

CONSOLIDATED SCRUTINIZER'S REPORT
UNIVERSUS PHOTO IMAGINGS LIMITED

To,

The Chairman,
Universus Photo Imagings Limited
(Formerly known as Jindal Photo Imaging Limited)
19 K.M. Hapur Bulandshahr,
P.O., Gulaothi, Bulandshahr(U.P.)- 203408

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the 9th Annual General Meeting of Universus Photo Imagings Limited held on Wednesday, 30th September, 2020 at 2:30 P.M. through video conferencing ('VC') / other audio visual means('OAVM').

Dear Sir,

- 1) The Board of the Company at its meeting held on September 02,2020 had appointed me as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at its 9th Annual General Meeting("AGM") in fair and transparent manner.
- 2) The Company had engaged KFIN Technologies Private Limited ("KFIN") as the service provider, for extending the facility of electronic voting (Remote e-voting and e-voting facility provided during the AGM) to the shareholders of the Company.
- 3) The Remote e-voting process was started on Sunday, the 27 September, 2020 from 9:00 a.m. and ended on Tuesday, the 29th day of September, 2020 at 5.00 P.M.
- 4) On completion of e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by me in the presence of two witnesses not in the employment of the company and were counted.



- 5) I have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the KFIN e-voting system.
- 6) As on September 23rd, 2020 the cut-off date there were 36846 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through remote e- voting as well as e- voting facility provided at the 9th AGM of the Company.
- 7) The Management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to e- voting on the resolutions contained in Notice calling AGM.
- 8) My responsibility as Scrutinizer for e-voting process (Remote e-voting and e-voting facility provided during the AGM) is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- 9) I now submit my consolidated Report as under on the result of the remote e-voting and e-voting done during the AGM in respect of the said resolutions.

ORDINARY BUSINESS:

RESOLUTION NO. 1 – ORDINARY RESOLUTION

ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of the Auditors thereon.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
81	7829006	100



(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast
0	0

IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

RESOLUTION NO. 2 – ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. SANJIV KUMAR AGARWAL (DIN:01623575),WHO RETIRES BY ROTATION AT THE ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
80	7828994	100



(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast
0	0

IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
01	12

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

SPECIAL BUSINESS:

RESOLUTION NO. 3- ORDINARY RESOLUTION

APPOINTMENT OF MR. VINOD KUMAR GUPTA (DIN: 00006526) AS A DIRECTOR

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
79	7828993	100



(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast
0	0

IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
02	13

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

RESOLUTION NO. 4- ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
79	7828993	100

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
0	0	0



(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast
0	0

IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
02	13

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

RESOLUTION NO. 5- SPECIAL RESOLUTION

APPOINTMENT OF MR. SHAILENDRA SINHA (DIN :08649186) AS A WHOLE-TIME DIRECTOR

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
80	7828994	100

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
0	0	0

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast
0	0

IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
01	12

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

10.The electronic data and other relevant records relating to e -voting are under my safe custody until the chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

Yours Sincerely

**FOR DMK ASSOCIATES
COMPANY SECRETARY**



**DĒEPAK KUKREJA
PARTNER
PRACTISING COMPANY SECRETARY**

31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265
UDIN: F004140B000836763



Date : 01.10.2020
Place : New Delhi

FOR UNIVERSUS PHOTO IMAGINGS LIMITED

**(SURESH KUMAR)
COMPANY SECRETARY & COMPLIANCE OFFICER**