

UNIVERSUS PHOTO IMAGINGS LIMITED

CIN: L22222UP2011PLC103611

Regd. Office: 19th K. M. Hapur Bulandshahr Road, P O Gulaothi, Distt Bulandshahr (U. P.)-245408

Corporate Office: Plot No-87, Institutional Area, Sector-32, Gurugram, Haryana -122001 (India)

Phone :0124-6925100

Website: <https://www.universusphotoimagings.com> Email: cs_uphoto@universusphotoimagings.com**NOTICE**

Notice is hereby given that the 13th Annual General Meeting of the members of **Universus Photo Imagings Limited (CIN: L22222UP2011PLC103611)** will be held as scheduled below:-

Date	30 th September, 2024
Time	11:30 a.m.
Venue	At Hotel Natraj, Kala Aam, Delhi Road, Civil Lines, Bulandshahr, Uttar Pradesh 203001

To transact the following business:

ORDINARY BUSINESS**1. Adoption of Accounts**

To receive, consider and adopt the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2024 and the Profit and Loss Account for the financial year ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Directors' Report and Auditors' Report thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2024 and the Profit and Loss Account ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto for the Financial Year ended 31st March 2024 together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. Re-appointment of Mr. Vinod Kumar Gupta, Retiring Director

To re-appoint a director in place of Mr. Vinod Kumar Gupta, Director (DIN: 00006526) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vinod Kumar Gupta, Director (DIN 00006526), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:**Item 3 - Approval for Material Related Party Transactions with JPFL Films Private Limited**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, such other approval(s), consent(s), permission(s) as may be necessary from time to time and at the recommendation of Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions o (whether by way of an individual transaction or transactions taken together or series of transactions) with JPFL Films Private Limited ("JPFL") being the entity falling within the definition of 'Related Party' under Regulation 2(1)(zb) of Listing Regulations for purchase of Goods in routine nature, ordinary course of business and at arm's length basis and on such material terms and conditions as may be mutually agreed between the JPFL and the Company, for a period of three years commencing from the Financial Year 2024-2025 to Financial Year 2026-2027, such that the maximum value of the RPTs with JFPL, in each of the financial years , does not exceed Rs. 15 Crore (Rupees Fifteen Crore Only) .

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling

all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with Related Party Transaction (s) with JFPL as referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

RESOLVED FURTHER THAT any member of the board and Company Secretary be and are hereby severally authorized to fulfil the further requirement and also to do all acts, deeds, things to give effect of the aforesaid resolution."

Item 4 - Approval for re-appointment of Mrs. Sonal Agarwal (DIN: 08212478) as an Independent Director of the company in her second term.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, (including any statutory modification or re-enactment thereof for the time being in force), and the Articles of Association of the Company consent of the Shareholders be and is hereby accorded for re-appointment of Mrs. Sonal Agarwal (DIN: 08212478), Independent Director of the Company, who was appointed as an Independent Director of the Company by the members for a term up to 10th December 2024, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature to the office of Director of the Company, to hold office with effect from 11th December 2024 till 10th December 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any member of the board and Company Secretary be and are hereby severally authorized to fulfil the further requirement for the re-appointment of Mrs. Sonal Agarwal as an Independent Director and also to do all acts, deeds, things to give effect of the aforesaid resolution."

Item 5 - Approval for re-appointment of Mr. Shailendra Sinha (DIN: 08649186) as a Managing Director of the company in his second term.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 2(51), 178, 179(3), 196, 197, 198 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), (including any amendment/modification thereof), and the Articles of Association of the Company consent of the Shareholders be and is hereby accorded for re-appointment of Mr. Shailendra Sinha (DIN: 08649186), who was appointed as a Managing director for a term up to 25th December 2024, and who has submitted a declaration that he meets the criteria for managing director as provided in Section 196(4) of the Companies Act, 2013, being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, to hold office with effect from 25th December 2024 till 24th December 2029, and whose office shall be liable to retire by rotation, be and is hereby approved for its approval without any remuneration and only sitting fees to be paid for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT Mr. Shailendra Sinha in the capacity of Managing Director be and is hereby entrusted with the powers, authorities, functions, duties, and responsibilities of the Board of Directors from time to time and also liable to retire by rotation.

RESOLVED FURTHER THAT the consent in writing from Mr. Shailendra Sinha in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013 and other prescribed statutory disclosures have been received by the company.

RESOLVED FURTHER THAT the terms of appointment may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board" including any Committee/Sub-Committee of the Board) of the Company, as it may at their discretion deem fit so as not to exceed the limits as specified under the provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT any member of the board and Company Secretary be and are hereby severally authorized to fulfil the further requirement for the re-appointment of Mr. Shailendra Sinha as a Managing director and also to do all acts, deeds, things to give effect of the aforesaid resolution."

By order of the Board of Directors

Place: Gurugram
Date: 02.09.2024

Sd/-
Suresh Kumar
Company Secretary
ACS: 41503

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. The members, whose names appear in the Register of Members/List of Beneficial Owners as on Monday, 23rd September 2024, being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. Route map for the directions to venue of the meeting is attached.
11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
12. The Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2024 and the Profit and Loss Account for the financial year ended on that date are enclosed.
13. In case a person has become a member of the Company after dispatch of Annual General Meeting Notice, but on or before the cut-off date for e-voting, i.e., Monday, 23rd September 2024, such person may obtain the User ID and Password from KFin by e-mail request on einward.ris@kfintech.com.
Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Annual Report and Notice of 13th Annual General Meeting.
14. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 05.30 p.m., except holidays, up to the date of AGM.
15. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
16. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as per provisions of the Act.

17. The Register of Members and Share Transfer Books of the Company will be closed from Monday, 23rd September 2024 to Monday, 30th September 2024 (both days inclusive) in connection with the ensuing Annual General Meeting.
18. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company. Members are requested to keep the same updated.
19. SEBI, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings.
20. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after **01st October, 2023** shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. Members are requested to furnish the details in the prescribed form to KFinTech. Forms can be downloaded from the website of the Company at <http://www.universusphotoimagings.com/investors.html> and website of KFin at <https://ris.kfintech.com/clientservices/isc/>
21. Pursuant to section 72 of the Act read with SEBI Circular dated 3 November 2021, clarification with respect to circular dated 14 December 2021 and circular dated 16 March 2023, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out).
These forms can be downloaded from the website of the Company at <http://www.universusphotoimagings.com/investors.html> and RTA at <https://ris.kfintech.com/clientservices/isc/>. In respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.
22. Pursuant to the provisions of section 91 of the Act and Regulation 42 of the Listing Regulations, the Company has fixed Monday 23rd September 2024 as the 'Record Date' for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM and to attend the AGM for the financial year 2023-24.
23. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at **cs_uphoto@universusphotoimagings.com** the same will be replied by the Company.
24. In terms of section 101 and 136 of the Act, read together with the rules made thereunder, the listed companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode and through physical mode to the members whose email address is not registered with the Company. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their e-mail addresses with their respective depository participants or with the share transfer agent of the Company. Members may note that Annual Report FY 2023-24 and notice along with proxy form and attendance slip will also be available on the Company's website <http://www.universusphotoimagings.com/investors.html>, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of KFin at www.kfintech.com.
25. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
26. For the convenience of the Members, attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/ Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
27. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
28. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective Depository Participants, where shares are held in demat mode.
29. The Company has availed of services offered by KFin Technologies Limited to update e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
30. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

31. The Board of Directors of the Company has appointed Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) and in case of failing him Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No. 4936), both being Partners of M/s DMK Associates, Company Secretaries, New Delhi, as the Scrutinizer to conduct the 13th Annual General Meeting through remote e-voting process in a fair and transparent manner.
32. The Scrutinizer shall, immediately after the conclusion of voting at the 13th Annual General Meeting, first count the votes cast at the meeting. Thereafter, the Scrutinizer will unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, will be prepared and submitted to the Chairman of the Company or any other person authorized by the Chairman. The Chairman shall countersign the report. Following the completion of the scrutiny of the e-voting, the result, along with the Scrutinizer's Report, will be declared and placed on the Company's website <http://www.universusphotoimaging.com/investors.html> and on the website of e-voting agency M/s KFin Technologies Limited at <https://evoting.kfintech.com/> immediately. Concurrently, the Company shall forward the results to the National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited, where the shares of the Company are listed.

33. Process for Registering / Updating Email Addresses

Members holding shares in dematerialised mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot NO. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Toll Free Tel: 1- 800-309-4001, Email: einward.ris@kfintech.com, Website: www.kfintech.com.

INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

➤ Voting through electronic means:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this Section of the Notice) and Regulation 44 of the Listing Regulations 2015 and in terms of SEBI vide circular dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the remote e-voting platform provided by KFin Technologies Limited or to vote at the AGM.

The members, whose names appear in the Register of Members/List of Beneficial Owners as on **Monday, 23rd September 2024** being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process or to participate and vote at the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

A. Remote e-voting

- Date and time of commencement of voting through electronic means: **Friday 27th September 2024** from **09: 00 a.m.** (IST).
- Date and time of end of voting through electronic means beyond which voting will not be allowed: **Sunday 29th September 2024** up to **5.00 p.m.** (IST).
- Details of Website: <https://evoting.kfintech.com>.
- Details of persons to be contacted for issues relating to remote e-voting:

Mr. Suresh Babu D, Senior Manager, Corporate Registry, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309- 4001; Fax No.: +91 40 2300 1153; E-mail: evoting@kfintech.com.

Scrutinizer(s) - Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) and Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936), both being Partners of M/s DMK Associates, Company Secretaries, New Delhi – 31/36, Basement, Old Rajinder Nagar, New Delhi – 110 060, email. deepak.kukreja@dmkassociates.in.

Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write e-mail from the registered e-mail id to einward.ris@kfintech.com.

B. Voting facility at AGM:

In addition to the remote e-voting facility as described above, the Company shall make the facility for ballot / polling paper at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.

Login method for remote e-voting for individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access remote e-voting facility.

Login Method for e-voting for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> ➤ URL: https://eservices.nsdl.com ➤ Click on the “Beneficial Owner” icon under ‘IDeAS’ section. ➤ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. ➤ Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 	<p>1. Existing user who opted for Easi / Easiest</p> <ul style="list-style-type: none"> ➤ URL https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com ➤ Click on New System Myeasi ➤ Login with user id and password. ➤ Option will be made available to reach e-Voting page without any further authentication. ➤ Click on e-Voting service provider name to cast your vote.
<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> ➤ To register click on link : https://eservices.nsdl.com ➤ Select “Register Online for IDeAS” URL: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ➤ Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> ➤ Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ➤ Proceed with completing the required fields.
<p>3. By visiting the e-Voting website of NSDL</p> <ul style="list-style-type: none"> ➤ URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ➤ Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. ➤ Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. ➤ Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>3. By visiting the e-Voting website of CDSL</p> <ul style="list-style-type: none"> ➤ URL: www.cdslindia.com ➤ Provide demat Account Number and PAN No. ➤ System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. ➤ After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

- Individual shareholders (holding securities in demat mode) logging in through their depository participants.
- You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.
- Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue with login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue with login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 022-23058542-43

Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID.
- iv. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- v. After entering the correct details, click on LOGIN.
- vi. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, the system will prompt you to select the EVENT i.e., Universus Photo Imagings Limited.
- ix. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear.
- x. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- xi. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- xii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xiii. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, shall be sent via registered email of the shareholder to email of the Company at cs_ufphoto@universusphotoimagings.com or evoting@kfintech.com. The scanned image of the above documents should be in the naming format 'BAL_EVENT No.'
- xiv. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800- 309-4001(toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 3 Approval for Material Related Party Transactions with JPFL Films Private Limited**

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company is required to obtain prior approval of the members by way of Ordinary resolution, in case transactions with related parties, individually or taken together with previous transactions during a financial year, exceeds Rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, approval of shareholders is sought for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions with JPFL Films Pvt. Ltd ("JPFL"), Related Party, for purchase of Goods in routine nature, in the ordinary course of business and arms length basis in such a way that the maximum value of the RPTs with JPFL, in aggregate, does not exceed Rs. 15 Crore (Rupees Fifteen Crore Only).

The Audit Committee of the Company, after reviewing all necessary information placed before it as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Regulation 23 of Listing Regulations, has granted its approval for above mentioned RPT(s). The Audit Committee has noted that the said transaction(s) is in routine nature and at an arm's length pricing basis and in the ordinary course of business.

According to Regulation 23 of the Listing Regulations, all entities falling under the definition of Related Parties as per Regulation 2(zb) of the Listing Regulations, shall not vote to approve the relevant transaction, irrespective of whether the entity is directly involved in the particular transaction or not. Consequently, all related parties of the Company shall not vote on the resolution.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the this resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any. Accordingly, the consent of the members is, therefore, being sought to pass the aforementioned resolution of the notice as an Ordinary Resolution.

The information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. NO.	DESCRIPTION	DETAILS OF RPTS BETWEEN THE COMPANY AND THE RELATED PARTY
	NAME OF RELATED PARTY	M/S JPFL FILMS PRIVATE LIMITED ("JPFL")
a.	Type, material terms, monetary value and particulars of the proposed RPTs.	Purchase of Goods upto an amount of Rs. 15 Crore during the FY 2024-25 on arm's length basis and in ordinary course of business.
b.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	M/s JPFL Films Private Limited It is other related party.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	Recurring transaction for a duration of three financial years commencing from financial year 2024-2025 to financial year ending 2026-2027
d.	Value of the proposed transaction	Not Exceeding Rs. 15 Crore in each of the financial years.
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a stand-alone basis shall be additionally provided).	4.32%
f.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
i.	Details of the source of funds in connection with the proposed transaction.	Not Applicable

ii.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> • Nature of indebtedness • Cost of funds and • Tenure 	Not Applicable
iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
g.	Justification for the proposed RPTs	To leverage synergies and enhance operational efficiency across our group entities.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
j.	Any other information that may be relevant	All the relevant information has been disclosed hereinabove forming part of Explanatory Statement to Item no. 3

ITEM NO. 4 Approval for re-appointment of Mrs. Sonal Agarwal (DIN: 08212478) as an Independent Director of the company in her second term.

Mrs. Sonal Agarwal is currently acting as an Independent Director of the Company, Chairperson of the Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Mrs. Sonal Agarwal was appointed as an Independent Director of the Company by the members at their 8th Annual General Meeting of the Company for a period of 5 (five) consecutive years commencing from 10th December 2019 to 10th December 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. In accordance with Section 149 (10) and (11) of the Act, Ms. Sonal Agarwal is eligible for a second term of up to five years, subject to approval of the shareholders' by way of **Special Resolution**.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors vide their resolution passed in the meeting dated 13th August 2024, proposed the re-appointment of Mrs. Sonal Agarwal as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 11th December 2024 till 10th December 2029 (both days inclusive), not liable to retire by rotation, for the approval of the members by way of a **Special Resolution**.

Mrs. Sonal is a finance professional with over 21 years of experience in accounting, finance, and strategy. As a Chartered Accountant (CA), she has honed her expertise in financial management, controllership, risk assessment, and compliance. Throughout her career, Mrs. Sonal has held leadership positions in various companies, where she has demonstrated exceptional skills and knowledge in the field.

She serves on the Board of several listed and unlisted companies, where her analytical powers, strategic thinking skills, and decision-making abilities make her an asset to the Company. Mrs. Sonal brings her extensive experience in corporate governance to these boards, contributing to effective decision-making and ensuring compliance with regulations. It is worth mentioning that Mrs. Sonal has served one term with Universus Photo Imagings Limited, further solidifying her reputation as a trusted and experienced professional in the finance and corporate governance domains.

Overall, Mrs. Sonal's impressive track record, expertise in finance, and corporate governance experience make her an invaluable asset to any organization. Her strategic vision, financial acumen, and leadership abilities contribute significantly to driving growth and achieving success.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing candidature of Mrs. Sonal Agarwal for the office of Independent Director for a second term. The Company has also received from Mrs. Sonal Agarwal her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

Mrs. Sonal Agarwal has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order and she is independent of the management.

Mrs. Sonal Agarwal has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mrs. Sonal Agarwal has also qualified the Online Proficiency Self-Assessment Test conducted by IICA.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation and confirmations given by Mrs. Sonal Agarwal as well as a thorough consideration of her impressive skills and extensive experience possessed by Mrs. Sonal Agarwal, has recommended re-appointment of Mrs. Sonal Agarwal, as Independent Director for a second term.

The Board of Director based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Mrs. Sonal Agarwal, has approved her re-appointment as Independent Director of the company for second term.

In the opinion of the Board, Mrs. Sonal Agarwal fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder.

The Board recommends the re-appointment of Mrs. Sonal Agarwal as an Independent Director for the second term from 11th December 2024 till 10th December 2029.

Hence, your Directors recommend the resolution set forth in Item no. 4 of this notice for the approval of the members by way of **Special Resolution**.

A copy of letter/disclosures received and the draft letter of appointment of Mrs. Sonal Agarwal is available for inspection in electronic mode. Members seeking inspection may send an email to cs_uphoto@universusphotoimagings.com. None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except Mrs. Sonal Agarwal or her relatives, to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, reappointment of Independent Directors for their second term requires approval of members by way of a Special Resolution. Accordingly, the approval of the members of the Company is being sought by way of a *Special Resolution*.

ITEM NO. 5 Approval for re-appointment of Mr. Shailendra Sinha (DIN: 08649186) as a Managing Director of the company in his second term.

Mr. Shailendra Sinha (DIN: 08649186) was appointed as Managing directors of the Company for a period from 1st September 2023 to 25th December 2024. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors, in its meeting dated August 13, 2024, proposed the re-appointment of Mr. Shailendra Sinha as Managing Director of the Company for a second term of 5 (five) consecutive years commencing from 25th December 2024 till 24th December 2029 (both days inclusive), liable to retire by rotation, for the approval of the members by way of a Special Resolution.

Brief profile of Mr. Shailendra Sinha is given below for reference of the member:

Mr. Shailendra Sinha, aged about 57 years is an M.SC in Organic Chemical has versatile high energy Professional with an experience of nearly 25 years in Sales & Marketing, Business Development, Man Power Management and Client Relationship

Management in Medical Business. He is Proficient in managing business operations and expertise in managing business development; identifying & developing new markets, lead generation, Client Retention, achieving targets for pharmaceutical products and other management fields.

The Board of Directors, therefore, presents the resolution set forth in Item no. 5 of this notice for approval by members through a **Special Resolution**. For inspection, a copy of the letter/disclosures received and the draft letter of appointment for Mr. Shailendra Sinha shall be open for inspection during business hours on all working days, excluding Saturday and Sunday upto the date of the AGM and also at the venue of the AGM.

None of the other Directors, Promoters, and Key Managerial Personnel of the Company and their relatives, except Mr. Shailendra Sinha, to the extent of their shareholding interest in the Company, are in any way, financially or otherwise, concerned or interested in the resolution.

Details of the Directors seeking Re-appointment in Annual General Meeting fixed on Monday 30th September, 2024.

Name of the Directors	MR. SHAILENDRA SINHA	MRS. SONAL AGARWAL	MR. VINOD KUMAR GUPTA
Director Identification Number (DIN)	08649186	08212478	00006526
Date of Birth	08.08.1966	16.06.1976	07.07.1964
Date of Appointment	26.12.2019	11.12.2019	30.05.2020
Expertise in specific functional area	Having Approximately 25 years' experience in Sales & Marketing, Business Development	Highly accomplished finance professional with over 21 years of experience in accounting, finance, and strategy	Corporate Affairs, Accounting, Finance and strategic Management
Relationship with other Directors and KMPs	None	None	None
Terms and conditions of re-appointment	To be re-appointment as Managing Director subject to retirement by rotation	To be re-appointed as Non-executive Independent Director	To be re-appointed as Non-Executive Director, liable to retires by rotation
Details of remuneration last drawn (FY 2203-24)	Sitting Fees paid to Mr. Shailendra Sinha given in Corporate Governance Report	Sitting Fees paid to Mrs. Sonal Agarwal is given in Corporate Governance Report	Sitting Fees paid to Mr. Vinod Kumar Gupta is given in Corporate Governance Report
No. of Board Meetings attended during the year	6	6	3
Qualification	M.Sc.	Chartered Accountant	Chartered Accountant and Company Secretary
List of outside Directorship	<ol style="list-style-type: none"> Jindal Imaging Limited Universus Commercial Properties Limited Snap Packs Private Limited 	<ol style="list-style-type: none"> Jindal Poly Films Limited Clean Sleep India Technologies Private Limited Praman Agri Solutions Private Limited 	<ol style="list-style-type: none"> Jindal Films India Limited BJ Green Finvest Private Limited Cliff Propbuild Limited Opus Propbuild Private Limited Opus Conbuild Private Limited Jindal Buildmart Limited. Anchor Image & Films Private Limited Jindal Flexifilms Limited. Jindal Speciality Films Limited

Name of the Directors	MR. SHAILENDRA SINHA	MRS. SONAL AGARWAL		MR. VINOD KUMAR GUPTA	
Committee Membership of the Company	Nil	Company	Committee	Company	Committee
		Universus Photo Imagings Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Corporate Social Responsibility Committee • Stakeholder Relationship Committee 	Jindal Film India Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Corporate Social Responsibility Committee
		Jindal Poly Film Limited	<ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Corporate Social Responsibility Committee • Stakeholder Relationship Committee • Risk Management Committee 		
Shareholding in the Company	Nil	Nil		Nil	
Chairperson/ Member of the Committees of the Other Board of companies in which he/ she is a Director as on March 31, 2024	Nil	3		Nil	