



# UNIVERSAL PRIME ALUMINIUM LIMITED

(FORMERLY : UNIVERSAL CANS AND CONTAINERS LTD.)

Office : CENTURY BHAVAN, 771, Dr. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 030.  
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E mail : upalbby@gmail.com  
CIN NO. : L28129MH1971PLC015207

July 19, 2019

To  
Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai - 400 001  
Security Code: 504673

Dear Sir/Madam,

**Subject: Intimation of the forthcoming Board Meeting in accordance with Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

With reference to the captioned subject and in connection with the requirements of Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company has received a letter dated 11<sup>th</sup> July 2019 from Mr. Prakash Kumar Mohta, forming part of promoter group of the Company (a copy of which is enclosed herewith) regarding proposal to delist the equity shares of the Company from BSE Limited.

Further, we would like to inform you that the meeting of Board of Directors of the Company will be held Saturday, 27<sup>th</sup> July, 2019 to consider the proposal letter received from Mr. Prakash Kumar Mohta, forming part of promoter group of the Company to consider the voluntary delisting of equity shares of the Company from BSE Limited where the equity shares of the Company are listed.

We would also like to inform you that for the purposes of this Delisting Proposal by the Promoters/ Promoter Group, the Board of Directors have appointed M/s. LSI Financial Services Private Limited, a SEBI registered Category-I Merchant Banker having SEBI permanent registration no. MB/INM000011468 for carrying out the due diligence as required in terms of Regulation 8(1A)(ii) of the Delisting Regulations.

Kindly note the same.

For UNIVERSAL PRIME ALUMINIUM LIMITED

Priyanka Motwani  
Company Secretary cum Compliance Officer

Prakash Kumar Mohta

"SHREEGUNJAN" 7, Ronaldshay Road, Alipore, Kolkata - 700 027  
Phone : 033 2479 1757 / 1487 • E-mail : pkm7748@gmail.com

Date: 11.07.2019

BY COURIER/ E-MAIL  
The Board of Directors,  
Universal Prime Aluminium Limited  
Century Bhavan 771 Dr A B Rd,  
Worli Mumbai - 400025

Dear Sir,

**Subject: Proposal to voluntarily delist the equity shares of Universal Prime Aluminium Limited ("Company") pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations"), and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time ("Delisting Regulations")**

1. As you are aware, I Prakash Kumar Mohta (Promoter), hold 1027635 equity shares representing 12.90% of the paid-up share capital of Universal Prime Aluminium Limited ("Company"). We, on our behalf and on behalf of the promoter group of the Company, are desirous of voluntarily delisting the equity shares of the Company from the BSE Limited ("BSE"), the only stock exchanges where the equity shares of the Company are presently listed.
2. We, along with the other members of the promoter group of the Company intend to acquire, 41,43,665 equity shares of the Company representing 52.01% of the paid up share capital of the Company that are currently held by the public shareholders ("Public Shareholders' Shares") in accordance with Delisting Regulations.

Accordingly, we shall make the delisting offer, as defined in Chapter IV of the Delisting Regulations and other applicable regulations to the public shareholders ("**Delisting Proposal**").

### **3. Background and Rationale for Delisting Proposal:**

a. The objective of making the delisting offer is to obtain full ownership of equity shares of the Company, which will provide the promoter group with operational flexibility to support the Company's business and future financing needs. Other reasons include (i) ongoing expenses with the maintenance of listing on BSE will be reduced, including investor relation expenses; (ii) the Company does not have any manufacturing unit or any business activities during last few years nor the management intend to carry any business activities in future & listing compliance is too expensive for our Company.

4. Subject to the approval of the board of the directors of the Company and special resolution of the shareholders (where the votes cast by the public shareholders in favour of the delisting is at least two times the votes cast by public shareholders against the delisting proposal) of the Company passed through postal ballot and a-voting and other applicable regulatory/statutory approvals (including BSE), Prakash Kumar Mohta (Promoter) confirms and undertakes that the acquisition of equity shares from the public shareholders shall be made in accordance with the Delisting Regulations and we will make a public announcement and follow the provisions of the Delisting Regulations for the same.

*Prakash Kumar Mohta*

"SHREEGUNJAN" 7, Ronaldshay Road, Alipore, Kolkata - 700 027  
Phone : 033 2479 1757 | 1487 • E-mail : pkm7748@gmail.com

5. We as a part of the promoter group of the Company, request the board of directors of the Company ("**Board of Directors**") to consider our request as following:
  - a. To convene the meeting of the Board of Directors to consider and approve the Delisting proposal under Regulation 8(1)(a) of Delisting Regulations.
  - b. To take necessary steps to seek approval of the shareholders through postal ballot and the stock exchanges for the proposed delisting of equity shares of the Company from BSE in accordance with Delisting Regulations.
  - c. To take all such other actions as may be required to be undertaken by the Company under the Delisting Regulations to give effect to the Delisting Proposal, including appointing a merchant bank, providing the relevant information for the due diligence, making the relevant applications to the stock exchanges and any other regulatory authorities, as may be required in connection with the Delisting Proposal.

Kindly acknowledge and take the same on your records.

Yours faithfully,

For and on behalf of  
**Prakash Kumar Mohta**

Promoter