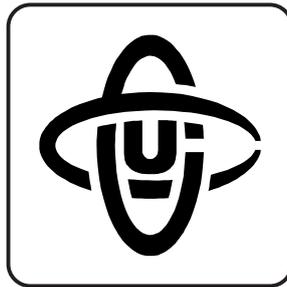


40th  
Annual Report  
2011 - 2012



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**UNIVERSAL PRIME  
ALUMINIUM LIMITED**

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# UNIVERSAL PRIME ALUMINIUM LIMITED

## BOARD OF DIRECTORS

Mr. Prakash Kumar Mohta *CMD*

Mr. S. G. Somani

Mr. Basant Kumar Daga

## BANKERS

Indian Bank, Kalyan

Dena Bank, Taloja

Uco Bank, Worli

## 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 FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, 22ND DAY OF SEPTEMBER, 2012 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, 2012 and Balance Sheet as on that date alongwith the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Basant Kumar Daga 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, 21st September 2012 to Saturday, 22nd September 2012 (both days inclusive).

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

For and on behalf of the Board  
**PRAKASH KUMAR MOHTA**  
Chairman

Place : Mumabi  
Dated : 22nd August 2012

### Additional Information :

#### BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT

##### Shri Basant Kumar Daga

He is an eminent businessman having wide experience in commercial field. Shri Basant Kumar Daga is also a Director in following companies :

Sr. No.	Name of the Company
1	Universal Autocrafts Private Limited
2	Kumar Metals Private Limited
3	Pee Bee Steel Industries Limited
4	Pratibha Manufacturing & Marketing Limited
5	Unique Manufacturing & Marketing Limited
6	Jayantika Vincom Private Limited
7	Bluebird Mercantiles Private Limited
8	Ganesh Commercial Co. Ltd
9	Marigold Traders Private Limited

Shri Basant Kumar Daga does not hold any chairmanship/membership in any Committees of other companies. He does not hold any shares as on 30th April 2012.

## 40th Annual Report 2011-2012

### DIRECTORS' REPORT

The Directors present their 40th Annual Report on the business operations of the Company alongwith the Statement of Audited Accounts for the year ended 31st March 2012.

#### FINANCIAL RESULTS :

Particulars	(₹ in Lacs)	
	Current Year 2011-12	Previous Year 2010-11
Sales & Other Income	76.60	47.22
Exceptional Items (profit on disposal of assets)	59.48	39.05
Profit/(Loss) before Depreciation and Tax	49.51	55.26
Less : Depreciation	3.02	3.29
Less : Prior period expenses	0.00	0.08
Profit/(Loss) before Tax	46.49	51.89
Less : Provision for taxation	15.66	0.00
Profit/(Loss) for the year	30.83	51.89
Add : Balance brought forward from previous year	(433.96)	(485.85)
Balance Carried over to the Balance Sheet	(403.13)	(433.96)

#### OPERATIONS :

During the year under review, your Company has not carried out any significant business. The total turnover was 76.60 Lacs as against 47.22 Lacs in the previous year. Loss before Depreciation and Tax but after exceptional income amounted to 49.51 Lacs. After providing for depreciation to the tune of 3.02 Lacs and adjustments for period expenses & provision for current & deferred tax of 15.66 Lacs, the Company has registered a Net Profit of 30.83 Lacs in comparison with Net Profit of 51.89 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 2012.

#### DIRECTORS :

Pursuant to the provisions of Section 255 of the Companies Act, 1956, Shri Basant Kumar Daga shall retire by rotation in the forth coming Annual General Meeting. The Board has recommended the re-election of Shri Basant Kumar Daga to the shareholders. The detailed resume of Shri Basant Kumar Daga 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, 2012 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, 2012 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 60,00,000/- or more per annum, if employed throughout the year, or 5,00,000/- 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 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 : 22nd August 2012

**PRAKASH KUMAR MOHTA**  
Chairman

## ANNEXURE TO THE DIRECTOR'S 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, 2012.

### 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. THECHNOLOGY 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

	2011-2012	2010-2011
1. Total Foreign Exchange earned	Nil	Nil
2. Total Foreign Exchange used	Nil	Nil

Place : Mumbai  
Date : 22nd August 2012

For and on behalf of the Board  
**PRAKASH KUMAR MOHTA**  
*Chairman*

## 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	Promoter, Executive; Non Independent	12	Nil	Nil
Mr. S. G. Somani	None	Director	Non-Executive; Independent	3	Nil	Nil
Mr. Basant Kumar Daga	None	Director	Non-Executive; Independent	9	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 Basant Kumar Daga shall retire by rotation at the forthcoming Annual General Meeting. The Board has recommended the re-appointment of Shri Basant Kumar Daga 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 2011-12, Six Board Meetings were held on 29th April 2011, 9th June 2011, 8th July 2011, 29th July 2011, 29th October 2011 and 27th January 2012. The previous Annual General Meeting of the Company was held on 27th August, 2011. The details of attendance of Directors in Board Meetings and the previous Annual General Meeting are as follows.

## 40th Annual Report 2011-2012

<b>Name of the Directors</b>	<b>No. of Board Meetings Attended</b>	<b>Attendance at Last Annual General Meeting</b>
Mr. Prakash Kumar Mohta	6	No
Mr. S. G. Somani	6	No
Mr. Basant Kumar Daga	6	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 Mr. Prakash Kumar Mohta Director of the Company 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 2011-12, Five Audit Committee Meetings were held on 29th April 2011, 8th July 2011, 29th July 2011, 29th October 2011 and 27th January 2012. The composition of the Audit Committee and the number of meeting attended were as under.

<b>Committee Members Attending the Meeting</b>	<b>Designation</b>	<b>No of Meetings Attended</b>
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 2011-2012, no meeting of the remuneration committee was held.

## 40th Annual Report 2011-2012

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.

Details of remuneration paid to Executive Directors during year ended March 31, 2012 are given below :

<b>Name of the Executive Director</b>	<b>Designation</b>	<b>Salary &amp; Allowances ( Lacs)</b>	<b>Contribution on to PF ( Lacs)</b>	<b>Total ( Lacs)</b>
Mr. Prakash Kumar Mohta	Chairman cum Managing 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 2011-12. The present composition of the Shareholders'/ Investors' Grievance Committee and the number of meeting attended were as under :

<b>Name of Director</b>	<b>Designation</b>	<b>No. of Meeting Attended</b>
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 2011-12, the Company has received 6 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 :

<b>Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2008-09	26/09/2009	10:00 A.M.	1 <sup>st</sup> Floor, Century Bhavan, 771, Dr. Annie Besant Road Worli, Mumbai – 400 030
2009-10	28/08/2010	10:00 A.M.	1 <sup>st</sup> Floor, Century Bhavan, 771, Dr. Annie Besant Road Worli, Mumbai – 400 030
2010-11	27/08/2011	10:00 A.M.	1 <sup>st</sup> Floor, Century Bhavan, 771, Dr. Annie Besant Road Worli, Mumbai – 400 030

ii) Special Resolution during previous three Annual General Meetings :

<b>Financial Year</b>	<b>Particulars of Special Resolution Passed</b>
<b>2008-09</b>	Nil
<b>2009-10</b>	Nil
<b>2010-11</b>	Nil

iii) During the year 2011-12, 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 , September 22, 2012 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 :**

21st September, 2012 to 22nd September, 2012 (both days inclusive).

**iv) Listing on Stock Exchanges :**

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

## 40th Annual Report 2011-2012

**v) Stock Code/Symbol :**

BSE - 504673

DSE - 121072

ASE - 62360

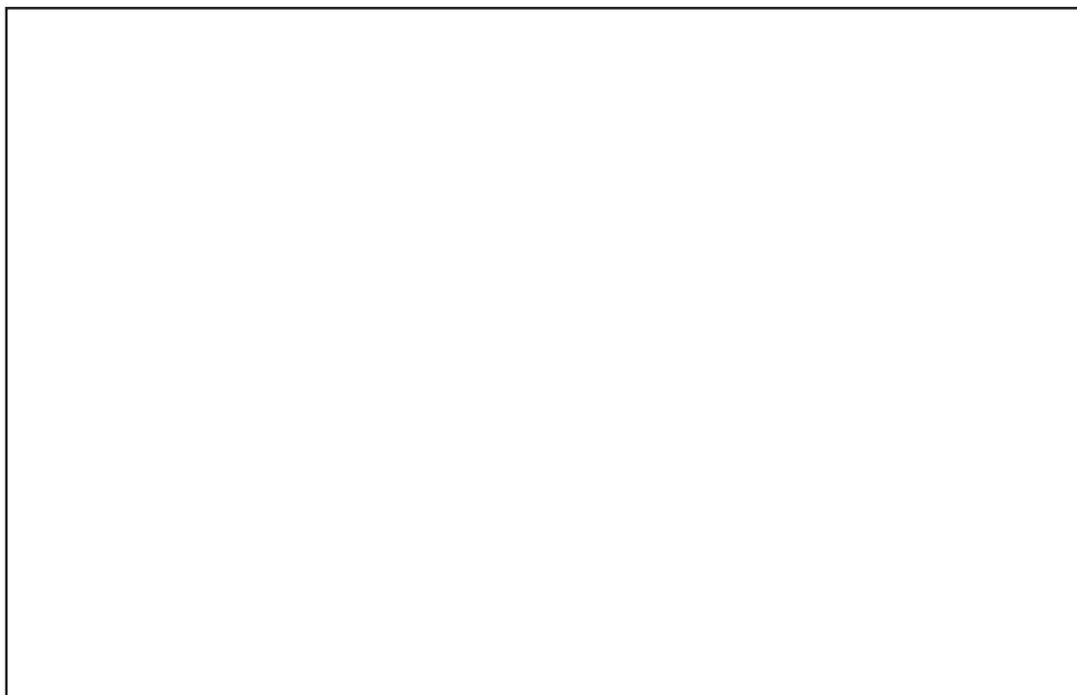
CSE - 31173

**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 Rs.	Low Rs.
April, 2011	3.43	3.00
May, 2011	3.00	2.31
June, 2011	2.69	2.13
July , 2011	2.81	2.17
August, 2011	2.99	2.38
September, 2011	2.86	2.72
October, 2011	2.71	2.71
November, 2011	2.58	2.38
December, 2011	2.30	1.82
January, 2012	1.81	1.65
February, 2012	1.92	1.55
March, 2012	1.72	1.50

**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, 2012 :**

Sr. No.	Category	No. of Shares held	%
1.	Promoter Group	3816145	47.90
2.	Institutional Investors	126394	1.59
3.	Non-Resident Indians	2889	0.04
4.	Private Bodies Corporate	279328	3.51
5.	Indian Public	3742687	46.96
	<b>Total</b>	<b>7967443</b>	<b>100.00</b>

**x) Distribution of Shareholding as at March 31, 2012 :**

Shareholding of Nominal Value ( ₹ )	Number of Shareholders	% of Total	Share Capital Amount ( ₹ )	% of Total
1 to 5000	28099	97.5524	21766790	27.3197
5001 to 10000	390	1.3540	3047770	3.8253
10001 to 20000	164	0.5694	2437080	3.0588
20001 to 30000	52	0.1805	1320730	1.6577
30001 to 40000	27	0.0937	970220	1.2177
40001 to 50000	18	0.0625	868410	1.0899
50001 to 100000	24	0.0833	1707640	2.1433
100001 & Above	30	0.1042	47555790	59.6876
<b>Total</b>	<b>28804</b>	<b>100.0000</b>	<b>79674430</b>	<b>100.0000</b>

**xi) Dematerialisation of Shares and Liquidity :**

About 68.79% of the shares have been dematerialized as on March 31, 2012. 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, 2012.

**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, 2012.
- b. Share holdings of the Non-Executive Directors as on 31st March 2012 is as under :

<b>Name of Director</b>	<b>No. of Shares held</b>
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 : 22nd August 2012

For and on behalf of the Board  
**PRAKASH KUMAR MOHTA**  
Chairman

**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 2012 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. However, the quarterly un audited results published by the Company were not subjected to Limited Review by the Statutory Auditors.

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 : 22nd August 2012

For **SINGHI & CO.**  
Chartered Accountants  
Firm Registration No. 302049E  
**S. CHANDRASEKHAR**  
Partner  
Membership No. 007592

## 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 2012 and Statement of Profit & Loss 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) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for 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 appears from our examination of those books;
  - c) The Balance Sheet and Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - d) The attached Balance Sheet and Statement of Profit & Loss 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.
  - e) On the basis of written representations received from the Directors as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March 2012 from being appointed as a Director in terms of Clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - f) *As reported in earlier years, the Company had discontinued manufacture of aluminium collapsible tubes due to the advent of plastic laminated tubes. During the year under review the Company has disposed off substantial portion of its plant and machinery and due to reason stated in Note no. 20 1 the Accounts have been prepared on 'going concern' basis.*

Universal Prime Aluminium Limited

g) We are unable to express an opinion with regard to the extent of recoverability/realisability of the Non-moving inventory of Stores and Spares aggregating to 13,477/- and Raw Materials of 13,568/-.

h) Attention is invited to :

- Note below Schedule 5 with respect to disclosure requirement under Micro Small & Medium Enterprises Development Act;
- Note no 26.6 related to non-transfer of unpaid share application money to Investor Education and Protection fund; and
- Note no. 20.11 related to non-compliance with Accounting Standard 15 - Employee Benefit.

5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts *subject to what is stated in paragraphs 4 (f) related to account being prepared on 'going concern' basis, 4 (h) related to realisability of inventory, non-compliance with disclosure requirement under MSME Act, non-transfer of share application money and non-compliance Accounting Standard 15, having consequential impact (presently not ascertainable) on the profit for the year, Reserves and Surplus and Assets of the Company* 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 2012 ;
- ii) in case of the Statement of Profit & Loss Account, of the Profit 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 : 22nd August 2012

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) Company has not carried out physical verification of assets during the year under audit.
  - (c) During the year company has disposed off substantial Plant & Machinery. We are of the opinion that the disposal has affected the going concern status of the Company.
2.
  - a) Company has not physically verified the inventory during the year under audit
  - b) As the physical verification is not being carried out other sub-clauses are not applicable.
3.
  - (a) As per the information and explanation given to us, the Company has granted unsecured loans to one company covered under section 301 the Companies Act 1956. Total amount given during the year aggregated to 63,00,000 in addition to loans granted during the previous year. The maximum outstanding and outstanding as at year end aggregated to 5,22,01,816.
  - (b) In our opinion, the rate of interest on which loans have been given to parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prejudicial to the interest of the Company.
  - (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 the transactions covered by Section 301 are being recorded in the Register maintained in pursuance of section 301 of the Companies Act, 1956.
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).
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 has been generally regular in depositing undisputed statutory dues including provident

## Universal Prime Aluminium Limited

fund, employee's state insurance, income tax, sales tax, service tax, excise duty, custom duty and other material dues with appropriate authorities, as applicable to the Company.

- (b) The undisputed amount payable and outstanding for more than Six month is with respect to Investor Education and Protection Fund of 89,895 which is outstanding for more than six months as at 31st March, 2012.
- (c) The details of dues which are not deposited on account of dispute are detailed below :
- Central Sales Tax Demand contested under appeal 1,46,202 (Previous Year 1,46,202)
  - Other disputed claims - Telephone Exp. dues at Hyderabad 140000 (Previous Year 140000)
  - Property taxes of Pendhar Grampanchayat of 862574 demanded by Grampanchayat vide demand notice no. 177 dt. 18-2-2006 for the period up to 31-3-2006 against which company has filed special suit in the court of Civil Judge Senior division Panvel.
10. Company's accumulated losses at the end of financial year do not exceed 50% of its Net worth. Company has not incurred cash losses during the year under audit as well 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.

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

Place : Mumbai  
Dated : 22nd August 2012

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**BALANCE SHEET AS AT 31ST MARCH, 2012**

	Note No.	As At 31.03.2012	As At 31.03.2011
<b>I. Equity &amp; Liabilities</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	79,674,430	79,674,430
(b) Reserves and Surplus	3	(8,717,447)	(11,800,418)
<b>(2) Non-Current Liabilities</b>			
(a) Other Long Term Liabilities	4	499,077	384,936
(b) Deferred Tax Liability (net)	5	415,553	—
<b>(3) Current Liabilities</b>			
(a) Trade Payables	6	97,684	1,373,086
(b) Other Current Liabilities	7	148,518	135,740
(c) Short Term Provisions	8	1,183,000	50,670
<b>Total</b>		<b>73,300,815</b>	<b>69,818,444</b>
<b>II. Assets</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets :			
(i) Tangible	9	3,629,091	4,145,738
(ii) Intangible	9	1,075	1,890
(b) Non-Current Investment	10	497,727	497,727
(c) Long Term Loans & Advances	11	53,832,225	52,024,770
<b>(2) Current Assets</b>			
(a) Inventories	12	27,045	1,083,179
(b) Trade Receivable	13	10,500	3,922,530
(c) Cash & Cash Equivalents	14	1,454,444	685,134
(d) Short Term Loans & Advances	15	13,848,708	7,457,476
<b>Total</b>		<b>73,300,815</b>	<b>69,818,444</b>

See accompanying Significant Accounting Policies 1  
and Notes to Accounts 20

Notes referred to above form an integral part of the Balance Sheet and should be read in conjunction therewith

In terms of our Report of even date  
For Singhi & Co.

Chartered Accountants

S. Chandrasekhar

Partner

Membership No. 7592

Firm Registration No. 302049E

Place : Mumbai

Date : 22nd August 2012

For and on behalf of the Board or Directors

**PRAKASH KUMAR MOHTA**

Director

**S. G. SOMANI**

Director

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2012**

	Note No.	For the year ended 31.03.2012	For the year ended 31.03.2011
<b>INCOME :</b>			
I. Revenue from Operation		—	—
II. Other Income	16	<u>7,660,151</u>	<u>4,721,722</u>
<b>Total Revenue</b>		<u><b>7,660,151</b></u>	<u><b>4,721,722</b></u>
<b>EXPENSES :</b>			
I. Changes in Inventories of FG & Stock in Process	17	<b>1,015,700</b>	—
II. Employee benefits expense	18	<b>624,275</b>	507,237
III. Depreciation	9	<b>302,136</b>	328,922
IV. Other Expenses	19	<u><b>7,017,354</b></u>	<u>2,601,947</u>
<b>Total Expenses</b>		<u><b>8,959,465</b></u>	<u><b>3,438,106</b></u>
Profit/(Loss) before exceptional & extraordinary items & Tax		<b>(1,299,314)</b>	1,283,616
Exceptional items (Net) :-			
Profit/(Loss) on disposal of Fixed Assets		<u><b>5,947,838</b></u>	<u>3,905,209</u>
Profit/(Loss) before Tax		<b>4,648,524</b>	5,188,825
Tax Expenses :-			
Current Tax		<b>1,150,000</b>	—
Deferred Tax		<u><b>415,553</b></u>	<u>—</u>
Profit/(Loss) after Tax for the year from continuing operation		<u><b>3,082,970</b></u>	<u>5,188,825</u>
Profit/(Loss) for the period		<u><b>3,082,971</b></u>	<u>5,188,825</u>
Earning per share (Basic & diluted)		<b>0.39</b>	0.65

See accompanying Significant Accounting Policies 1  
and Notes to Accounts 20

Notes referred to above form an integral part of the Balance Sheet and should be read in conjunction therewith

In terms of our Report of even date  
For Singhi & Co.

For and on behalf of the Board or Directors

Chartered Accountants  
S. Chandrasekhar  
Partner  
Membership No. 7592  
Firm Registration No. 302049E  
Place : Mumbai  
Date : 22nd August 2012

**PRAKASH KUMAR MOHTA**  
Director

**S. G. SOMANI**  
Director

**NOTE NO. 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.

**OWN FIXED ASSETS**

Own Fixed Assets are stated at cost less accumulated depreciation impairment loss, if any

**LEASED ASSETS :**

Lease hold assets are stated at lease cost/premium paid less amount written off for the period of lease expires. Cost of Leasehold land is written of equally over the period of lease. Lease hold is taken on lease for the period of 99 years & 1/99% is written off every years.

**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.

**REVENUE RECOGNITION :**

Dividend income is recognized as & when received. Interest income is recognized on time proportion basis (on mercantile system of accounting) taking into account the amount outstanding from time to time & rate applicable.

**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 (TANGIBLE) 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, if any

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'.

**PROVISION FOR CURRENT & DEFERRED 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 liability 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. Net of assets minus liability is provided in books as deferred tax liability.

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

The previous year figures have been regrouped/reclassified, wherever necessary & practicable to confirm to the current presentation.

Note No.		31st March, 2012	31st March, 2011
<b>(2) Share Capital</b>			
(a)	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>25,00,000.00</u>	<u>25,00,000.00</u>
(b)	Issued subscribed and Fully paid up :		
	7,967,443 Equity Shares of 10/- each fully paid up	79,674,430	79,674,430
		<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		
(c)	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
	<b>Equity shares</b>		
	At the beginning of the period	7,967,443	7,967,443
	Issued during the period-Bonus issue	—	—
	Outstanding at the end of the period	<u>7,967,443</u>	<u>7,967,443</u>
(d)	Details of shareholders holding more than 5% shares in the Company		
	Prakashkumar Mohta	1468629	18.4329
	Pratibha Manufacturing & Marketing Ltd.	927933	11.6466
	Pee Bee Steel Industries Ltd.	718645	9.0198
		1353887	16.9927
		927930	11.6465
		748645	9.0198
<b>(3) Reserves &amp; Surplus :</b>			
(a)	Capital Reserve	3,125	3,125
(b)	Securities Premium Account	31,592,685	31,592,685
(c)	<b>Surplus/(deficit) in the Statement of profit and loss</b>		
	Balance as per last financial statement	(43,396,228)	(48,585,053)
	Net Profit/(Loss) for the current year	3,082,971	5,188,825
	Net surplus/(Deficit) in the statement of profit and loss	<u>(40,313,257)</u>	<u>(43,396,228)</u>
	<b>Total Reserve and Surplus</b>	<u>(8,717,447)</u>	<u>(11,800,418)</u>

## NOTES TO THE FINANCIAL STATEMENTS

Note No.	31st March, 2012	31st March, 2011
<b>Non-Current Liabilities :</b>		
<b>(4) Other Long term Liabilities</b>		
Gratuity Payable	368,077	290,769
Leave Encashment	131,000	94,167
	<u>499,077</u>	<u>384,936</u>
<b>(5) Deferred Tax Liability (Net)</b>		
<b>Deferred Tax Liability :</b>		
Related to Fixed Assets	569,768	—
<b>Deferred Tax Assets :</b>		
Disallowances under the Income Tax Act 1961	154,215	—
	<u>415,553</u>	<u>—</u>
<b>Current Liabilities :</b>		
<b>(6) Trade Payables</b>	97,684	1,373,086
	<u>97,684</u>	<u>1,373,086</u>
<p>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." 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.</p>		
<b>(7) Other Current Liabilities</b>		
Electricity Charges payable	8,768	3,910
Telephone charges payable	5,084	8,881
Water charges payable	8,631	8,696
TDS Payable	26,890	23,445
Professional Tax Payable	—	200
Liabilities for Exp.	—	713
Share application money received for allotment & due for refund		
Unclaimed Refund	89,895	89,895
MVAT Payable	9,250	—
	<u>148,518</u>	<u>135,740</u>
<b>(8) Short Term Provisions</b>		
<b>(a) Provisions for Employees Benefit</b>		
L T A Payable	22,000	18,000
Provision for Bonus	11,000	9,000
	<u>33,000</u>	<u>27,000</u>
<b>(b) Provision for Taxation :</b>		
Provision for Income Tax (As. yr. 12-13)	1,150,000	—
Provision for FBT Ass. Year 2009-10	—	23,670
	<u>1,150,000</u>	<u>23,670</u>
<b>Total Short term Provision (a+b)</b>	<u>1,183,000</u>	<u>50,670</u>

<b>Note No. - 9 FIXED ASSETS</b>										
<b>Fixed Assets</b>	<b>Gross Block</b>				<b>Accumulated Depreciation/Amortisation</b>				<b>Net Carrying Value</b>	
	As at 31st March 2011	Additions	Disposal/ Adjustment	As at 31st March 2012	As at 31st March 2011	Depreciation for the Year	Reversal on disposals	As at 31st March 2012	As at 31st March 2012	As at 31st March 2011
<b>a) Tangible Assets</b>										
Land-Freehold	130,576	-	27,176	103,400	-	-	-	-	103,400	130,576
Land - Leasehold **	167,140	-	-	167,140	65,944	1,688	-	67,632	99,508	101,196
Buildings	7,712,392	444,825	-	8,157,217	5,393,705	169,309	-	5,563,015	2,594,202	2,318,687
Plant and Equipment	13,278,255	-	12,352,191	926,064	12,416,575	32,960	11,673,626	775,909	150,155	861,680
Furniture and Fixtures	1,077,200	-	-	1,077,200	646,007	68,187	-	714,194	363,006	431,193
Office equipment	488,808	77,011	151,727	414,092	186,401	29,757	120,885	95,273	318,820	302,407
<b>Total</b>	<b>22,854,371</b>	<b>521,836</b>	<b>12,531,094</b>	<b>10,845,113</b>	<b>18,708,632</b>	<b>301,901</b>	<b>11,794,512</b>	<b>7,216,022</b>	<b>3,629,091</b>	<b>4,145,738</b>
<b>b) Intangible Assets</b>										
Computer software	33,100	-	11,600	21,500	31,210	235	11,020	20,425	1,075	1,890
<b>Total</b>	<b>33,100</b>	<b>-</b>	<b>11,600</b>	<b>21,500</b>	<b>31,210</b>	<b>235</b>	<b>11,020</b>	<b>20,425</b>	<b>1,075</b>	<b>1,890</b>
<b>Year ended March 2012</b>	<b>22,887,471</b>	<b>521,836</b>	<b>12,542,694</b>	<b>10,866,613</b>	<b>18,739,843</b>	<b>302,136</b>	<b>11,805,532</b>	<b>7,236,447</b>	<b>3,630,166</b>	<b>4,147,628</b>
Year ended March 2011	33,907,853	79,263	11,099,645	22,887,471	29,411,074	328,922	11,000,154	18,739,843	4,147,628	4,496,778

\*\*Note : (1) Lease hold land taken on lease for a period of 99 years commencing from 1974.

**NOTES TO THE FINANCIAL STATEMENTS**

<b>Note No.</b>	<b>31st March, 2012</b>	<b>31st March, 2011</b>
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**(10) Non-Current Investment**

**A Trade Investment (Valued at cost unless stated otherwise)**

(1) Quoted Investment in Equity Instruments

<u>Name of the Bodies Corporate</u>	<u>Face value</u>	<u>Qty.</u>		
Hindustan Motors Limited	10	19	<b>285</b>	285
Jamna Auto Industries Limited	10	10000	<b>1</b>	1
Niraj Petro Chemicals Limited **	10	100000	<b>1</b>	1
UTI - Equity Fund (Formerly known as - Master Gain - 92)	10	800	<b>8,240</b>	8,240
			<b>8,527</b>	8,527

(2) Investment in Equity Instruments (Un-Quoted)

(i) In Associates Concern

<u>Name of the Bodies Corporate</u>	<u>Face value</u>	<u>Qty.</u>		
Universal Enterprises Limited	10	44900	<b>269,400</b>	269,400
			<b>269,400</b>	269,400

(3) Investment in Preference Shares

<u>Name of the Bodies Corporate</u>	<u>Face value</u>	<u>Qty.</u>		
Farm Enterprises Limited - (formerly known as Reliance enterprises Ltd.)	10	70	—	—
Farm Enterprises Limited - (Warrant converted into preference shares)	200	1094	<b>218,800</b>	218,800
			<b>218,800</b>	218,800

**B Non-trade Investment (Valued at cost unless otherwise stated)**

Investment in Government or Trust Securities

7 years National Savings Certificate Lodged with Govt.

Authorities	<b>1,000</b>	1,000
	<b>1,000</b>	1000
	<b>4,97,727</b>	4,97,727

**Notes :**

(1) Aggregate Book value	Quoted	<b>8,527</b>	8,527
	Unquoted	<b>4,89,200</b>	4,89,200
(2) Aggregate Market value of quoted shares		<b>1,050,686</b>	13,41,291

\*\*In the absence of market quote, market value is taken as NIL

(3) All Investment are fully paid, unless otherwise stated

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NOTES TO THE FINANCIAL STATEMENTS

Note No.	31st March, 2012	31st March, 2011
<b>(11) Long Term Loans &amp; Advances</b>		
<b>(1) Security deposit</b>		
Unsecured, considered good	70,285	70,366
Unsecured, considered doubtful	—	78,099
	<u>70,285</u>	<u>148,465</u>
<b>(2) Loans &amp; Advances to related parties</b>		
Unsecured, considered good	52,201,816	49,656,203
	<u>52,201,816</u>	<u>49,656,203</u>
<b>(3) Other Loans &amp; Advances</b>		
Advance income tax & TDS	1,524,124	1,684,102
<u>Advances Recoverable in cash or kind for value to be received</u>		
Unsecured, considered good	36,000	36,000
Unsecured, considered doubtful	—	5,00,000
	<u>1,560,124</u>	<u>2,220,102</u>
<b>Total Long Term Loans &amp; Advances</b>	<u>53,832,225</u>	<u>52,024,770.</u>
<b>(12) Inventories (Valued at lower of cost &amp; net realisable value)</b>		
Raw Material	13,568	1,029,268
Stores & Spares	13,477	53,911
	<u>27,045</u>	<u>1,083,179</u>
<b>(13) Trade Receivable</b>		
<u>Unsecured, considered good</u>		
Outstanding for a period less than six months	10,500	—
<u>Unsecured, considered doubtful</u>		
Outstanding for a period exceeding six months	—	3,922,530
	<u>10,500</u>	<u>3,922,530</u>
<b>(14) Cash &amp; Bank Balances</b>		
<b>A Cash &amp; Cash Equivalents</b>		
Cash in hand	26,700	30,001
Balances with banks :		
– On current accounts	1,327,849	555,238
<b>B Other Bank Balance</b>		
– On Fixed Deposit Account	10,000	10,000
– On Unpaid Dividend Account	89,895	89,895
	<u>1,454,444</u>	<u>685,134</u>

## NOTES TO THE FINANCIAL STATEMENTS

Note No.	31st March, 2012	31st March, 2011
<b>(15) Short Term Loans &amp; Advances</b>		
(1) <b>Loans &amp; Advances to related parties</b>		
Unsecured, considered good	51,690	247,668
(2)		
Unsecured, considered good	205,938	—
(3)		
Intercorporate Deposit including interest accrued	13,583,065	7,200,000
Prepaid expenses	8,015	9,808
	<u>13,848,708</u>	<u>7,457,476</u>
<b>(16) Other Income</b>		
(a) Dividend from non-current Investment	30,000	10,000
(b) <b>Interest</b>		
– On long term Loans	3,846,463	3,464,592
– On short term Loans	1,545,558	871,493
– Interest on IT Refund	106,596	136,344
(c) Waste & Scrap Sale	901,035	238,643
(d) Liability no longer payable - written back	1,229,849	—
(e) Miscellaneous Income	650.00	650.00
	<u>7,660,151</u>	<u>4,721,722</u>
<b>(17) Changes in Inventories of Finished goods &amp; Stock in Process</b>		
Inventories (Opening)		
R. M. Stock in Process	1,029,268	1,029,268
Inventories (Closing)		
R. M. Stock in Process	13,568	1,029,268
<b>Total</b>	<u>1,015,700</u>	<u>—</u>
<p>Stock of Raw Materials, Qty. 13568 kgs. under process of the value of Rs. 10,29,268/- (Previous year Rs. 10,29,268/-), is lying with a third party since long time around before 1995. The Company has filed legal case against the said party but the case is not yet came on before Trial court for hearing, and party is also not traceable, hence management is not hopeful of receipt of money/ recovery of the said material and accordingly inventory is valued at nominal value @ Rs. 1/- per kg. considering it as net realisable value, and balance is shown decrease in inventory.</p>		
<b>(18) Employees Benefit Expenses</b>		
Salaries and Allowances	475,000	378,000
Contributions to Provident & other Funds	192	96
Gratuity	77,308	88,269
Earned Leave Salary Payable	36,833	14,367
Staff Welfare Expenses	34,942	26,505
	<u>624,275</u>	<u>507,237</u>

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NOTES TO THE FINANCIAL STATEMENTS

Note No.		31st March, 2012	31st March, 2011
<b>(19) Other Expenses</b>			
<u>Consumption/written off of Stores &amp; Spares</u>			
	<b>% of Consumption</b>		
	<b>2011-12</b>	<b>2010-11</b>	
Imported	31.74	31.74	<b>12,834</b>
Indigenous	68.26	68.26	<b>27,600</b>
	<u>100.00</u>	<u>100.00</u>	
Stock of Stores and Spare parts of Rs. 40,434/- is rwritten off, as obsolete & non-moving since last long time, to bring down closing value of the same at net realisable value.			
Electricity Charges		<b>67,378</b>	38,639
Rent		<b>57,360</b>	57,360
Repairs & Maintenance - Building		<b>189,317</b>	332,221
Repairs & Maintenance - Machinery		<b>10,182</b>	31,737
Insurance		<b>9,753</b>	9,150
Rates & Taxes		<b>8,100</b>	8,100
Payment to Auditors :			
As Auditor		<b>44,944</b>	44,120
For Reimbursement of Exp.		—	3,407
Professional Fees :			
Tax Audit Fees		<b>12,360</b>	12,133
VAT Audit Fees		<b>12,000</b>	10,000
Other		<b>461,620</b>	801,109
Listing Fees		<b>166,061</b>	26,196
Pooja Expenses		<b>169,662</b>	143,228
Postage & Telegram		<b>125,823</b>	132,683
Printing & Stationery		<b>103,102</b>	109,331
Security Charges		<b>302,190</b>	261,068
Bad Debts & Sundry Balances Written off		<b>4,500,631</b>	1
Prior Period Exp.		<b>96</b>	7,698
Miscellaneous Expenses		<b>736,341</b>	555,795
		<u><b>7,017,354</b></u>	<u><b>2,601,947</b></u>

**NOTE NO. 20 - Notes to the Accounts**

20.1) Due to considerable fall in the demand for Aluminium Collapsible tubes with the introduction of Plastic Laminated Tubes and Oval Tin Containers, the Company was forced to discontinue its manufacturing activities a few year back.

As per the requirements of Section 293 of the Companies Act, 1956 and duly approved by the General Body in an earlier year, the Company had been disposing off Plant & Machinery over the years. The last of sizeable portion of machinery was sold in current year to enable the Company to re-design the shop floor for taking up manufacturing of Plastic laminated tubes for packaging of FMCG products/ manufacturing of Aluminium Rod and/or Aluminium Conductor for power distribution/printing of tin plate sheet usable for commercial buildings. The Company has been in dialogue with various overseas equipment suppliers to ensure procurement from most economical source. Considering the progress of the development, the accounts have been prepared on "Going Concern" basis.

**20.2) Contingent Liability**

- Central Sales Tax Demand contested under appeal 146,202/- (Previous Year 146,202/-)
- Other disputed claims-Telephone Exp. dues at Hyderabad 140,000/- (Previous Year 140,000/-)
- Property taxes of Pendhar Grampanchayat of 862,574/- demanded by Grampanchayat vide demand notice no. 177 dt. 18-2-2006 for the period up to 31-3-2006 against which company has filed special suit in the court of Civil Judge Senior division Pannel. From 1-4-2006 to 31-3-2012 no any demand notice received for the same, hence amount can not be identifiable. 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.

**20.3) Disposal of Fixed Assets**

Company has disposed of the fixed assets consisting of plant & machinery having gross value of 123.52 lacs and net value of 6.78 lacs. After such disposal, the balance value of Plant & Machinery stands at 1.50 lacs. The disposal of assets has been done in view of management's plan to bring new plant and machineries for a new project what ever and when ever will be finalized in near future.

However till new project get finalized, the factory shed can be used for storage and can be let out on commercial basis for a shorter period in future.

**20.4) Write off/wite back of assets and liabilities**

Company has during the year

- Written off Debtors and advances aggregating to 45,00,631 which were disputed.
- Written off the Value of closing stock of material lying with third party by 10,15,700 and the same is valued at nominal price of 1 per kg. which comes amounting to 13,568.
- Written back liabilities of 12,29,849.

Management had reviewed from time to time the realisability of the amounts recoverable and probability of payments to be made against such payable. It is assessed that such sums are not recoverable / payable and accordingly decision was taken to write them off.

Any recoveries made / payments made against such assets / liabilities would be accounted for in the year of receipt / payment.

20.5) (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.

20.6) The accounts relating to unclaimed share application money for the year 1994-95 aggregating to 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.

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20.7) 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.

20.8) 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	
	2011-12	2010-11	2011-12	2010-11
Loans given	6,300,000	4,550,000	—	—
Loan Taken	185,000	—	—	2,510,000
Loan Repaid	185,000	—	—	2,510,000
Paid towards Reimbursement of Exp.	74,247	62,825	—	—
Sales of Fixed Assets (including VAT)	9,000	5,288	—	—
Interest Received	3,850,342	3,551,001	—	—
Received towards Reimbursement of Expenses	609,976	564,281	—	—
Balances as at Year End	52,253,506	49,903,871	—	—

20.9) Computation of Earnings Per Share :

	2011-2012	2010-2011
Profit (Loss) for the year (numerator) ( )	<b>3,082,971</b>	5,188,825
Weighted average number of equity shares (denominator)	<b>7967443</b>	7967443
Basic and Diluted Earnings Per Share ( )	<b>0.39</b>	0.65
Nominal Value of Shares ( )	<b>10</b>	10

20.10) In view of considerable reduction in activities of the Company, a Whole Time Company Secretary could not be appointed.

20.11) Employee Benefits as on 31st March 2012 are provided on the basis of the Company's rules and not on the basis of Actuarial valuation as required under Accounting Standard 15 (revised).

For SINGHI & CO.

Chartered Accountants

S. Chandrasekhar

Partner

M. No. 7592

Place : Mumbai

Date : 22nd August 2012

For and on behalf of the Board

**PRAKASH KUMAR MOHTA**

Director

**S. G. SOMANI**

Director

Universal Prime Aluminium Limited

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012.**

	<b>Year ended 31st March, 2012</b>	<b>Year ended 31st March, 2011</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit (Loss) for the year before taxation</b>	4,648,524	5,188,825
<b>Adjustments for :</b>		
Depreciation / Amortisation	302,136	328,922
Loss (Profit) on sale of Fixed Assets	(5,947,838)	(3,905,209)
Dividend & Interest Received	(5,528,617)	(4,482,429)
Interest Paid	—	(8,058,716)
	(11,174,319)	—
<b>Operating Profit before Working Capital change</b>	(6,525,795)	(2,869,891)
<b>Adjustments for :</b>		
Trade and other Receivable	4,282,043	250,463
Inventories	1,056,134	17,971
Trade Payable & Other Liabilities	(1,142,483)	187,383
	4,195,694	455,817
Cash Generated from Operations	(2,330,100)	(2,414,074)
Taxes (Paid)/Refund (Net)	136,308	506,725
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>	<b>(2,193,793)</b>	<b>(1,907,349)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(521,836)	(79,263)
Sale of Fixed Assets	6,685,000	4,004,700
Movement in Loans & Advances	(8,728,678)	(7,926,076)
Dividend Received	30,000	10,000
Interest Received	5,498,617	4,472,429
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>	<b>2,963,103</b>	<b>481,790</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds / (Payments) from Short Term Borrowings	—	—
Interest Paid	—	—
<b>NET CASH USED IN FINANCING ACTIVITIES Total (C)</b>	—	—
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)	769,310	(1,425,559)
Cash and Cash Equivalents — Opening Balance	675,133	2,100,692
Cash and Cash Equivalents — Closing Balance	1,444,443	675,133

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 : 22nd August 2012

For and on behalf of the Board

**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 40th Annual General Meeting of the Company to be held on Saturday, the 22nd day of September, 2012 at 10.00 a.m. and at any adjournment thereof.

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature of Shareholder \_\_\_\_\_

Affix a  
Re. 1  
Revenue  
Stamp

**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. \_\_\_\_\_



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

## ATTENDANCE SLIP

I/We hereby record my/our presence at the 40th 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 22nd day of September, 2012 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