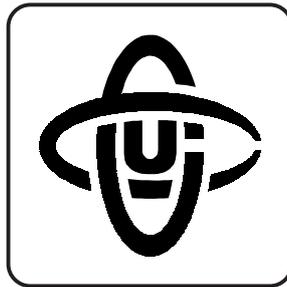


39th
Annual Report
2010 - 2011



**UNIVERSAL PRIME
ALUMINIUM LIMITED**

UNIVERSAL PRIME ALUMINIUM LIMITED

BOARD OF DIRECTORS

Mr. Prakash Kumar Mohta
Mr. S. G. Somani
Mr. Basant Kumar Daga

BANKERS

Indian Bank
Dena Bank
Uco Bank

AUDITORS

M/s. Singhi & Co.
Chartered Accountants
Mumbai

REGISTERED & HEAD OFFICE

Century Bhavan
771, Dr. Annie Besant Road
Worli, Mumbai - 400 030

BRANCH OFFICE

15, Maharana Pratap Sarani
(Formerly : India Exchange Place)
Kolkata - 700 001

WORKS

Plot No. C-21, M.I.D.C.
Taloja Dist. Raigad
Maharashtra.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY NINE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, 27TH DAY OF AUGUST, 2011 AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR, CENTURY BHAVAN, 771, DR. ANNIE BEASANT ROAD, WORLI, MUMBAI - 400 030 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Statement of Accounts for the year ended 31st March, 2011 and Balance Sheet as on that date alongwith the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri S. G. Somani who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES, IF ANY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AS THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS (FORTYEIGHT HOURS) BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
3. The Register of Members & Share Transfer Books of the Company will remain closed from Friday, 26th August 2011 to Saturday, 27th August 2011 (both days inclusive).
4. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is attached herewith.

Registered Office :
Centruy Bhavan
771, Dr. Annie Beasant Road
Worli, Mumbai - 400 030

For and on behalf of the Board
PRAKASH KUMAR MOHTA
Director

Place : Mumabi
Dated : 8th July 2011

Additional Information : BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT

Shri S. G. Somani

He is an eminent businessman having wide experience in commercial field. Shri S. G. Somani is also a Director in following companies :

Sr. No.	Name of the Company
1	United Malleable Company Ltd.
2	Jyoti Airnergy India P. Limited.

Shri S. G. Somani does not hold any chairmanship/membership in any Committees of other companies. He does not hold any shares as on 30th June 2011.

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DIRECTORS' REPORT

The Directors present their 39th Annual Report on the business operations of the Company alongwith the Statement of Audited Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS :

Particulars	Current Year 2010-2011 (₹ in Lacs)	Previous Year 2009-2010 (₹ in Lacs)
Sales & Other Income	86.27	39.02
Profit/(Loss) before Depreciation and Tax	55.26	(6.87)
Less : Depreciation	3.29	5.07
Less : Prior period expenses	0.08	0.03
Profit/(Loss) before Tax	51.89	(11.97)
Less : Short provision for taxation for earlier year	0.00	0.00
Profit/(Loss) for the year	51.89	(11.97)
Add : Balance brought forward from previous year (Balance Brought Forward)	(485.85) (433.96)	(473.88) (485.85)

OPERATIONS :

During the year under review, your Company has not carried out any significant business. The total turnover was ₹ 86.27 Lacs as against ₹ 39.02 Lacs in the previous year. Profit before Depreciation and Tax amounted to ₹ 55.26 Lacs. After providing for depreciation to the tune of ₹ 3.29 Lacs and adjustments for period expenses the Company has registered a Net Profit of ₹ 51.89 Lacs in comparison with Net Loss of ₹ 11.97 Lacs in the previous year.

DIVIDEND :

In view of the accumulated losses, your Directors regret their inability to recommend any dividend for the year ended 31st March 2011.

DIRECTORS :

Pursuant to the provisions of Section 255 of the Companies Act, 1956, Shri S. G. Somani shall retire by rotation in the forth coming Annual General Meeting. The Board has recommended the re-election of Shri S. G. Somani to the shareholders. The detailed resume of Shri S. G. Somani is provided in the notice of the Annual General Meeting.

RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2 AA) of the Companies Act, 1956 your Directors confirm the following :

- ❖ Your Directors state that in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures.
- ❖ Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2011 and of the Profit of the Company for that period.

- ❖ Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- ❖ Your Directors have prepared the attached Statement of Accounts for the year ended 31st March, 2011 on a going concern basis.

CORPORATE GOVERNANCE :

The Report on the Corporate Governance as prescribed under Clause 49 of the listing agreement is annexed herewith.

AUDITORS :

The Auditors M/s. Singhi & Company, Chartered Accountants retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS' REPORT :

Observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments under Section 217(3) of the Companies Act, 1956.

FIXED DEPOSITS :

The Company has not accepted or renewed any deposit from public during the year under review.

PARTICULARS OF EMPLOYEES :

During the year under review, none of the employees of the Company was in receipt of remuneration aggregating ₹ 24,00,000/- or more per annum, if employed throughout the year, or ₹ 2,00,000/- or more per month, in case employed for part of the year. Hence, there are no particulars to be annexed to this report as required under Section 217 (2A) of the Companies Act, 1956 and the rules made thereunder.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The particulars prescribed under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 to the extent applicable are set out in the annexure hereto.

ACKNOWLEDGEMENTS :

The Directors wish to express their gratitude to the Bankers, Clients and all the business associates for their continuous support to the Company and to the Company and to the Shareholders for the confidence reposed in the Company's management. The Directors also convey their appreciation to the employees at all levels for their enormous personal efforts as well as collective contribution.

For and on behalf of the Board

Place : Mumbai
Date : 8th July 2011

PRAKASH KUMAR MOHTA
Director

ANNEXURE TO THE DIRECTORS REPORT

Information as per section 217(1)(e) read with the companies (Disclosure of Particulars in report of Board of Directors) rules 1998 and forming part of the Directors report for the year ended 31st March, 2011.

I. CONSERVATION OF ENERGY

The Company has not undertaken any manufacturing activities. The Company's operations during the year were not energy intensive. However, significant measures are taken to reduce energy consumption by using energy-efficient computers and purchasing energy-efficient equipment. The Company constantly evaluates new technologies and invests to make its infrastructure more energy-efficient. Currently, wherever possible, the Company uses CFL fittings and electronic ballasts to reduce the power consumption of fluorescent tubes. Air-conditions with energy-efficient screw compressors for central air-conditioning and with split air-conditioning for localized areas are used. As energy costs comprise a very small part of the total expenses, the financial impact of these measures is not material.

II. TECHNOLOGY ABSORPTION

1. Specific areas in which R&D carried out by the Company

Research and Development efforts were carried out in several areas extending from raw materials to New products developments.

2. Benefits derived as a result of the above R&D

The Company has derived the benefits of reduction in cost and improvement in quality due to above efforts.

3. Future Plan of action

R&D efforts will be continued to effect cost saving, improving quality and introduction of new products.

4. Expenditure on R&D

The Company's R&D activities are part of its normal commercial operations. There is no separate R&D department and hence there is no specific capital or recurring R&D expenditure. It is not practicable to identify R&D expenditure out of total expenditure incurred by the Company.

III. TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

1. Efforts, in brief, made towards technology absorption, adaption and innovation and benefits derived :

Our technical people have been attending various Seminars and workshops being organized by various institutions. As a result of the efforts taken, the Company has derived benefits of cost reduction.

2. Information regarding technology imported during last 5 years —

Not applicable

IV. FOREIGN EXCHANGE EARNINGS AND OUTGO

	2010-2011	2009-2010
1. Total Foreign Exchange earned	₹ Nil	₹ Nil
2. Total Foreign Exchange used	₹ Nil	₹ Nil

Place : Mumbai
Date : 8th July 2011

For and on behalf of the Board
PRAKASH KUMAR MOHTA
Director

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Corporate Governance is a dynamic concept thriving under constantly changing environment. Corporate Governance encompasses good corporate practices, laws, procedures, standards and implicit rules that determine a Management's ability to take sound decisions with respect to its various stakeholders viz. its shareholders, creditors, partners, associates, employees and the Government. The objective of Corporate Governance is to maximize long-term shareholder value through an open and transparent disclosure regime enabling every stakeholder to have access to fullest information about the Company and its functioning. Your Company is firmly of the view that Corporate Governance is not an end in itself but a facilitator in maximizing the objective of shareholder's value. Any Corporate which embodies principles of Corporate Governance like openness, transparency, ownership fairness in its functioning is bound to maximize shareholder value and also its own corporate values.

In keeping with the above, your Company reaffirms its commitment to excellence in Corporate Governance and constantly strives to benchmark itself against the best, in its relentless pursuit to attain the highest standards of corporate values and ethics. This is done with the objective of generating long-term economic value for the shareholders, whilst concurrently respecting the interest of other stakeholders.

2. BOARD OF DIRECTORS :

a) Composition of the Board :

The Board comprises of One Executive Director and Two Non-Executive Directors. The Chairman of the Board is a Executive Director and more than one half of the Board comprises of independent Directors.

The composition of the Board and other relevant details relating to Directors are given below :-

Name of the Directors	Relationship with other Directors	Designation	Category of Directorship	No. of Other Directorships*	No. of Other Committee Memberships #	
					Chairman	Member
Mr. Prakash Kumar Mohta	None	Chairman cum Executive Director	Promoter, Executive; Non Independent	15	Nil	Nil
Mr. S. G. Somani	None	Director	Non-Executive; Independent	3	Nil	Nil
Mr. Basant Kumar Daga	None	Director	Non-Executive; Independent	7	Nil	Nil

* Directorships in Private and Foreign Companies, if any are excluded.

Memberships of only Audit Committee, Shareholders' Grievance Committee and Remuneration Committee have been considered.)

b) Appointment/Re-appointment of Directors :

Pursuant to the provisions of Sections 255 & 256 of the Companies Act, 1956. Shri S. G. Somani shall retire by rotation at the forthcoming Annual General Meeting. The Board has recommended the re-appointment of Shri S. G. Somani as a Director to the shareholders. The detailed resume of the aforesaid proposed appointee is provided in the notice of the Annual General Meeting.

c) Board Meetings and Annual General Meeting :

During the financial year 2010-11, Four Board Meetings were held on 16th April 2010, 31st April 2010, 3rd May 2010, 21st June 2010, 8th July 2010, 30th July 2010, 29th October 2010, 28th January 2011. The previous Annual General Meeting of the Company was held on 28th August, 20 10. The details of attendance of Directors in Board Meetings and the previous Annual General Meeting are as follows.

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Name of the Directors	No. of Board Meetings Attended	Attendance at Last Annual General Meeting
Mr. Prakash Kumar Mohta	8	No
Mr. S. G. Somani	8	No
Mr. Basant Kumar Daga	8	No

d) Code of Conduct :

The Board has laid down a code of conduct for all board members and senior management of the company.

The Company has obtained the confirmation of the Compliance with the Code from all its Board members and senior management personnel. As required by Clause 49 of the Listing Agreement, the declaration on compliance of the Company's code of conduct signed by Executive Director forms a part of this Annual Report.

3. AUDIT COMMITTEE

a) Constituion of Audit Committee :

The Committee comprises three Directors majority of whom are independent Directors.

b) Composition of Audit Committee and Number of Meetings Attended :

During the Financial year 2010-11, Five Audit Committee Meetings were held on 30th April 2010, 8th July 2010, 30th July 2010, 29th October 2010 and 28th January 2011. The composition of the Audit Committee and the number of meeting attended were as under.

Committee Members DesignationNo of Meetings Attended Attending the Meeting

Mr. S. G. Somani	Chairman	5
Mr. Basant Kumar Daga	Member	5
Mr. Prakash Kumar Mohta	Member	5

c) Attendees :

The Audit Committee invites such of the executives, as it considers appropriate to be present at its meetings. The Manager do attend such meetings. The Statutory Auditors are also invited to these meetings.

d) The Terms of Reference of the Audit Committee :

The terms of reference of the Audit Committee as defined by the Board are as under :

- i) Hold discussions with the auditors periodically about internal control systems, the scope of audit including the observations of and review of the quarterly, half-yearly and annual financial statements before submission to the Board and also ensure compliance of internal control systems.
- ii) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- iii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iv) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- v) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :

- a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgement by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
- vi) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - vii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 - viii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - ix) Discussion with internal auditors on any significant findings and follow up there on.
 - x) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - xi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - xii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 - xiii) Review of information as prescribed under Clause 49 (II)(E) of the listing agreement.
- e) Powers of the Audit Committee :
- The Board has delegated the following powers to the Audit Committee :
- i) Investigating any activity within its terms of reference as above, or in relation to the items specified in Section 292A of the Companies Act, 1956, or as may be referred to it by the Board, from time to time and for this purpose, it shall have full access to information contained in the records of the Company and external professional advice, if necessary.
 - ii) Seek information from any employee.
 - iii) Obtain outside legal or other professional advice, if necessary.
 - iv) Secure attendance of outsiders with relevant expertise, if it considers necessary.

4. REMUNERATION COMMITTEE :

- a) Constitution of Remuneration Committee :
Presently, the committee comprises of three members.
- b) Composition of Remuneration Committee and the number of meetings attended :
During the financial year 2010-2011, no meeting of the remuneration committee was held.

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c) Terms of reference :

The committee has the mandate to review and recommend compensation payable to the executive directors and senior management of the company. It shall also administer the company's stock option plans, if any, including the review and grant of the stock options to eligible employees under plans. The committee may review the performance of the Executive Directors, if any and for the said purpose may lay down requisite parameters for each of the executive directors at the beginning of the year.

d) Remuneration Policy :

i) Management Staff :

Remuneration of employees largely consists of basic remuneration and perquisites. The components of the total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his individual performance, etc.

ii) Non-Executive Directors :

The Company does not pay any sitting fees to the Non-executive Directors of the Company.

iii) Executive Directors :

Mr. Prakash Kumar Mohta, Director is the only Executive Director in the Company. The tenure of Mr. Prakash Kumar Mohta is for a period of 3 years with effect from 1st October 2008. The remuneration of the Executive Director for the period commencing from 1st October 2008 to 30th September 2011, has been approved by the Remuneration Committee of the Board of Directors, the Board of Directors and the Shareholders in the General Meeting.

Details of remuneration paid to Executive Directors during year ended March 31, 2010 are given below :

Name of the Executive Director	Designation	Salary & Allowances (₹ Lacs)	Contribution on to PF (₹ Lacs)	Total (₹ Lacs)
Mr. Prakash Kumar Mohta	Chairman cum Executive Director	0.00	0.00	0.00

5. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE :

a) Constitution and Composition of Shareholders' Grievance Committee :

The Shareholders' / Investors' Grievance Committee has been constituted to look into investors complaints like transfer of shares, non-receipt of declared dividends, etc. and take necessary steps for redressal thereof. The Committee is a Board level committee under the Chairmanship of Mr. Basant Kumar Daga, a Non-Executive Director. Four Meetings of the Shareholders' / Investors' Grievance Committee were held during the financial year 2010-11. The present composition of the Shareholders/ Investors' Grievance Committee and the number of meeting attended were as under :

Name of Director	Designation	No. of Meeting Attended
Basant Kumar Daga	Chairman	4
S. G. Somani	Member	4

b) Mr. B. L. Bagaria, VP – Works & Admn. is the Compliance Officer of the Company.

c) During the year 2020-11, the Company has received 10 complaints from shareholders / investors. There was no complaints pending as at end of the year.

d) Share Transfers In Physical Mode

Shares sent for physical transfer are generally registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. The Shareholders' Committee of the Company meets as often as required.

6. GENERAL BODY MEETINGS :

i) Location, time and date of holding of the last three Annual General Meetings (AGM) are given below :

Year	Date	Time	Venue
2007-08	27/09/2008	10:00 A.M.	1st Floor, Century Bhavan, 771, Dr. Annie Besant Road Worli, Mumbai – 400 030
2008-09	26/09/2009	10:00 A.M.	1st Floor, Century Bhavan, 771, Dr. Annie Besant Road Worli, Mumbai – 400 030
2009-10	28/08/2010	10:00 A.M.	1st Floor, Century Bhavan, 771, Dr. Annie Besant Road Worli, Mumbai – 400 030

ii) Special Resolution during previous three Annual General Meetings :

Financial Year	Particulars of Special Resolution Passed
2007-08	Nil
2008-09	Nil
2009-10	Nil

iii) During the year 2010-11, no Resolution were passed by Postal Ballot.

iv) Resolutions if any passed shall be in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Procedure for Passing of Postal Ballot) Rules, 2001.

v) No Special resolution is proposed to be passed through Postal Ballot for Change.

7. MEANS OF COMMUNICATION

(i) The quarterly results of the Company are generally published in one leading english and one Regional language newspaper. The Company proposes that all quarterly, half-yearly and full year audited results be published at least in 2 newspapers. The quarterly results are further submitted to the Bombay Stock Exchange Limited immediately after the conclusion of the respective meetings.

(ii) No presentations were made to institutional investors or to the analysts during the year under review.

(iii) The Management Discussion and Analysis Report forms a part of this Annual Report.

8. GENERAL SHAREHOLDER INFORMATION

i) Annual General meeting :

Day, Date and Time : Saturday, 27th August 2011 at 10.00 a.m.

Venue : Century Bhavan, 771, Dr. Annie Besant Road
Worli, Mumbai - 400 030

ii) Financial Year :

The Company follows April-March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter.

iii) Date of Book Closure :

26th August, 2011 to 27th August, 2011 (both days inclusive).

iv) Listing on Stock Exchanges :

The Company's shares are listed on Bombay Stock Exchange Limited ("BSE"). The Company has paid the listing fees to the Stock Exchange within the prescribed time.

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v) Stock Code/Symbol :

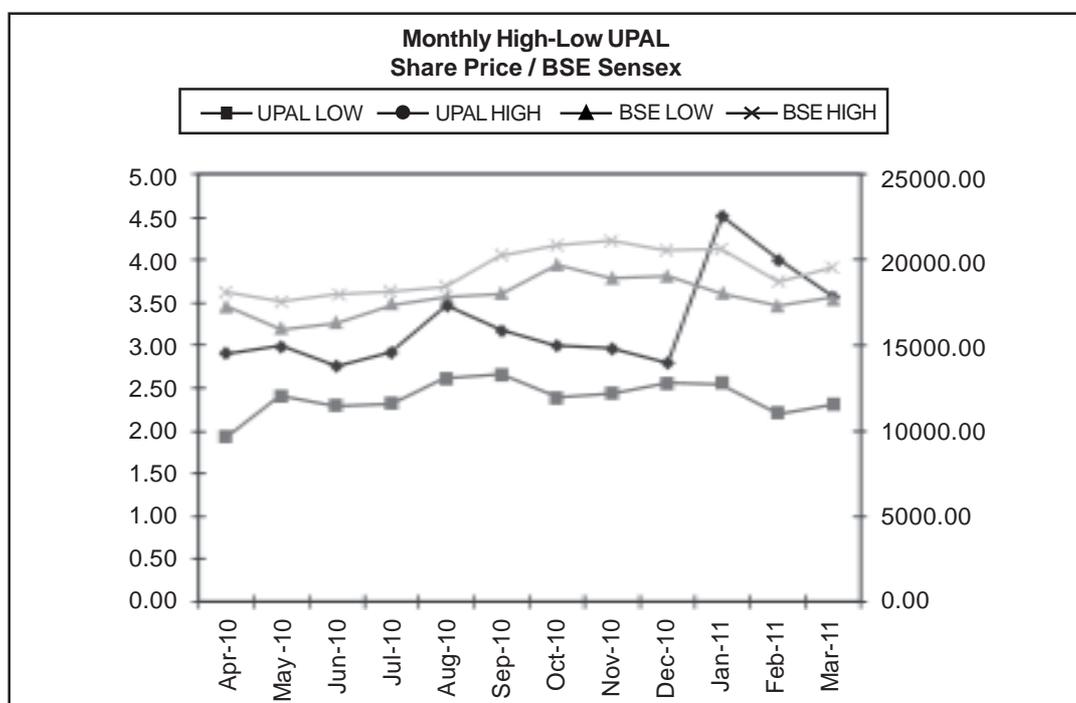
BSE - 504673

vi) Market Price Data :

The monthly high and low quotations of shares traded on the Bombay Stock Exchange Limited is as follows :

Month	BSE	
	High ₹	Low ₹
April, 2010	2.91	1.93
May, 2010	2.99	2.40
June, 2010	2.76	2.29
July, 2010	2.92	2.32
August, 2010	3.47	2.61
September, 2010	3.18	2.65
October, 2010	3.00	2.38
November, 2010	2.97	2.43
December, 2010	2.80	2.54
January, 2011	4.51	2.54
February, 2011	4.00	2.20
March, 2011	3.57	2.31

vii) Performance in comparison to broad - based indices of BSE Sensex is as under :



viii) Share Transfer System :

Applications for transfer of shares held in physical form are received at the office of the Registrars and Share Transfer Agents of the Company. They attend to share transfer formalities at least once in 15 days.

Shares held in the dematerialized form are electronically traded in the Depository and the Registrars and Share Transfer Agents of the Company periodically receive from the Depository the beneficiary holdings so as to enable them to update their records for sending all corporate communications, dividend warrants, etc.

Physical shares received for dematerialisation are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the shareholders.

ix) Category wise shareholding as at March 31, 2011 :

Sr. No.	Category	No. of Shares held	%
1.	Promoter Group	3709053	46.55
2.	Institutional Investors	126394	1.59
3.	Non-Resident Indians	2889	0.04
4.	Private Bodies Corporate	268349	3.37
5.	Indian Public	3860758	48.45
	Total	7967443	100.00

x) Distribution of Shareholding as at March 31, 2011 :

Shareholding of Nominal Value (₹)	Number of Shareholders	% of Total	Share Capital Amount (Rs.)	% of Total
1 to 5000	28181	97.52	21840930	27.41
5001 to 10000	397	1.37	3115160	3.91
10001 to 20000	166	0.57	2444470	3.07
20001 to 30000	54	0.19	1360550	1.71
30001 to 40000	26	0.09	923010	1.16
40001 to 50000	20	0.07	966290	1.21
50001 to 100000	23	0.08	1659650	2.08
100001 & Above	32	0.11	47364370	59.45
Total	28899	100.00	79674430	100

xi) Dematerialisation of Shares and Liquidity :

About 68.54% of the shares have been dematerialized as on March 31, 2011. The equity shares of the Company are traded at Bombay Stock Exchange Ltd. (BSE).

xii) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments conversion date and likely impact on equity :

The Company has not issued any GDRs / ADRs. There were no outstanding convertible warrants as on March 31, 2011.

xiii) Registrar and Share Transfer Agents :

Maheshwari Datamatics Private Limited

6, Mangoe Lane (Surendra Mohan Ghosh Sarani)

2nd Floor, Kolkata - 700 001

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xiv) Plant Locations :

Plot No. C-21
M. I. D. C., Taloja Dist. Raigad
Maharashtra

xv) Address for Correspondence :

For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares :

Maheshwari Datamatics Private Limited

6, Mangoe Lane (Surendra Mohan Ghosh Sarani)
2nd Floor, Kolkata - 700 001
Tel. : (033) 2243 5029, 2243 5809, 2248 2248
Fax : (033) 2248 4787
E-mail : mdpl@cal.vsnl.net.in

xvi) For general correspondence :

Universal Prime Aluminium Limited

1st Floor, Century Bhavan
771, Dr. Annie Beasant Road
Worli, Mumbai - 400 030
Tel. : (022) 2430 7437
Fax : (022) 2437 0434

9. OTHER DISCLOSURES

- a. The Company did not have any related party transactions of material nature, with its promoters, Directors or the Management, their subsidiaries or relatives, etc., which may have potential conflict with the interests of the Company at large. Related Party transactions have been disclosed in the Notes to Accounts in the financial statements as at March 31, 2011.
- b. Share holdings of the Non-Executive Directors as on 31st March 2011 is as under :

Name of Director	No. of Shares held
Shri S. G. Somani	Nil
Shri Basant Kumar Daga	Nil

- c. The Company has complied with the requirements of regulatory authorities on capital markets and no penalty / stricture was imposed on the Company during the last three years.

10. Non-mandatory Requirements :

I. The Board

- (a) An office for the use of the Chairman is made available whenever required.
(b) At present there is no policy fixing the tenure of independent directors.

II. Remuneration Committee

Particulars of constitution of Remuneration Committee and terms of reference thereof has been detailed earlier.

III. Shareholders' Rights

Half yearly financial results including summary of the significant events in last six months are presently, not being sent to shareholders of the Company.

IV. Audit Qualifications

The observations made by the Auditors in their Report are self explanatory. The thrust of the management is to move towards unqualification financial accounts regime.

V. Training of Board Members

There is no formal policy at present for training of the Board Members of the Company as the members of the Board are eminent and experienced professional persons.

VI. Mechanism for evaluating non-executive board members

There is no formal mechanism existing at present for performance evaluation of non-executive directors.

VIII. Whistle Blower Policy

The Company has not implemented the whistle blower policy.

CODE OF CONDUCT DECLARATION

Pursuant to Clause 49 I (D) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the code of conduct from all the Board members and senior management personnel of the Company.

Place : Mumbai
Date : 8th July 2011

For and on behalf of the Board
PRAKASH KUMAR MOHTA
Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

Universal Prime Aluminium Limited

We have examined the compliance of the conditions of Corporate Governance by Universal Prime Aluminium Limited for the year ended 31st March 2011 as stipulated in clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai
Dated : 8th July 2011

For **SINGHI & CO.**
Chartered Accountants
Firm Registration No. 302049E
S. CHANDRASEKHAR
Partner
Membership No. 7592

AUDITORS' REPORT

To,
The Members of
UNIVERSAL PRIME ALUMINIUM LIMITED

1. We have audited the attached Balance Sheet of **M/s Universal Prime Aluminium Limited** as at 31st March 2011, Profit & Loss Account and also the Cash Flow Statement for the year ended on that date. These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test check basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose as Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - a) *The Company has discontinued manufacturing of Aluminium Collapsible Tubes and Oval Tin Containers at Taloja factory. Fixed Assets of the Gross Block Value of ₹ 2,28,87,471/- and Net Block Value of ₹ 41,47,628/- as at 31st March 2011, in our opinion, should have been stated at their net realisable value and the loss, if any, as may arise should have been provided for, in view of discontinued activities as mentioned above (Refer Note No. 2 in Schedule '14')*
 - b) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for purposes of our audit except for information mentioned at paragraph 4 (i) below;
 - c) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - d) The Balance Sheet and Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - e) Subject to what is stated in paragraph 4 (a) above, in our opinion, the attached Balance Sheet and Profit & Loss Account and Cash Flow Statement of Company dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, to the extent applicable.

Universal Prime Aluminium Limited

f) On the basis of written representations received from the Directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March 2011 from being appointed as a Director in terms of Clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

g) *We are unable to express an opinion with regard to the extent of recoverability/ realisability of the following:*

i) *Long overdue / Legally disputed debtors of ₹ 39,22,530/- and loans and advances (including deposits) of ₹ 5,78,099/-;*

ii) *Non-moving inventory of Stores and Spares aggregating to ₹ 53,911/- and Raw Materials of ₹ 10,29,268/- (including ₹ 10,29,268/- lying with third party against whom a legal case has been filed for recovery lying for over 9 years.).*

No provision for the losses, if any, has been made for the above as explained in Notes No. 5, and 7 (a) & (b) in Schedule 14).

In respect of Non-moving inventory, 25% provision (25% of ₹ 71,882/-) is been made.

h) *The Company is in the process of obtaining / compiling information regarding dues / over dues to suppliers falling under the category of small scale and /or ancillary industries (Refer Note No.10 in Schedule '14')*

i) In our opinion and to the best of our information and according to the explanations given to us, the said accounts *subject to Note No.2 of Schedule 14 regarding preparation of accounts on the basis of 'going concern' and what is stated in paragraphs 4 (a) and 4 (g) above, having consequential impact (presently not ascertainable) on the Loss for the year, Reserves and Surplus and Assets of the Company read together with Note No. 4 (b) of Schedule 14 regarding balances of certain Sundry Debtors, Creditors and Advances being subject to confirmations / reconciliation, if any, Note No.9 of Schedule 14 regarding non-transfer of unpaid share application money aggregating to ₹ 89,895/- to Investor Education and Protection Fund and non compliance of Accounting Standard 15 as mentioned in note no. 16 of Schedule 14 give a true and fair view in conformity with the accounting principles generally accepted in India :*

i) *in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011 ;*

ii) *in case of the Profit & Loss Account, of the Loss for the year ended on that date and*

iii) *in the case of the Cash Flow statement, of the Cash flows for the year ended on that date.*

Place : Mumbai
Dated : 8th July 2011

For **SINGHI & CO.**
Chartered Accountants
Firm Registration No. 302049E
S. Chandrasekhar
Partner
Membership No. 7592

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ANNEXURE TO AUDITORS' REPORT

Referred to in Paragraph 3 of our Report of even date

1.
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which is our opinion is reasonable, having regard to the size and nature of its assets. As informed to us, no discrepancies have been noticed on such physical verification as compared to the book records.
 - (c) According to the information and explanations given to us, we are of the opinion that the disposal of fixed assets has not affected the going concern status of the Company.
During the year, there are disposals of Fixed Assets of Gross Block Value of ₹ 1,10,92,274/- as at 31st March 2011.
2.
 - a) The Inventories have been physically verified during the year by the Management. In our opinion, the frequency of the verification is reasonable.
 - b) In our opinion, the procedures for physical verification of the above-referred inventory, *except stocks lying with third parties as referred to in Paragraph 2(a) above*, followed by the management are 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 is maintaining proper records of Inventory. No discrepancies have been noticed on physical verification of stocks as compared to records maintained by the Company.
3.
 - (a) As per the information and explanations given to us, the Company has granted unsecured loans to a Company covered under section 301 of the Companies Act 1956. The maximum balance outstanding at any time during the year for such loan were ₹ 4,99,03,871/-.
 - (b) In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
 - (c) The party to whom loan is granted was regular in the payment of interest. No payment has been made towards Principal.
 - (d) As explained to us, the Company has taken reasonable steps for the recovery of principal amount and interest.
 - (e) The Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956. Accordingly clause 3(f) and 3(g) of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business; for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls system.
5. Based on the Audit procedures performed and according to the information and explanations given to us there are no transactions that need to be entered into the Register maintained in pursuance of section 301 of the Companies Act, 1956. Accordingly, sub clause (b) is not applicable.
6. The company has not accepted any deposits from the public within the provisions of section 58A and 58AA of the Companies Act, 1956 or any relevant provisions of the Act and the Companies (Acceptance of Deposit Rules 1975 apply).

Universal Prime Aluminium Limited

7. *The company does not have any formal internal audit system. However, as explained to us, effective internal control is generally being exercised departmentally.*
8. According to the information given to us the central government has not prescribed for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for any of the products manufactured by the company.
9. (a) The company had been generally regular in depositing undisputed statutory dues, applicable to it with the appropriate authorities and there are no undisputed statutory dues outstanding as at 31st March, 2011 for a period of more than six months from the date they became payable, except following :
Investor Education and Protection Fund of ₹ 89,895 /- .
- (b) According to the records of the company and on the basis of information provided to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, and Cess, which have not been deposited on account of any dispute *except Central Sales Tax amounting to ₹ 1,10,202/- (Rs. 1,46,202/- less Adv. Deposited ₹ 36,000/-) for which appeal has been filed with the respective authorities.*
10. Company's accumulated losses at the end of financial year do not exceed 50% of its Net worth. However, it has incurred cash losses during the year as well as in the immediately preceding financial year.
11. According to the records of the Company, and based on information and explanation given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
12. According to the information and explanation given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or nidhi / mutual benefit fund / society.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Order are not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The company has not availed credit facilities from the Banks, hence clause 16 is not applicable.
17. Company has not raised any funds from bank or other institutions thus clause 17 is not applicable.
18. During the year under Audit, the Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. On the basis of records made available to us, the Company has not issued any debentures; therefore the creation of charges does not arise.
20. The Company has not raised any money by way of Public Issue during the year.
21. To the best of our knowledge and belief and as represented to us by the management and on the basis of our examination, during the year no fraud on or by the company has been noticed or reported by/to us during the course of our audit.

Place : Mumbai
Dated : 8th July 2011

For **SINGHI & CO.**
Chartered Accountants
Firm Registration No. 302049E
S. Chandrasekhar
Partner
Membership No. 7592

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BALANCE SHEET AS AT 31ST MARCH, 2011

	Schedule	As At 31.03.2011 ₹	As At 31.03.2010 ₹
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	79,674,430	79,674,430
Reserves and Surplus	2	31,595,810	31,595,810
		<u>111,270,240</u>	<u>111,270,240</u>
APPLICATION OF FUNDS			
FIXED ASSETS :			
Gross Block	3	22,887,471	33,907,853
Less : Depreciation		18,739,843	29,411,074
Net Block		<u>4,147,628</u>	<u>4,496,778</u>
INVESTMENTS	4	497,727	497,727
CURRENT ASSETS, LOANS AND ADVANCES :			
Inventories	5	1,083,179	1,101,150
Sundry Debtors	6	3,922,530	3,922,530
Cash and Bank Balances	7	685,134	2,110,693
Loans and Advances	8	59,482,246	52,313,358
		<u>65,173,089</u>	<u>59,447,731</u>
Less : CURRENT LIABILITIES AND PROVISIONS :			
Current Liabilities	9	1,535,826	1,451,079
Provisions	10	408,606	305,970
		<u>1,944,432</u>	<u>1,757,049</u>
NET CURRENT ASSETS		63,228,657	57,690,682
Debit Balance in Profit and Loss Account (as per annexed account)		43,396,228	48,585,053
		<u>111,270,240</u>	<u>111,270,240</u>

Significant Accounting Policies and Notes on Accounts 14

Schedules referred to above form an integral part of the Financial Statements

As per our attached report of even date

For Singhi & Co.

Chartered Accountants

Firm Registration No. 302049E

S. Chandrasekhar

Partner

Membership No. 7592

Place : Mumbai

Date : 8th July 2011

For and on behalf of the Board

PRAKASH KUMAR MOHTA

Director

S. G. SOMANI

Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Schedule	For the year ended 31.03.2011 ₹	For the year ended 31.03.2010 ₹
INCOME :			
Sales		—	—
Other Income	11	4,721,722	3,901,790
Profit on sale of Assets		3,905,209	—
		<u>8,626,931</u>	<u>3,901,790</u>
EXPENDITURE :			
Loss on sale/discarded fixed assets		—	1,054,114
Payments to and Provisions for Employees	12	662,986	540,199
Administrative and Other Expenses	13	2,437,960	2,994,624
		<u>3,100,946</u>	<u>4,588,937</u>
Profit (Loss) before Depreciation/Amortisation		5,525,985	(687,147)
Depreciation/Amortisation		<u>328,922</u>	<u>506,922</u>
Profit (Loss) before Prior Period Expenses, Extra Ordinary Item & Tax		5,197,063	(1,194,069)
Prior Period Expenses		<u>7,698</u>	<u>2,406</u>
Profit (Loss) Before Taxation		<u>5,189,365</u>	<u>(1,196,475)</u>
Short provision of taxation/Tds/ Int. on TDS deposit		540	144
Profit (Loss) for the Year		5,188,825	(1,196,619)
Balance Brought Forward from previous year		(48,585,053)	(47,388,434)
Balance being loss carried to the Balance Sheet		<u>(43,396,228)</u>	<u>(48,585,053)</u>
Basic and Diluted Earnings Per Share		0.65	(0.15)
(Refer Note No. 13 in Schedule 14)			

Significant Accounting Policies and Notes on Accounts 14

Schedules referred to above form an integral part of the Financial Statements

As per our attached report of even date

For Singhi & Co.

Chartered Accountants

Firm Registration No. 302049E

S. Chandrasekhar

Partner

Membership No. 7592

Place : Mumbai

Date : 8th July 2011

For and on behalf of the Board

PRAKASH KUMAR MOHTA

Director

S. G. SOMANI

Director

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011.

	Year ended 31st March, 2011		Year ended 31st March, 2010	
	₹	₹	₹	₹
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit (Loss) for the year before taxation		5,189,365		(1,196,475)
Adjustments for :				
Depreciation / Amortisation	328,922		506,922	
Loss (Profit) on sale of Fixed Assets	(3,905,209)		1,054,114	
Dividend & Interest Received	(4,482,429)		(3,690,216)	
Taxes Paid	(540)		(144)	
Interest Paid	—	(8,059,256)	—	(2,129,324)
Operating Profit before Working Capital change		<u>(2,869,891)</u>		<u>(3,325,799)</u>
Adjustments for :				
Trade and other Receivable	(7,168,888)		(153,864)	
Inventories	17,971		23,961	
Trade Payable	187,383	(6,963,534)	(525,799)	(655,702)
NET CASH FROM OPERATING ACTIVITIES Total (A)		<u>(9,833,425)</u>		<u>(3,981,501)</u>
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(79,263)		(36,900)	
Sale of Fixed Assets	4,004,700		1,055,722	
Share Application Money Recd. (Paid)	—		—	
Dividend Received	10,000		1,450	
Interest Received	4,472,429		3,688,766	
NET CASH USED IN INVESTING ACTIVITIES Total (B)		<u>8,407,866</u>		<u>4,709,038</u>
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds / (Payments) from Short Term Borrowings		—		—
Interest Paid		—		—
NET CASH USED IN FINANCING ACTIVITIES Total (C)		<u>—</u>		<u>—</u>
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		(1,425,559)		727,537
Cash and Cash Equivalents — Opening Balance		2,100,692		1,373,155
Cash and Cash Equivalents — Closing Balance		675,134		2,100,692

Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.

As per our attached report of even date

For Singhi & Co.

Chartered Accountants

Firm Registration No. 302049E

S. Chandrasekhar

Partner

Membership No. 7592

Place : Mumbai

Date : 8th July 2011

For and on behalf of the Board

PRAKASH KUMAR MOHTA

Director

S. G. SOMANI

Director

SCHEDULES 1 TO 14 ANNEXED TO AND FORMING AN INTEGRAL PART OF THE BALANCE SHEET AS AT AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	As At 31.03.2011 ₹	As At 31.03.2010 ₹
SCHEDULE - 1		
SHARE CAPITAL		
AUTHORISED :		
24,750,000 Equity Shares of ₹ 10 each	247,500,000	247,500,000
25,000 Redeemable Preference Shares of ₹ 100 each	2,500,000	2,500,000
	<u>250,000,000</u>	<u>250,000,000</u>
ISSUED , SUBSCRIBED AND PAID UP :		
7,967,443 Equity Shares of ₹ 10 each fully paid up	<u>79,674,430</u>	<u>79,674,430</u>

Note :

Out of the above 1,539,552 shares were allotted as fully paid up bonus shares by capitalisation of General Reserve.

SCHEDULE - 2

RESERVES AND SURPLUS

A. CAPITAL RESERVE

Balance as per last Balance Sheet	<u>3,125</u>	<u>3,125</u>
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B. SECURITIES PREMIUM ACCOUNT

Balance as per last Balance Sheet	<u>31,592,685</u>	<u>31,592,685</u>
	<u>31,595,810</u>	<u>31,595,810</u>

SCHEDULE - 3										
FIXED ASSETS										
(AMOUNT IN RUPEES)										
	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 31st March, 2010	Additions during the Year	Deductions during the Year	As at 31st March, 2011	Upto 31st March, 2010	For the Year	Deductions During the Year	Upto 31st March, 2011	As at 31st March, 2011	As at 31st March, 2010
Free Hold land	130,576	—	—	130,576	—	—	—	—	130,576	130,576
Lease Hold land*	167,140	—	—	167,140	64,256	1,688	—	65,944	101,196	102,884
Buildings	7,677,699	34,693	—	7,712,392	5,228,102	165,604	—	5,393,705	2,318,687	2,449,597
Plant & Machinery	24,370,529	—	11,092,274	13,278,255	23,346,876	62,482	10,992,783	12,416,575	861,680	1,023,653
Furniture & Fixture	1,077,200	—	—	1,077,200	577,820	68,187	—	646,007	431,193	499,379
Equipments	477,338	44,570	—	521,908	186,649	30,962	—	217,611	304,297	290,689
Vehicles	7,371	—	7,371	—	7,371	—	7,371	(0)	0	0
Total	33,907,853	79,263	11,099,645	22,887,471	29,411,074	328,922	11,000,154	18,739,848	4,147,628	4,496,778
Previous Year	41,255,230	36,900	7,384,277	33,907,853	34,178,593	506,922	5,274,411	29,411,104	4,496,749	7,076,637

Note : * Taken on lease for a period of 99 years commencing from 1974.

Universal Prime Aluminium Limited

	Face Value ₹	As At 31.03.2011 ₹	As At 31.03.2010 ₹
SCHEDULE - 4			
INVESTMENTS : (LONG TERM OTHER THAN TRADE)			
A. IN GOVERNMENT SECURITIES (UNQUOTED)			
7 Years National Savings Certificates (Lodged with Government Authorities)	1,000	1,000	1,000
Total (A)		<u>1,000</u>	<u>1,000</u>
B. IN EQUITY SHARES			
I) Quoted			
19 Hindustan Motors Ltd.	10	285	285
10,000 Jamna Auto Industries Ltd.	10	1	1
100,000 Niraj Petro Chemicals Ltd. *	10	1	1
800 UTI - Equity Fund (Formerly known as Master Gain-92)		<u>8,240</u>	<u>8,240</u>
		<u>8,527</u>	<u>8,527</u>
Less : Provision for diminution in value		—	—
		<u>8,527</u>	<u>8,527</u>
II) Unquoted			
44,900 Universal Enterprises Ltd.	10	<u>269,400</u>	<u>269,400</u>
		<u>269,400</u>	<u>269,400</u>
Total (B)		<u>277,927</u>	<u>277,927</u>
C. OTHER INVESTMENT			
70 Farm Enterprise Limited - Preference Shares (Formerly known as Relience Enterprises Ltd.)	10	—	—
1,094 Farm Enterprise Limited - Warrant converted into preference shares.	200	<u>218,800</u>	<u>218,800</u>
Total (C)		<u>218,800</u>	<u>218,800</u>
Total (A+B+C)		<u>497,727</u>	<u>497,727</u>
Notes :			
a) Aggregate Book Value	: Quoted	8,527	8,527
	: Unquoted	489,200	489,200
Aggregate Market Value	: Quoted	1,341,291	830,398
b) * In the absence of market quote, market value is taken as Nil			
c) All Investments are fully paid-up, unless otherwise stated.			

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	As At 31.03.2011 ₹	As At 31.03.2010 ₹
SCHEDULE - 5		
INVENTORIES		
(As taken, valued and certified by the Management)		
Stores and Spare parts	53,911	71,882
Raw Materials (Refer Note No.7(a) in Schedule '14')	1,029,268	1,029,268
	<u>1,083,179</u>	<u>1,101,150</u>
SCHEDULE - 6		
SUNDRY DEBTORS (Unsecured, considered good)		
(Refer Note No.4(b) and 5 in Schedule '14')		
Debts outstanding for a period exceeding six months	3,922,530	3,922,530
Others	—	—
	<u>3,922,530</u>	<u>3,922,530</u>
SCHEDULE - 7		
CASH AND BANK BALANCES		
Cash in Hand	30,001	7,200
Balance with Scheduled Banks in :		
Current Accounts	645,133	457,144
Fixed Deposit Account* (Includes accrued interest)	10,000	1,646,349
(* Receipt Lodged with Sales Tax Authorities ₹10,000; Previous Year ₹10,000)		
	<u>685,134</u>	<u>2,110,693</u>
SCHEDULE - 8		
LOANS AND ADVANCES		
(Unsecured, Considered Good except otherwise stated)		
Advances recoverable in cash or in kind or for value to be received	609,307	859,770
Deposits	132,634	132,634
Inter - Corporate Deposits - To Associate Companies	49,856,203	49,130,127
Intercorporate Deposit - To other Companies	7,200,000	—
Advance Income Tax (Including Tax deducted at source)	1,684,102	2,190,827
	<u>59,482,246</u>	<u>52,313,358</u>

Universal Prime Aluminium Limited

	As At 31.03.2011 ₹	As At 31.03.2010 ₹
SCHEDULE - 9		
CURRENT LIABILITIES		
Sundry Creditors (Refer Note No.4(b) and 10 in Schedule '14')	1,373,085	1,305,573
Unclaimed Share Application Money (Refer Note No. 9 in Schedule '14')	89,895	89,895
Other Liabilities	72,845	55,611
	<u>1,535,826</u>	<u>1,451,079</u>
SCHEDULE - 10		
PROVISIONS		
Provision Leave Encashment	94,167	79,800
Provision for Gratuity	290,769	202,500
Provision for Fringe Benefit Tax (As. yr. 2009-10)	23,670	23,670
	<u>408,606</u>	<u>305,970</u>
SCHEDULE - 11		
OTHER INCOME		
On Long Term Investments :		
Dividend	10,000	1,450
Interest (Tax Deducted at Source ₹ 4,33,581/- ; Previous Year ₹ 3,62,490/-)	4,472,429	3,688,766
Miscellaneous Income	239,293	211,574
	<u>4,721,722</u>	<u>3,901,790</u>
SCHEDULE - 12		
PAYMENTS TO AND PROVISION FOR EMPLOYEES		
Salaries, Wages and Bonus	392,367	367,413
Contribution to Provident and Other Funds	96	5,478
Employees' Welfare Expenses	182,254	152,308
Gratuity	88,269	15,000
	<u>662,986</u>	<u>540,199</u>

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	For the year ended 31.03.2011 ₹	For the year ended 31.03.2010 ₹
SCHEDULE - 13		
MANUFACTURING AND OTHER EXPENSES		
Stores and Spares consumed / written off - indigenous	17,971	23,961
Power and Fuel	117,082	176,829
Repairs and Maintenance :		
Plant and Machinery	31,737	150
Buildings	332,221	305,074
Others	44,660	84,274
Rent	57,360	107,350
Rates and Taxes (including Sales Tax)	8,100	7,200
Insurance Charges	9,150	8,955
Legal and Professional	896,316	286,026
Auditors' Remuneration (Refer Note 17 Schedule 14)	47,527	46,952
Printing & Stationery	109,331	222,939
Postage & Telegraph	132,683	10,321
Travelling and Conveyance	33,605	20,515
Telephone & Fax	49,486	28,708
Vehicle Expenses	88,614	67,727
Listing Fees & Delisting Fees	26,196	125,393
Custodial Fees	38,552	39,072
Subscription	9,762	8,989
Advertisement and Publicity	48,744	34,147
Gardening Expenses	7,750	32,497
Security Charges	261,068	248,910
Miscellaneous Expenses	70,043	152,666
Sundry Balances W/Off	1	—
Bad Debts Written Off	—	955,969
	<u>2,437,960</u>	<u>2,994,624</u>

SCHEDULE - 14

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE.

1. SIGNIFICANT ACCOUNTING POLICIES

SYSTEM OF ACCOUNTING

The accounts are prepared on the basis of historical cost convention, in accordance with the applicable accounting standards and on the accounting principles of a going concern. All expenses and income to the extent ascertainable with reasonable certainty are accounted for on accrual basis.

FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation.

CAPITAL WORK-IN-PROGRESS

Interest, administrative and other pre-operative expenses are carried forward under capital work-in-progress to be allocated to the respective fixed assets on installation of the same.

INVESTMENTS

Long term investments are stated at cost. In case, there is a permanent diminution in the value of investment, provision for the same is made in the accounts.

INVENTORIES

Inventories of stores and spare parts are valued at or below cost after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Cost is computed on first in first out basis for all items of inventory.

Finished goods and material-in-process include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories of raw material are valued at cost or net realizable value which is lower after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Cost is computed on first in first out basis for all items of inventory.

BORROWING COSTS

Borrowing costs attributable to the acquisition and construction of the assets are capitalised as part of the cost of respective assets upto the date when such asset is ready for its intended use. Other borrowing costs are charged to the revenue.

DEPRECIATION / AMORTISATION

Premium on leasehold land is amortised over the period of lease.

Depreciation on Fixed Assets is provided on Straight Line Method on pro-rata basis with reference to month of addition/ deletion of respective assets at the rates specified in Schedule XIV to the Companies Act, 1956.

Depreciation on Intangible Assets such as software purchased is written off over a period of three years.

FOREIGN EXCHANGE TRANSACTIONS

Transactions in foreign currency are recorded at the rate of exchange in force at the date of transaction. Foreign currency assets and liabilities, other than for financing fixed assets are stated at the rate of exchange prevailing at the year end and resultant gains/losses are recognised in the Profit and Loss Account except in cases covered by forward foreign exchange contracts, these are translated at the contracted rates and resultant gains/ losses are recognised over the life of the contracts.

RETIREMENT BENEFITS

Liability in respect of retirement benefits is provided and charged to Profit and Loss Account as follows :
Provident/Family Pension Fund : at a specified percentage of salary/wages for eligible employees.

Leave Encashment : as determined on the basis of accumulated leave at the credit of the employee as at the year end, as per Company's Rules.

Gratuity liability as at the year end is provided as per the provisions of 'The Payment of Gratuity Act, 1972'.

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INCOME TAX

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that this would be realised in future.

Notes to the Accounts :

2. The Company has discontinued its manufacturing activities at Taloja in view of considerable fall in the demand for Aluminium Collapsible tubes with the introduction of Plastic Laminated Tubes and Oval Tin Containers. Production has been held up due to dispute with the principal customer. The accounts have, however, been prepared on a "going concern" basis as the long term prospects appear better considering the fact that certain new projects which have been identified are under active consideration by the Management.
- 3 **Contingent Liability :**
 - Central Sales Tax Demand contested under appeal ₹ 1,46,202/- (Previous Year ₹ 1,46,202/-),
 - Other disputed claims-Telephone Exp. dues at Hyderabad ₹ 1,40,000/- (Previous Year ₹ 1,40,000/-)
 - Property taxes of Pendhar Grampanchayat of ₹ 862574/- demanded by Grampanchayat against which company has filed special suit in the court of Civil Judge Senior division Pannel.
 - Property tax liability of the periods, for which bill/demand is not raised by the Pendhar Grampanchayat, not known to us and hence it is neither provided in books and not quantifiable for us due to non availability of information.
- 4 (a) In the opinion of the management, the current assets, loans and advances including deposits are approximately of the value stated, if realised in the ordinary course of business.
(b) Balances of certain Sundry debtors, creditors and advances are subject to confirmations and reconciliations, if any. The difference as may be noticed on reconciliations will be duly accounted for on completion thereof. In the opinion of the management, the ultimate difference, if any, will not be material.
5. In respect of long overdue/legally disputed debtors of ₹ 39,22,530/- (Previous year ₹ 39,22,530/-) and loans and advances including deposits of ₹ 5,78,099/- (Previous year ₹ 5,78,099/-) respectively, the management is hopeful of their recovery in due course of time in view of inter alia, continuing negotiations / legal cases filed and therefore no provision has been considered necessary at this stage.
6. In the opinion of the management all the inter-corporate deposits given by the company are considered good and are repayable on demand.
7. (a) Stock of Raw Materials of the value of ₹ 10,29,268/- (Previous Year ₹ 10,29,268/-) is lying with a third party since quite some time. The Company has filed legal case against the said party and is hopeful of receipt of money / recovery of the said material.
(b) Stock of Stores and Spare parts of ₹ 53,911/- (Previous Year ₹ 71,882/-) are non-moving since last more than five years. However, the management is confident of utilising the same / realising its value in due course of time.
8. The consumption of stores and spares, raw materials have been arrived at by adding opening stock and purchases made during the year and deducting closing stock there from, and physically verified by the management at the year end.
9. The accounts relating to unclaimed share application money for the year 1994-95 aggregating to Rs. 89,895/- (Previous Year ₹ 89,895/-) are under reconciliation with the Company's Share Registrar, Registrar to the Issue and Bankers and therefore, could not be paid to Investor Education and Protection Fund as required under Section 205C of the Companies Act, 1956. On completion of reconciliation, these would be transferred to the said Fund.
10. The Company is in the process of obtaining/compiling information from the suppliers about the applicability of Small scale/Ancillary Industrial Suppliers as defined under the "Industrial (Development and Regulation) Act, 1951" and "Interest on delayed payments to Small Scale / Ancillary Industrial Undertakings Act, 1993."

Universal Prime Aluminium Limited

Accordingly, the information relating to their dues/over dues could not be furnished. Further, the Company has not received any information from its vendor regarding their status under Micro Small and Medium Enterprises Development Act 2006 and hence disclosures, if any, required under the Act have not been made.

11. The Company is engaged in manufacture and sale of "Tubes and Tin Containers". As the manufacturing activities of the Company are suspended hence there is no any segment wise information to report as per Accounting Standard 17 issued by The Institute of Chartered Accountants of India.

12. Related Party disclosure as per Accounting Standard 18 :

i) Parties with whom the Company has entered into transactions during the year :

Associates

Ircon Trading & Manufacturing Pvt. Ltd.
 Universal Enterprises Ltd.
 Universal Plastocrafts Pvt. Ltd.
 Universal Autocrafts Pvt. Ltd.
 P. P. Packagings Pvt. Ltd.
 Bhagwati Industries (Prop. Kumar Metals Pvt. Ltd.)

(ii) Key Management Personnel

Shri Prakash Kumar Mohta - Director

Note : Related parties are as identified by the Company and relied upon by the Auditors.

The following transactions were carried out with the related parties in the ordinary course of business:

Particulars	Associates	Key Management Personnel
	₹	₹
Loans given	45,50,000	—
	(12,50,000)	(—)
Loan Taken	—	25,10,000
	—	(0.00)
Loan Repaid	—	25,10,000
	—	(0.00)
Purchase of Fixed Assets	0.00	—
	(0.00)	—
Paid towards Reimbursement of Exp.	62,825	—
	(1,86,507)	—
Sales of Fixed Assets (including VAT)	5,288	—
	(11,250)	(—)
Interest Received	35,51,001	—
	(34,64,565)	(—)
Remuneration	0	0
	(—)	(0)
Received towards Reimbursement of Expenses	5,64,281	—
	(5,21,446)	(—)
Balances as at Year End	4,99,03,871	—
	(4,92,08,933)	(—)

Note : 1) Figures of Previous year are given in Brackets

13. Computation of Earnings Per Share :

	2010-2011	2009-2010
Loss for the year (numerator) (₹)	51,88,825	(11,96,619)
Weighted average number of equity shares (denominator)	79,67,443	79,67,443
Basic and Diluted Earnings Per Share (₹)	0.65	(0.15)
Nominal Value of Shares (₹)	10	10

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14. The Company has been incurring losses and accordingly, as a matter of prudence, no deferred tax asset has been recognised in the accounts.
15. In view of considerable reduction in activities of the Company, a Whole Time Company Secretary could not be appointed.
16. Employee Benefits as on 31st March 2011 are provided on the basis of Company's rules and not on the basis of Actuarial valuation as required under Accounting Standard 15 (revised).

17. Auditors' Remuneration :

	2010-2011	2009-2010
a) Audit Fees (including Service Tax)	44,120	44,120
b) Certification Charges	0	0
c) Out of Pocket Expenses (including Service Tax)	1,729	2,832
	<u>45,849</u>	<u>46,952</u>

18. Particulars of Installed Capacity, Production, Purchases, Stocks and Turnover :

		2010-2011	2009-2010
i) Installed capacity per annum	<u>Unit</u>	<u>Quantity</u>	<u>Quantity</u>
Aluminium Collapsible Tubes/Rigid containers	Million	100	100
Tin Containers	Million	48	48
Printing including Litho ptg.	M.T.	12,000	12,000

(As certified by the management and being a technical matter could not be verified by the auditors)

- ii) Since the production activities are suspended figures of production, sale and stocks of finished goods are Nil.

Note : The Licensed capacity is not given as licensing has ben abolished.

19. Managerial Remuneration under Section 198 of the Companies Act, 1956

	2010-2011	2009-2010
	₹	₹
To the Managing Director :		
Salary	0.00	0.00
Perquisites	0.00	0.00
Total	<u>0.00</u>	<u>0.00</u>

20. Previous year's figures have been regrouped or re-arranged & recasted wherever necessary & possible to conform to the current year's presentation.

For SINGHI & CO.

Chartered Accountants

Firm Registration No. 302049E

S. Chandrasekhar

Partner

M. No. 7592

Place : Mumbai

Date : 8th July 2011

For and on behalf of the Board

PRAKASH KUMAR MOHTA

Director

S. G. SOMANI

Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.	15207	State Code	11
Balance Sheet Date	March 31,2011		

II. Capital Raised during the year (Amount in ₹ Thousands)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. Position of Mobilisation and Deployment of Fund (Amount in ₹ thousands)

Total Liabilities	111,270	Total Assets	111,270
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Sources of Funds :

Paid-up Capital	79,674	Secured Loan	Nil
Reserves & Surplus	31,596	Unsecured Loan	Nil

Application of Funds :

Net Fixed assets	4,148	Net Current assets	63,229
Investments	498	Profit & Loss Debit balance	43,396

IV. Performance of Company (Amount in ₹)

Turnover (including other income)	8,626,931	Total Expenditure	3,438,106
Profit before Tax	5,189,365	Profit after Tax	5,188,825
Earning per Share in ₹	0.65	Dividend rate %	Nil

V. Generic Names of Three Principal Products/Services of Company

(as per monetary terms)

Product Description	Item Code No. (ITC Code)
Aluminium Collapsible Tubes	7610.12
Metal Containers	7310

For and on behalf of the Board

Place : Mumbai
Dated : 8th July 2011

PRAKASH KUMAR MOHTA
Director

S.G. SOMANI
Director



UNIVERSAL PRIME ALUMINIUM LIMITED

REGD. OFFICE : Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai - 400 030

PROXY FORM

I/We _____
of _____
being a Shareholder/Shareholders of UNIVERSAL PRIME ALUMINIUM LIMITED, hereby appoint _____ of

_____ of failing him/her _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on Saturday, the 27th day of August, 2011 at 10.00 a.m. and at any adjourment thereof.

Signed on this _____ day of _____ 2011

Affix a
Re. 1
Revenue
Stamp

Signature of Shareholder _____

NOTE : The Proxy Form duly completed and signed must be deposited at the Registered Office of the Company at Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai - 400 030 not less than 48 hours before the time for holding the Meeting.

Name _____ Address _____

_____ Regd. Folio. No. _____ No. of Shares held _____

Client I. D. No. _____ DP. ID. No. _____



UNIVERSAL PRIME ALUMINIUM LIMITED

REGD. OFFICE : Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai - 400 030

ATTENDANCE SLIP

I/We hereby record my/our presence at the 39th Annual General Meeting of the Company at the Registered Office of the Company at Century Bhavan, 1st Floor, 771, Dr. Annie Besant Road, Worli, Mumbai - 400 030 on Saturday, the 27th day of August, 2011 at 10.00 A.M.

Name _____ Address _____

_____ Regd. Folio. No. _____ No. of Shares held _____

Client I. D. No. _____ DP. ID. No. _____

Name of Proxy/Representative, if any _____

Signature of the Shareholder(s)/Proxy/Representative _____

BOOK-POST

IF UNDELIVERED, PLEASE RETURN TO :



UNIVERSAL PRIME ALUMINIUM LIMITED

REGD. OFFICE : Century Bhavan, 771, Dr. Annie Besant Road, Worli, Mumbai - 400 030