

Name of the Company: **UNIVERSAL PRIME ALUMINIUM LIMITED**  
Quarter ending on : **31<sup>st</sup> December, 2011.**

| Particulars  | Clause of the Listing Agreement | Compliance Status Yes/No | Remarks  |
|--|---------------------------------|--------------------------|--|
| <b>I Board of Directors</b>  | 49 I                            |                          |  |
| (A) Composition of Board   | 49 (IA)                         | Yes                      | -  |
| (B) Non-executive Directors' compensation & disclosures                  | 49 (IB)                         | N.A.                     | -  |
| (C) Other provisions as to Board and Committees                          | 49 (IC)                         | Yes                      | -  |
| (D) Code of Conduct  | 49 (ID)                         | Yes                      | -  |
| <b>II. Audit Committee</b>   | 49 (II)                         |                          | -  |
| (A) Qualified & Independent Audit Committee                              | 49 (IIA)                        | Yes                      | -  |
| (B) Meeting of Audit Committee   | 49 (IIB)                        | Yes                      | -  |
| (C) Powers of Audit Committee  | 49 (IIC)                        | Yes                      | -  |
| (D) Role of Audit Committee  | 49 (IID)                        | Yes                      | -  |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                        | Yes                      | -  |
| <b>III. Subsidiary Companies</b>   | 49 (III)                        | N.A.                     | -  |
| <b>IV. Disclosures</b>   | 49 (IV)                         |                          |  |
| (A) Basis of related party transactions                                  | 49 (IVA)                        | Yes                      | -  |
| (B) Disclosure of Accounting Treatment                                   | 49 (IVB)                        | Yes                      | -  |
| (C) Board Disclosures  | 49 (IVC)                        | Yes                      |  |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVD)                        | N.A.                     | -  |
| (E) Remuneration of Directors  | 49 (IVE)                        | Yes                      | -  |
| (F) Management   | 49 (IVF)                        | -                        | Management Discussion and Analysis Report will be annexed to the Annual Report for the Financial Year 2011-2012.                           |
| (G) Shareholders   | 49(IVG)                         | -                        | Necessary information have been provided to the Shareholders in the event of appointment or re-appointment of Directors from time to time. |

|   |          |   |  |
|---|----------|---|--|
| <b>(V) CEO/CFO Certification</b>          | 49 (V)   | - | Disclosed in the Annual Report for the Financial Year 2010-11 shall be complied for the Financial Year 2011-12.  |
| <b>VI. Report on Corporate Governance</b> | 49 (VI)  | - | Corporate Governance Report as on 31st March, 2011 was submitted to the members along with the Annual Report of the financial year 2010-11. Further Quarterly Compliance Reports are regularly submitted to the Stock Exchanges wherever the shares of the Company are listed. |
| <b>VII. Compliance</b>                    | 49 (VII) | - | Compliance Certificate for the financial year ended 31st March 2011 is annexed to the Annual Report for the Financial Year 2010-11 shall also comply with the Current Financial Year 2011-12.  |

For Universal Prime Aluminium Limited

*B.L. Bagaria*

**B.L. Bagaria**  
Compliance officer