



22

UNIVERSAL PRIME ALUMINIUM LIMITED

(FORMERLY : UNIVERSAL CANS AND CONTAINERS LTD.)

Office : CENTURY BHAVAN, 771, Dr. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 030.
Phone : 022 - 24307437 / 24304198 ★ Fax : 022 - 2437 0434
E mail : upalbbby@gmail.com / uaplkyn@gmail.com

10th August, 2013.

Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700 001.

Dear Sir,

Ref.: 6 copies of the Annual Report

In accordance with the requirements of the listing agreement, we furnish herewith 6 copies of the Annual Report for the year 2012-13.

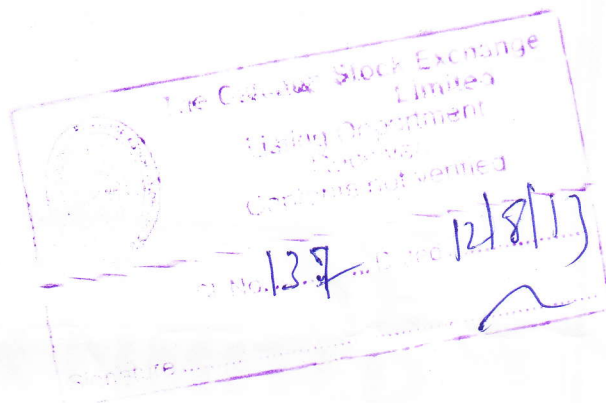
This is for your information and records.

Thanking you,

Yours faithfully,
For Universal Prime Aluminium Limited

TSIT309a
Director/Authorised Signatory

Encl.: As above



41st
Annual Report
2012 - 2013



**UNIVERSAL PRIME
ALUMINIUM LIMITED**

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 FORTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, 31ST AUGUST, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR, CENTURY BHAVAN, 771, DR. ANNIE BESANT 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 Balance Sheet as at 31st March 2013, Profit & Loss Accounts and Cash flow Statement for the year ended on that date along with 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 Monday, 26th August, 2013 to Saturday, 31st August, 2013 (both days inclusive).

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

Place : Mumabi
Dated : 28th June 2013

For and on behalf of the Board
PRAKASH KUMAR MOHTA
Chairman

Additional Information :

BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT

Shri S. G. Somani

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

| Sr. No. | Name of the Company |
|---------|--|
| 1. | United Malleable Company Limited |
| 2. | Universal Conveyer Beltings Limited |
| 3. | Jyoti Airnergy India Private Limited |
| 4. | Valkion Wellness India Private Limited |

DIRECTORS' REPORT

The Directors present their 41st Annual Report on the business operations of the Company alongwith the Statement of Audited Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS :

Financial results for the year ended 31st March 2013 are as under :

| Particulars | (₹ in Lacs) | |
|--|-------------------------|--------------------------|
| | Current Year 2012-13 | Previous Year 2011-12 |
| Sales & Other Income | 79.48 | 76.60 |
| Exceptional Items (profit on disposal of assets) | 4.55 | 59.48 |
| Profit before Depreciation and Tax | 45.73 | 49.51 |
| Less: Depreciation | 2.86 | 3.02 |
| Profit before Tax | 42.87 | 46.49 |
| Less: Provision for taxation | 11.25 | 15.66 |
| Profit for the year | 31.62 | 30.83 |
| Add: Balance brought forward from previous year | (403.13) | (433.96) |
| Balance Carried over to the Balance Sheet | (371.51) | (403.13) |

OPERATIONS :

During the year under review, your Company has not carried out any significant business. The total turnover was Rs.79.48 Lacs as against Rs.76.60 Lacs in the previous year. Profit before Depreciation and Tax but after exceptional income amounted to Rs.45.73 Lacs. After providing for depreciation to the tune of Rs.2.86 Lacs and adjustments for prior period expenses & provision for current & deferred tax of Rs.11.25 Lacs, the Company has registered a Net Profit of Rs.31.62 Lacs in comparison with Net Profit of Rs. 30.83 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, 2013.

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(2AA) 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, 2013 and of the Profit of the Company for the year.

- 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, 2013 on a going concern basis.

CORPORATE GOVERNANCE :

The Report on 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. Your directors recommend their name as Statutory Auditors for the Financial Year 2013-14 for approval of shareholders.

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 Rs. 60,00,000/- or more per annum, if employed throughout the year, or Rs. 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 : 28th June 2013

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 2013.

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

| | | |
|----------------------------------|-----------|-----------|
| 1. Total Foreign Exchange earned | 2012-2013 | 2011-2012 |
| 2. Total Foreign Exchange used | Rs. Nil | Nil |
| | Rs. Nil | Nil |

Place : Mumbai
Date : 28th June 2013

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 | 3 | NIL | NIL |
| Mr. S.G. Somani | None | Director | Non-Executive; Independent | 2 | NIL | NIL |
| Mr. Basant Kumar Daga | None | Director | Non- Executive; Independent | 3 | 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 for approval of shareholders at the ensuing Annual General Meeting. 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 2012-13, Six Board Meetings were held on 30th April, 2012, 30th July 2012,

22nd August 2012, 31st October 2012, 30th January, 2013 and 20th March 2013. The previous Annual General Meeting of the Company was held on 22nd September, 2012. The details of attendance of Directors in Board Meetings and the previous Annual General Meeting are as follows.

| Name of the Directors | No. of Board Meetings Attended | Attendance at Last Annual General Meeting |
|-------------------------|--------------------------------|---|
| 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 Mohta, Director of the Company forms a part of this Annual Report.

3. Audit Committee

a) Constitution of Audit Committee:

The Committee comprises three members majority of who are independent directors.

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

During the Financial year 2012-13, Five Audit Committee Meetings were held on 30th April 2012, 30th July 2012, 22nd August 2012, 31st October 2012 and 30th January 2013. The composition of the Audit Committee and the number of meeting attended were as under :

| Committee Members Attending the Meeting | Designation | No of Meetings Attended |
|---|-------------|-------------------------|
| 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 does 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:

- Hold discussions with the auditors periodically about internal control systems, the scope of audit including the observations of and review the quarterly, half-yearly and annual financial statements before submission to the Board and also ensure compliance of internal control systems.
- 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.
- 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 2012-13, no meeting of the Remuneration Committee was held.

- 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 has not paid any sitting fees to the Non-executive Directors of the Company during the year under review.

- iii) Executive Directors :

Mr. Prakash Kumar Mohta, Director is the only Executive Director in the Company and there was no payment of remuneration to any Director during the year ended 31st March, 2013.

5. Shareholders' / Investors' Grievance Committee

- a) Constitution and Composition of Shareholders' Grievance Committee:

The Shareholders' / Investors' Grievance Committee has been constituted to look into investor's 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 Independent Director. Seventeen Meetings of the Shareholders' / Investors' Grievance Committee were held during the financial year 2012-13. During the year under review, the said Committee approved transfer of 19,100 Equity Shares held in Physical mode.

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 |
|-----------------------|-------------|-------------------------|
| Mr. Basant Kumar Daga | Chairman | 17 |
| Mr. S.G. Somani | Member | 17 |

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

- c) During the year 2012-13, the Company has received Nil complaints from shareholders / investors. There were 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:

| Financial Year | Date | Time | Location of the Meeting |
|----------------|------------|-----------|--|
| 2009-10 | 28/08/2010 | 10.00 A.M | 1st Floor, Century Bhavan, 771, Dr. Annie Beasant Road, Worli, Mumbai - 400 030 |
| 2010-11 | 27/08/2011 | 10.00 A.M | 1st Floor, Century Bhavan, 771, Dr. Annie Beasant Road, Worli, Mumbai - 400 030 |
| 2011-12 | 22/09/2012 | 10.00 A.M | 1st Floor, Century Bhavan, 771, Dr. Annie Beasant Road, Worli, Mumbai - 400 030 |

- ii) Special Resolution during previous three Annual General Meetings :

| Financial Year | Particulars of Special Resolution Passed |
|----------------|--|
| 2009-10 | Nil |
| 2010-11 | Nil |
| 2011-12 | Nil |

- iii) During the year 2012-13, no resolutions 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 (Passing of resolution by Postal Ballot) Rules, 2001.
v) No Special resolution is proposed to be passed through Postal Ballot.

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 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 31st August, 2013 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, 2013 to 31st August, 2013 (both days inclusive)

iv) Listing on Stock Exchanges:

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

v) Stock Code/Symbol

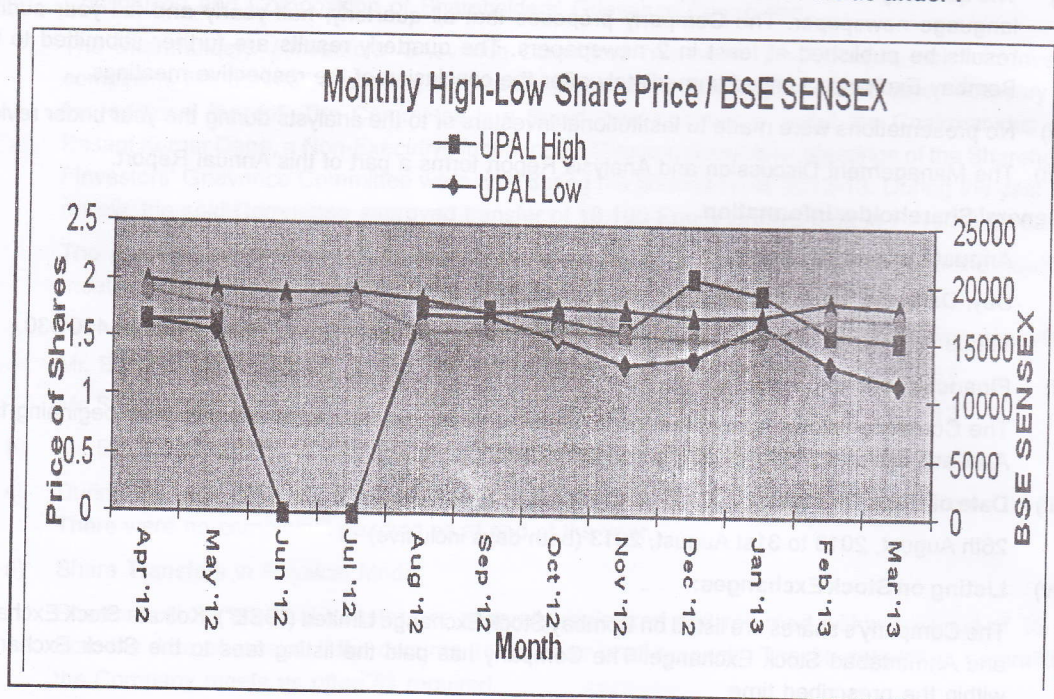
BSE - 504673
DSE - 121072
ASE - 62360
CSE - 31173

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 2012 | 1.64 | 1.64 |
| May 2012 | 1.64 | 1.56 |
| June 2012 | 0 | 0 |
| July 2012 | 0 | 0 |
| August 2012 | 1.79 | 1.71 |
| September 2012 | 1.75 | 1.70 |
| October 2012 | 1.67 | 1.50 |
| November 2012 | 1.57 | 1.29 |
| December 2012 | 2.04 | 1.35 |
| January 2013 | 1.91 | 1.65 |
| February 2013 | 1.57 | 1.31 |
| March 2013 | 1.50 | 1.13 |

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, 2013:

| Sr. No. | Category | No. of Shares held | % |
|---------|--------------------------|--------------------|------------|
| 1. | Promoter Group | 3823778 | 47.99 |
| 2. | Institutional Investors | 126,394 | 1.59 |
| 3. | Non-Resident Indians | 3089 | 0.04 |
| 4. | Private Bodies Corporate | 270801 | 3.40 |
| 5. | Indian Public | 3742981 | 46.98 |
| 6. | Clearing Member | 400 | 0.00 |
| | Total | 7,967,443 | 100 |

x) Distribution of Shareholding as at March 31, 2013 :

| Shareholding of Nominal Value (₹) | Number of Shareholders | % of Total | Share Capital Amount (₹) | % of Total |
|-----------------------------------|------------------------|-----------------|--------------------------|-----------------|
| 1 - 5,000 | 28048 | 97.5583 | 21721720 | 27.2631 |
| 5,001 - 10,000 | 392 | 1.3635 | 3055820 | 3.8354 |
| 10,001 - 20,000 | 165 | 0.5739 | 2469740 | 3.0998 |
| 20,001 - 30,000 | 49 | 0.1704 | 1230570 | 1.5445 |
| 30,001 - 40,000 | 23 | 0.0800 | 822050 | 1.0318 |
| 40,001 - 50,000 | 19 | 0.0661 | 911020 | 1.1434 |
| 50,001 - 100,000 | 25 | 0.0870 | 1836330 | 2.3048 |
| 100,001 and above | 29 | 0.1009 | 47627180 | 59.7772 |
| TOTAL | 28750 | 100.0000 | 79674430 | 100.0000 |

xi) Dematerialisation of Shares and Liquidity:

About 69.2% of the shares have been dematerialized as on March 31, 2013. 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, 2013.

xiii) Registrar and Share Transfer Agents:

Maheshwari Datamatics Private Limited
6, Mangoe Lane (Surendra Mohan Ghosh Sarani),
2nd Floor, Kolkata - 700 001.

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
Email : mdpl@cal.vsnl.net.in

xvi) For general correspondence:

Universal Prime Aluminium Limited
1st Floor, Century Bhavan
771, Dr. Annie Beasant Road
Worli, Mumbai - 400030
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, 2013.
- b. Share holdings of the Non-Executive Directors as on 31st March 2013 is as under:

| Name of Directors | 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 have 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 Qualification

The observations made by the Auditors in their Report are self Explanatory. The thrust of the Management is to move towards unqualified 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.

VII. 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 : 28th June 2013

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 2013 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 unaudited results published for the quarter ended June 12 and September 2012 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.

For **SINGHI & CO.**

Chartered Accountants

Firm Registration No. 302049E

S. CHANDRASEKHAR

Partner

Membership No. 007592

Place : Mumbai

Dated : 28th June 2013

INDEPENDENT AUDITORS' REPORT

To,
The Members of
UNIVERSAL PRIME ALUMINIUM LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Universal Prime Aluminium Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") and in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Basis of qualification

1. As reported in earlier years, the Company had discontinued manufacture of alluminium collapsible tubes and has disposed off substantial portion of its plant and machinery. As stated in Note no.20.1 the Accounts have been prepared on 'going concern' basis. The appropriateness of the said basis is dependent on the Company's ability to bring in new project as detailed in the note and resuming normal operations.
2. We are unable to express an opinion with regard to the extent of recoverability/ realisability of the Non-moving inventory of Raw Materials of Rs. 13,568/- as referred in (Note no. 12) in view of the cessation of manufacturing activity.

3. Disclosure requirement under Micro Small & Medium Enterprises Development Act have not been complied with. (Note 6)
4. Unpaid share application money has not been transferred to Investor Education and Protection fund (Note 20.5).
5. Employee benefits have not been calculated on Actuarial Valuation Basis as per AS 15 (Refer note 20.10)

Opinion

In our opinion and to the best of our information and according to the explanations given to us and subject to the fact of accounts being drawn on a going concern basis (para 1 above) and other matters (para 2 to 5 above) stated in basis of qualification, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required under provisions of section 227(3) of the Companies Act 1956, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Act;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For SINGHI & CO.

Chartered Accountants

Firm Registration No. 302049E

S. Chandrasekhar

Partner

Membership No. 007592

Place : Mumbai

Dated : 28th June 2013

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) 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 Rs. 8,00,000 in additional to loans granted during the previous year. The maximum outstanding aggregated to Rs. 5,22,01,816 and outstanding as at year end aggregated to Rs. 4,54,57,300.
- (b) In our opinion, the rate of interest on which loan have been given to parties listed in register maintained under Section 301 of the Companies Act, 1956 are prejudicial to the interest of the Company.
- (c) The loan given are repayable on demand and thus the clause with respect to regularity of repayment of principle is not applicable. As regard interest, the repayment of the same is regular.
- (d) As the loans are repayable on demand, the clause with respect to steps taken for recovery of principle is not applicable.
- (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, the clause is not applicable as company is not in operation and there were no transaction of purchase of inventory and fixed asset.
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.
7. The company does not have any formal internal audit system.
8. The clause related to review of cost record is not applicable as the clauses of Section 209 (1) (d) of the Company Act are not applicable to the company in view of discontinuation of production activity.
9. (a) The Company has been generally regular in depositing undisputed statutory dues including provident 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 Rs. 89,895 which is outstanding for more than six months as at 31st March 2013.

(c) The details of dues which are not deposited on account of dispute are detailed below:

- Central Sales Tax Demand contested under appeal Rs. 1,46,202 (Previous Year Rs. 1,46,202),
- Property taxes of Pendhar Grampanchayat of Rs.862574 demanded by Grampanchayat vide demand notice no. 177dt. 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 loss during the year under audit as well in the immediately preceding financial year.
11. According to the records, Company has not obtained loan from any financial institution and banks thus the clause is not applicable.
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. 007592

Place : Mumbai

Dated : 28th June 2013

BALANCE SHEET AS AT 31ST MARCH, 2013

| | Note No. | As At 31.03.2013 ₹ | As At 31.03.2012 ₹ |
|-------------------------------------|-------------|--------------------------|--------------------------|
| (I) Equity & Liabilities | | | |
| (1) Shareholders' Funds | | | |
| (a) Share Capital | 2 | 79,674,430 | 79,674,430 |
| (b) Reserves & Surplus | 3 | (5,555,933) | (8,717,447) |
| (2) Non-Current Liabilities | | | |
| (a) Other Long Term Liabilities | 4 | 593,318 | 499,077 |
| (b) Deferred Tax Liability (net) | 5 | 480,568 | 415,553 |
| (3) Current Liabilities | | | |
| (a) Trade Payables | 6 | 134,706 | 97,684 |
| (b) Other Current Liabilities | 7 | 195,659 | 148,518 |
| (c) Short Term Provisions | 8 | 1,096,000 | 1,183,000 |
| Total | | <u>76,618,748</u> | <u>73,300,815</u> |
| (II) Assets | | | |
| (1) Non-Current Assets | | | |
| (a) Fixed Assets: | | | |
| (i) Tangible | 9 | 3,509,107 | 3,629,091 |
| (ii) Intangible | 9 | 1,075 | 1,075 |
| (b) Non-Current Investment | 10 | 10,497,727 | 497,727 |
| (c) Long Term Loans & Advances | 11 | 46,608,460 | 53,832,225 |
| (2) Current Assets | | | |
| (a) Inventories | 12 | 13,568 | 27,045 |
| (b) Trade Receivable | 13 | 0 | 10,500 |
| (c) Cash & Cash Equivalents | 14 | 10,736,366 | 1,454,444 |
| (d) Short Term Loans & Advances | 15 | 5,252,445 | 13,848,708 |
| Total | | <u>76,618,748</u> | <u>73,300,815</u> |

See accompanying Significant Accounting Policies 1
see 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. 007592

Firm Registration No. 302049E

Place : Mumbai

Date : 28th June 2013

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, 2013

| | Note | For the year ended 31.03.2013 | For the year ended 31.03.2012 |
|--|------|----------------------------------|----------------------------------|
| | No. | ₹ | ₹ |
| INCOME : | | | |
| I. Revenue from Operation | | — | — |
| II. Other Income | 16 | 7,948,174 | 7,660,151 |
| Total Revenue | | 7,948,174 | 7,660,151 |
| EXPENSES : | | | |
| I. Changes in Inventories of FG & Stock in Process | 17 | — | 1,015,700 |
| II. Employee benefits expense | 18 | 669,321 | 624,275 |
| III. Depreciation | 9 | 286,110 | 302,136 |
| IV. Other Expenses | 19 | 3,161,561 | 7,017,354 |
| Total Expenses | | 4,116,992 | 8,959,465 |
| Profit/(Loss) before exceptional & extraordinary items & Tax | | 3,831,182 | (1,299,314) |
| Exceptional items (Net) :- | | | |
| Profit/(Loss) on disposal of Fixed Assets | | 455,347 | 5,947,838 |
| Profit/(Loss) before Tax | | 4,286,529 | 4,648,524 |
| Tax Expenses :- | | | |
| Current Tax | | 1,060,000 | 1,150,000 |
| Deferred Tax | | 65,015 | 415,553 |
| Profit/(Loss) after Tax for the year from continuing operation | | 3,161,514 | 3,082,971 |
| Profit/(Loss) for the period | | 3,161,514 | 3,082,971 |
| Earning per share (Basic & diluted) | | 0.40 | 0.39 |

See accompanying Significant Accounting Policies 1

see 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 and on behalf of the Board

For Singhi & Co.

Chartered Accountants

S. Chandrasekhar

Partner

PRAKASH KUMAR MOHTA

Director

S. G. SOMANI

Director

Membership No. 007592

Firm Registration No. 302049E

Place : Mumbai

Date : 28th June 2013

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 off 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

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

| Note No. | 31st March, 2013 ₹ | 31st March, 2012 ₹ |
|--|-----------------------|-----------------------|
| (2) Share Capital | | |
| (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>2,500,000.00</u> | <u>2,500,000.00</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

Equity shares

| | | |
|--------------------------------------|------------------|------------------|
| 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

| Name of the shareholders | As at 31.03.13 No. of Shares | As at 31.03.13 % holding in the class | As at 31.03.12 No. of shares | As at 31.03.2012 % holding in the class |
|---|---------------------------------|---|---------------------------------|---|
| Prakashkumar Mohta | 1,472,370 | 18.4798 | 1,468,629 | 18.4329 |
| Pratibha Manufacturing & Marketing Ltd. | 948,025 | 11.8987 | 927,933 | 11.6466 |
| Pee Bee Steel Industries Ltd. | 718,645 | 9.0198 | 718,645 | 9.0198 |

(3) Reserves & Surplus :

| | | |
|--|---------------------|---------------------|
| (a) Capital Reserve | 3,125 | 3,125 |
| (b) Securities Premium Account | 31,592,685 | 31,592,685 |
| (c) Surplus/(deficit) in the Statement of profit and loss | | |
| Balance as per last financial statement | (40,313,257) | (43,396,228) |
| Net Profit/(Loss) for the current year | <u>3,161,514</u> | <u>3,082,971</u> |
| Net surplus/(Deficit) in the statement of profit and loss | <u>(37,151,743)</u> | <u>(40,313,257)</u> |
| Total Reserve and Surplus | <u>(5,555,933)</u> | <u>(8,717,447)</u> |

NOTES TO THE FINANCIAL STATEMENTS

| Note No. | 31st March, 2013 ₹ | 31st March, 2012 ₹ |
|---|-----------------------|-----------------------|
| Non-Current Liabilities : | | |
| (4) Other Long term Liabilities | | |
| Gratuity Payable | 415,385 | 368,077 |
| Leave Encashment | 177,933 | 131,000 |
| | <u>593,318</u> | <u>499,077</u> |
| (5) Deferred Tax Liability (Net) | | |
| Deferred Tax Liability : | | |
| Related to Fixed Assets | 663,903 | 569,768 |
| Deferred Tax Assets : | | |
| Disallowances under the Income Tax Act 1961 | 183,335 | 154,215 |
| | <u>480,568</u> | <u>415,553</u> |
| Current Liabilities : | | |
| (6) Trade Payables | | |
| | 134,706 | 97,684 |
| | <u>134,706</u> | <u>97,684</u> |
| Information had been sought from suppliers for their status under Micro Small and Medium Enterprises development act 2006. Pending receipt of such confirmation disclosure under MSME act could not be furnished. | | |
| (7) Other Current Liabilities | | |
| Electricity Charges payable | 7,949 | 8,768 |
| Telephone charges payable | 6,512 | 5,084 |
| Water charges payable | 8,648 | 8,631 |
| TDS Payable | 23,062 | 26,890 |
| Liabilities for Exp. | 15,555 | — |
| Share application money received for allotment & due for refund | | |
| Unclaimed Refund | 89,895 | 89,895 |
| MVAT Payable | 11,338 | 9,250 |
| Advance against Recovery of administrative cost | 32,700 | — |
| | <u>195,659</u> | <u>148,518</u> |
| (8) Short Term Provisions | | |
| (a) Provisions for Employees Benefit | | |
| L T A Payable | 24,000 | 22,000 |
| Provision for Bonus | 12,000 | 11,000 |
| | <u>36,000</u> | <u>33,000</u> |
| (b) Provision for Taxation : | | |
| Provision for Income Tax (As. yr. 12-13) | — | 1,150,000 |
| Provision for Income Tax (As. yr. 13-14) | 1,060,000 | — |
| | <u>1,060,000</u> | <u>1,150,000</u> |
| Total Short term Provision (a+b) | <u>1,096,000</u> | <u>1,183,000</u> |

| Note No. - 9 FIXED ASSETS | | Accumulated Depreciation/Amortisation | | | | | Net Carrying Value | |
|------------------------------|-----------------------------|---------------------------------------|-------------------------|-----------------------------|---------------------------------|-----------------------------|-----------------------------|-----------------------------|
| Fixed Assets | Gross Block | | | As at 31st March 2012 | Depreciation for the Year | Reversal on disposals | As at 31st March 2013 | As at 31st March 2012 |
| | As at 31st March 2012 | Additions | Disposal/ Adjustment | As at 31st March 2013 | | | | |
| a) Tangible Assets | | | | | | | | |
| Land-Freehold | 103,400 | - | - | 103,400 | - | - | 103,400 | 103,400 |
| Land - Leasehold ** | 167,140 | - | - | 167,140 | 1,888 | - | 97,820 | 99,508 |
| Buildings | 8,157,217 | 164,611 | 104,848 | 8,216,980 | 182,708 | 69,972 | 2,541,230 | 2,594,203 |
| Plant and Equipment | 926,064 | - | 642,877 | 283,187 | 9,234 | 610,733 | 108,777 | 150,155 |
| Furniture and Fixtures | 1,077,200 | - | - | 1,077,200 | 68,187 | - | 294,819 | 363,006 |
| Office equipment | 414,092 | 70,051 | 13,000 | 471,143 | 24,293 | 11,484 | 363,061 | 318,819 |
| Total | 10,845,113 | 234,662 | 760,725 | 10,319,050 | 286,110 | 692,189 | 3,509,107 | 3,629,091 |
| b) Intangible Assets | | | | | | | | |
| Computer software | 21,500 | - | - | 21,500 | 20,425 | - | 1,075 | 1,075 |
| Total | 21,500 | - | - | 21,500 | 20,425 | - | 1,075 | 1,075 |
| Year ended March 2013 | 10,866,613 | 234,662 | 760,725 | 10,340,550 | 286,110 | 692,189 | 3,510,182 | 3,630,166 |
| Year ended March 2012 | 22,887,471 | 521,836 | 12,542,694 | 10,866,613 | 302,136 | 11,805,531 | 3,630,166 | 4,147,628 |

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

NOTES TO THE FINANCIAL STATEMENTS

| Note No. | | | 31st March, 2013 ₹ | 31st March, 2012 ₹ |
|--|--|-------------------|-----------------------|-----------------------|
| (10) Non-Current Investment | | | | |
| A Trade Investment (Valued at cost unless stated otherwise) | | | | |
| (1) | Investment in Equity Instruments (Quoted) | | | |
| | <u>Name of the Bodies Corporate</u> | <u>Face value</u> | <u>Qty.</u> | |
| | Hindustan Motors Limited | 10 | 19 | 285 |
| | Jamna Auto Industries Limited | 10 | 9,666 | 1 |
| | Niraj Petro Chemicals Limited ** | 10 | 100,000 | 1 |
| | UTI - Equity Fund (Formerly known as - Master Gain - 92) | 10 | 800 | 8,240 |
| | | | 8,527 | 8,527 |
| (2) | Investment in Equity Instruments (Unquoted) | | | |
| (i) | In Associates Concern | | | |
| | <u>Name of the Bodies Corporate</u> | <u>Face value</u> | <u>Qty.</u> | |
| | Universal Enterprises Limited | 10 | 44,900 | 269,400 |
| | | | 269,400 | 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 | 218,800 |
| | | | 218,800 | 218,800 |
| B Non-trade Investment (Valued at cost unless otherwise stated) | | | | |
| (1) | Investment in Government or Trust Securities | | | |
| | 7 years National Savings Certificate Lodged with Govt. Authorities | | 1,000 | 1,000 |
| | | | 1,000 | 1,000 |
| (2) | Investment in Venture Capital Fund (Unquoted) | | | |
| | <u>Face value</u> | <u>Qty.</u> | | |
| | IIFL Incoem Opportunities Fund | 10 | 1,000,000 | 10,000,000 |
| | | | 10,000,000 | — |
| | | | 10,497,727 | 497,727 |
| Notes : | | | | |
| (1) | Aggregate Book value | Quoted | 8,527 | 8,527 |
| | | Unquoted | 10,489,200 | 489,200 |
| (2) | Aggregate Market value of quoted shares | | 762,734 | 1,050,680 |
| **In the absence of market quote, market value is taken as NIL | | | | |
| (3) | All Investment are fully paid, unless otherwise stated | | | |

NOTES TO THE FINANCIAL STATEMENTS

| Note No. | 31st March, 2013 ₹ | 31st March, 2012 ₹ |
|--|-----------------------|-----------------------|
| (11) Long Term Loans & Advances | | |
| (1) Security deposit | | |
| Unsecured, considered good | 55,285 | 70,285 |
| | <u>55,285</u> | <u>70,285</u> |
| (2) Loans & Advances to related parties | | |
| Unsecured, considered good | 45,490,000 | 52,201,816 |
| | <u>45,490,000</u> | <u>52,201,816</u> |
| (3) Other Loans & Advances | | |
| (a) Advance Income Tax & TDS | 1,027,175 | 1,524,124 |
| (b) <u>Advances Recoverable in cash or kind for value to be received</u> | | |
| Unsecured, considered good | 36,000 | 36,000 |
| | <u>1,063,175</u> | <u>1,560,124</u> |
| Total Long Term Loans & Advances | <u>46,608,460</u> | <u>53,832,225</u> |
| (12) Inventories (Valued at lower of cost & net realisable value) | | |
| Raw Material | 13,568 | 13,568 |
| Stores & Spares | — | 13,477 |
| | <u>13,568</u> | <u>27,045</u> |
| (13) Trade Receivable | | |
| <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 | — | — |
| | <u>—</u> | <u>10,500</u> |
| (14) Cash & Bank Balances | | |
| (a) Cash & Cash Equivalents | | |
| Cash in hand | 13,168 | 26,700 |
| Balances with banks : | | |
| – On current accounts | 10,623,303 | 1,327,849 |
| (b) Other Bank Balance | | |
| – On Fixed Deposit Account | 10,000 | 10,000 |
| – On Unpaid Dividend Account | 89,895 | 89,895 |
| | <u>10,736,366</u> | <u>1,454,444</u> |

NOTES TO THE FINANCIAL STATEMENTS

| Note No. | 31st March, 2013 ₹ | 31st March, 2012 ₹ |
|---|-----------------------|-----------------------|
| (15) Short Term Loans & Advances | | |
| (1) Loans & Advances to related parties | | |
| Unsecured, considered good | — | 51,690 |
| (2) Advances recoverable in cash or kind for value to be received | | |
| Unsecured, considered good | 128,020 | 205,938 |
| (3) Other loans and advances (unsecured, considered good) | | |
| Intercompany Deposit including interest accrued | 5,113,012 | 13,583,065 |
| Prepaid expenses | 11,413 | 8,015 |
| | <u>5,252,445</u> | <u>13,848,708</u> |
| (16) Other Income | | |
| (a) Dividend from non-current Investment | 17,963 | 30,000 |
| (b) Interest | | |
| From other | | |
| — On long term Loans | 3,886,664 | 3,846,463 |
| — On short term Loans | 2,398,214 | 1,545,558 |
| — Interest on IT Refund | 41,959 | 106,596 |
| (c) Waste & Scrap Sale | 711,231 | 901,035 |
| (d) Liability no longer payable - written back | 485 | 1,229,849 |
| (e) Miscellaneous Income | 1,250 | 650.00 |
| (f) Written off advances recovered | 849,000 | — |
| (g) Long Term Capital Gain on sale of Shares | 41,408 | — |
| | <u>7,948,174</u> | <u>7,660,151</u> |
| (17) Changes in Inventories of Finished goods & Stock in Process | | |
| <u>Inventories (Opening)</u> | | |
| R. M. Stock in Process | 13,568 | 1,029,268 |
| <u>Less : Value of R. M. Stock in Process (Closing)</u> | | |
| R. M. Stock in Process | 13,568 | 13,568 |
| Total | <u>—</u> | <u>1,015,700</u> |
| The opening stock of 13,568 kgs. of raw material has been lying with third party for number of years. Company has filed suit for recovery against the party. The case is yet to come before the trial court for hearing. In view of the delay, the said inventory has been valued at nominal value of ₹ 1 per kg. | | |
| (18) Employees Benefit Expenses | | |
| Salaries and Allowances | 516,000 | 475,000 |
| Contributions to Provident & other Funds | — | 192 |
| Gratuity | 47,308 | 77,308 |
| Earned Leave Salary Payable | 46,933 | 36,833 |
| Staff Welfare Expenses | 59,080 | 34,942 |
| | <u>669,321</u> | <u>624,275</u> |

NOTES TO THE FINANCIAL STATEMENTS

| Note No. | 31st March, 2013 ₹ | 31st March, 2012 ₹ |
|--|-----------------------|-----------------------|
| (19) Other Expenses | | |
| Write off of obsolete & non-moving stores & spares | 13,477 | 40,434 |
| Electricity Charges | 84,215 | 67,378 |
| Rent | 195,124 | 57,360 |
| Repairs & Maintenance - Building | 644,501 | 189,317 |
| Repairs & Maintenance - Machinery | 212,120 | 10,182 |
| Insurance | 9,101 | 9,753 |
| Rates & Taxes | 8,200 | 8,100 |
| <u>Payment to Auditors :</u> | | |
| As Auditor | 44,944 | 44,944 |
| For Reimbursement of Exp | 822 | — |
| <u>Professional Fees:</u> | | |
| Tax Audit Fees | 12,360 | 12,360 |
| VAT Audit Fees | 13,500 | 12,000 |
| Other | 323,762 | 461,620 |
| Listing Fees | 77,248 | 166,061 |
| Pooja Expenses | 165,008 | 169,662 |
| Postage & Telegram | 147,034 | 125,823 |
| Printing & Stationery | 97,595 | 103,102 |
| Security Charges | 305,307 | 302,190 |
| Bad Debts & Sundry Balances Written off | — | 4,500,631 |
| Prior Period Exp. | — | 96 |
| Miscellaneous Expenses | 1,132,843 | 736,341 |
| Less: Recovery against administrative cost (refer note no. 20.3) | (325,600) | 0 |
| | <u>3,161,561</u> | <u>7,017,354</u> |

NOTE 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.

While other avenues of manufacturing activity were being explored, with the approval of the shareholders, as per the requirements of Section 293 of the Companies Act, 1956, step were taken to disposing off the plant & machinery specifically installed for manufacturing of the goods as per the Main Object of the Company. With the removal of the plant and machineries the shop floor is completely vacant to enable installation of machineries for taking up manufacture of other products under consideration of management including 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 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 ₹ 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 ₹ 8,62,574/- 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 Panvel. From 1-4-2006 to 31-3-2013 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) During the year, company changed the practice of accounting for various recoveries made against administrative cost. The recoveries made hitherto were being adjusted against the value of expenses incurred. The practice was changed in current year and the same are accounted for separately. In the financial statement the same is shown as deduction from total expenses incurred.

20.4) (a) In the opinion of the management, the current assets, loans and advances including deposits are recoverable at the value stated in the financials.

(b) Balances of certain 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.

20.5) 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.

20.6) The manufacturing activities of the Company are suspended hence no information could be furnished under segment wise information to be report as per Accounting Standard 17 issued by The Institute of Chartered Accountants of India.

20.7) 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 | |
|--|------------|------------|--------------------------|---------|
| | 2012-13 | 2011-12 | 2012-13 | 2011-12 |
| Loans Given | 800,000 | 6,300,000 | Nil | Nil |
| Loan Taken | Nil | 185,000 | Nil | Nil |
| Loan Repaid | Nil | 185,000 | Nil | Nil |
| Paid towards Reimbursement of Exp. | 44,358 | 74,247 | Nil | Nil |
| Sales of Fixed Assets (including VAT) | 3,150 | 9,000 | Nil | Nil |
| Interest Received | 3,898,184 | 3,850,342 | Nil | Nil |
| Received towards Reimbursement of Expenses | 267,250 | 609,976 | Nil | Nil |
| Recovery towards administrative cost | 325,600 | Nil | Nil | Nil |
| Balances as at Year End | 45,457,300 | 52,253,506 | Nil | Nil |

20.9) Computation of Earnings Per Share :

| | 2012-2013 | 2011-2012 |
|--|-----------|-----------|
| Profit (Loss) for the year (numerator) (₹) | 3,161,514 | 3,082,971 |
| Weighted average number of equity shares (denominator) | 7,967,443 | 7,967,443 |
| Basic and Diluted Earnings Per Share (₹) | 0.40 | 0.39 |
| Nominal Value of Shares (₹) | 10 | 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 2013 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. 007592
Place : Mumbai
Date : 28th June 2013

For and on behalf of the Board
PRAKASH KUMAR MOHTA
Director

S. G. SOMANI
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013.

| | Year ended 31st March, 2013 | | Year ended 31st March, 2012 | |
|--|--------------------------------|--------------------|--------------------------------|--------------------|
| | ₹ | ₹ | ₹ | ₹ |
| CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit (Loss) for the year before taxation | | 4,286,529 | | 4,648,524 |
| Adjustments for : | | | | |
| Depreciation / Amortisation | 286,110 | | 302,136 | |
| Loss (Profit) on sale of Fixed Assets | (455,347) | | (5,947,838) | |
| Dividend & Interest Received | (6,344,800) | | (5,528,617) | |
| Interest Paid | — | (6,514,037) | — | (11,174,319) |
| Operating Profit before Working Capital change | | (2,227,508) | | (6,525,795) |
| Adjustments for : | | | | |
| Trade and other Receivable | 151,710 | | 4,282,043 | |
| Inventories | 13,477 | | 1,056,134 | |
| Trade Payable & Other Liabilities | 181,404 | 346,591 | (1,142,483) | 4,195,695 |
| Cash Generated from Operations | | (1,880,917) | | (2,330,100) |
| Taxes (Paid)/Refund (Net) | | (653,051) | | 136,308 |
| NET CASH FROM OPERATING ACTIVITIES Total (A) | | (2,533,968) | | (2,193,792) |
| CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Fixed Assets | (234,662) | | (521,836) | |
| Sale of Fixed Assets | 522,883 | | 6,685,000 | |
| Movement in Loans & Advances | 15,181,869 | | (8,728,678) | |
| Dividend Received | 17,963 | | 30,000 | |
| Interest Received | 6,326,837 | | 5,498,617 | |
| Investment in shares & securities | (10,000,000) | | — | |
| NET CASH USED IN INVESTING ACTIVITIES Total (B) | | 11,815,890 | | 2,963,103 |
| CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Proceeds / (Payments) from Short Term Borrowings | | — | | — |
| Interest Paid | | — | | — |
| NET CASH USED IN FINANCING ACTIVITIES Total (C) | | — | | — |
| Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C) | | 9,281,922 | | 769,311 |
| Cash and Cash Equivalents — Opening Balance | | 1,444,444 | | 675,133 |
| Cash and Cash Equivalents — Closing Balance | | 10,726,366 | | 1,444,444 |

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. 007592

Place : Mumbai

Date : 28th June 2013

For and on behalf of the Board

PRAKASH KUMAR MOHTA

Director

S. G. SOMANI

Director