707) as Director of the Company, who retire by rotation and being eligible, offer himself for re-appointment as a Director:
	<b>SPECIAL BUSINESS</b>
3.	Approval for related party transactions
4.	Ratification of directors and shareholders of ambient media solutions private limited as the ultimate beneficial owners for issue of equity shares to lender (ambient media solutions private limited) on preferential allotment / private placement basis.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

\_\_\_\_\_  
Signature of shareholders

\_\_\_\_\_  
Signature of Proxy



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: C211, 2<sup>nd</sup> Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India.**

**ATTENDANCE SLIP**

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

I hereby record my presence at the 35<sup>th</sup> Annual General Meeting of the Company to be held at C211, 2<sup>nd</sup> Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India. on Saturday, 28<sup>th</sup> September, 2019, 11.00 A.M.

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

\_\_\_\_\_  
**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:**

**Off No-: C211, 2nd Floor, Sham Kamal Agarwal Market street, Opp. Big Bazaar, Ville Parle East, Mumbai, Maharashtra, 400057, India.**