

Universus Photo Imagings Limited

(Formally known as JINDAL PHOTO IMAGING LIMITED)

CIN: L22222UP2011PLC103611

Corp. Off.: Plot No. 12 , Sector-B-1, Local Shopping Complex , Vasant Kunj, New Delhi-110070.

Tel: 91-11-40322100 Fax: 91-11-40322129

Website: www.universusphotoimagings.com

Date: December, 10 2021

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Symbol: 542933

Scrip Code: UNIVPHOTO

Ref: Prior intimation dated 29.11.2021 of meeting of Board of Directors to consider delisting.

Sub: Outcome of meeting of the Board of Directors of Universus Photo Imagings Limited ("Company") held on December 10, 2021 in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

1. This is with reference to the captioned subject and in continuation of our letter dated November 29, 2021, convening of a meeting of the Board of Directors ("Board") of the Company on December 10, 2021.
2. As mentioned earlier, an initial public announcement dated November 26, 2021 made by Corporate Professionals Capital Private Limited, Manager to the delisting offer for and on behalf of Consolidated Photo & Finvest Limited, member of the Promoter group of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "Promoter Group") along with other members of the Promoter Group (hereinafter collectively referred to as "Acquirers") in accordance with Regulation 8 of the SEBI Delisting Regulations ("Initial Public Announcement") to initiate the process of voluntary delisting of Equity shares of Universus Photo Imagings Limited ("the Company") based on the Acquirers intention to: (a) acquire all Equity Shares that are held by public shareholders (as defined under the SEBI Delisting Regulations) either individually/collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from BSE Limited and National Stock Exchange of India Limited, the stock exchange where the Equity Shares are presently listed, by making a delisting offer in accordance with the Delisting Regulations ("Delisting Proposal").
3. This is to inform you that the Board met today (i.e., December 10, 2021) and the following business was conducted:

Regd. Office: 19th K.M Hapur Bulandshahr Road, P.O Gulaothi, Distt. Bulandshar (UP).



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- 3.1. Took on record the SEBI relaxation letter dated November 03, 2021 granting relaxation from strict compliance of Regulation 4(1) (a) for the proposed delisting of equity shares of the Company. In this regard, please find enclosed herewith the letter received from M/s. Consolidated Photo & Finvest Ltd, along with other members of Promoter Group ('Acquirer').
- 3.2. The due diligence report dated December 10, 2021 ("Due Diligence Report") submitted by M/s. DMK Associates, a Peer Review Company Secretaries, was reviewed and taken on record by the Board.
- 3.3. The Board took on record the Share Capital audit report dated December 10, 2021 submitted by M/s. DMK Associates, Delhi, a Peer Review Company Secretaries prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the SEBI Delisting Regulations, covering a period of 6 months prior to the date of Board meeting ("Audit Report").
- 3.4. While considering the Delisting proposal, the Board, based on the information available with the Company and the Due Diligence Report, in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
 - The Company is in compliance with applicable provisions of securities laws.
 - Consolidated Photo & Finvest Limited and other members of promoter and promoter group of the Company and/or related entities are in compliance with the applicable provisions of securities laws in terms of the Due Diligence Report, and are also in compliance of Regulation 4(5) of the SEBI Delisting Regulations; and
 - The Delisting Proposal is in the interest of the shareholders of the Company.
- 3.5. After discussion of the Due Diligence Report and the Audit Report and after taking cognizance of various other factors relevant to the circumstances, the Board approved the Delisting Proposal, in accordance with Regulation 10 of the Delisting Regulations, subject to further approval by shareholders, BSE and NSE.
- 3.6. Approved the draft of the postal ballot notice and the explanatory statement thereto, inter-alia, to seek shareholders approval for the delisting offer.
- 3.7. M/s. DMK Associates, Delhi, a Peer Review Company Secretaries has been appointed as the scrutinizers in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.
- 3.8. The Board took on record the letter dated December 10, 2021 received for and on behalf of the Acquirer informing the Company that the floor price for the delisting offer is INR 567.43/- (Five hundred sixty



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Seven Rupees and Forty Three Paise only) per Equity Share, which is determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In support of the aforesaid, the letter was accompanied by a certificate dated December 10, 2021 issued by, M/s. Kumar Roy Barman Prasanta & Associates, Independent Chartered Accountant. Further, it is informed that as per the Delisting Regulations, the Acquirers have an option of fixing an "Indicative Price", which shall be higher than the Floor Price, as mentioned above. The Acquirer may kindly take note of the same.

As required under Regulation 10(5) of the Delisting Regulations:

- The copy of the Due Diligence Report is enclosed as "Annexure A"; and
- The copy of the Report on Reconciliation of Share Capital Audit is enclosed as "Annexure B".
- Letter Received from Consolidated Photo & Finvest Limited as "Annexure C"

Kindly take the above on record.

Thanking You

Yours Faithfully

For Universus Photo Imagings Limited

Suresh Kumar

Suresh Kumar

(Company Secretary)

ACS:41503

Encl: A/a



DUE DILIGENCE REPORT

for

UNIVERSUS PHOTO IMAGINGS LIMITED

[Pursuant to Regulation 10(3) of the SEBI (Delisting of Equity Shares) Regulations, 2021]

To,
The Board of Directors
Universus Photo Imagings Limited
19th Km, Hapur, Bulandshahr Road, PO Guloathi
Bulandshahr, Uttar Pradesh-245408

In terms of Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations"), We DMK Associates, Peer Reviewed Practicing Company Secretaries, have been appointed by the Board of Directors of **Universus Photo Imagings Limited, CIN: L22222UP2011PLC103611** (hereinafter referred to as the "Company") having registered office at 19th km, Hapur, Bulandshahr Road, PO Guloathi Bulandshahr, Uttar Pradesh – 245408 vide Resolution dated November 26, 2021 to carry out the due diligence in accordance with Regulation 10(3) and other applicable provisions under the Delisting Regulations and issue a Due Diligence Report ("DDR").

Background:

1. The Company, Universus Photo Imagings Limited, engaged in the business of photo imaging business got listed on BSE and NSE on February 14, 2020 pursuant to the scheme of demerger approved by the Hon'ble National Company Law Tribunal, Allahabad, U.P. Bench vide its order dated December 09, 2019.
2. The present paid-up equity share capital of the Company is Rs. 10,94,66,040/- comprising of 1,09,46,604 Equity Shares of Rs. 10/- each.
3. In terms of Regulation 8 of the Delisting Regulations, an Initial Public Announcement dated 26th November, 2021 ("Initial Public Announcement") was issued on behalf of Consolidated Photo & Finvest Ltd., member of the Promoter Group along with other members of the Promoter Group ("Promoter Group"), the acquirer as defined in the Delisting Regulations ("Acquirer") *inter alia* expressing their intention to:
 - (a) Acquire 27,86,333 fully paid up equity shares of the Company, having a face value of INR 10



each, ("Equity Shares") representing 25.45% of the paid-up capital held by the public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "Public Shareholders"), either Individually / collectively or together with other members of the Promoter Group or along with the persons acting in concert, as the case may be; and

(b) Consequently voluntarily delist the Equity Shares from the stock exchanges where the equity shares of the company are presently listed namely, **BSE Limited** and **National Stock Exchange of India Limited** (collectively, "Stock Exchanges"), by making a delisting offer in accordance with the Delisting Regulations ("Delisting Proposal").

4. The Acquirer had sought relaxation from SEBI from the strict compliance of Regulation 4(1)(a) of Delisting Regulations pertaining to delisting of equity shares of the company subject to the condition that the shares have been listed for not less than 3 years. In this regard, SEBI vide its letter dated November 03, 2021 granted such relaxation from strict compliance of Regulation 4(1)(a) of subject to the conditions laid down by SEBI.
5. The present Capital structure including the details of the Authorized, Subscribed, Issued, Paid up and Listed Equity share Capital of the Company is placed at **Annexure I**.
6. Shareholding Pattern of the Company as on 9th December, 2021 is placed at **Annexure II**.
7. The distribution of public shareholding as on 9th December, 2021 is as per **Annexure III**.
8. The distribution of Promoters & Promoter Group shareholding as on 9th December, 2021 (i.e. date prior to the Board Meeting date) is placed at **Annexure IV**.
9. The list of Top Twenty-Five shareholders (other than Acquirer / Promoter Group) as on 9th December, 2021 (i.e. date prior to the Board Meeting date) is placed at **Annexure V**.

Methodology:

a) During the course of our due diligence, in line with the requirements as set out in Regulation 10(2) of the Delisting Regulations, we requested the Company to provide us the following details:

- details of buying, selling and dealing in the Equity Shares by the Acquirers and their related entities (including members of Promoter Group) during the period starting from 14th February, 2020 (the date on which shares of the company were listed and admitted to dealings on the Exchanges) till 9th December, 2021 i.e. prior to the date of Board Meeting to be held to consider the Delisting Proposal ("Review Period") including the details of the Top 25 shareholders, for the said period;



- List of the Top 25 Public Shareholders(other than Acquirer / Promoter Group) and Promoter from Registrar & Share Transfer Agent of the Company ("RTA") as on December 09, 2021.
- The details of off-market transactions of the aforesaid persons/ shareholders for the Review Period;
- Data relating to on market transactions from BSE Limited (Which excludes off market data and data for physical shares) as on 09th December, 2021.
- Data relating to on market transactions from National Stock Exchange of India Limited (Which excludes off market data and data for physical shares)as on 09th December, 2021

For the purpose of verifying applicability and compliance of securities laws, we have identified the following regulations and their applicability:

Regulations	Acquirer and their related entities(including members of Promoter Group)	Top 25 Public Shareholders
The Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations,2015;(SEBI PIT Regulations)as amended from time to time	Applicable	Not Applicable
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers Regulations,2011(SEBI SAST Regulations) as amended from time to time	Applicable	*Not Applicable

* As per the information received no disclosure was required to be made by the Top 25 public Shareholders and accordingly (SEBI SAST Regulations) was not applicable to top 25 public shareholders.

Verification:

On the basis of the aforesaid information/documents received, our analysis is as under:

- (a) The details of buying, selling and dealing in the Equity Shares of the Company by the



acquirer or their related entities (including members of Promoter Group) and details of off-market transactions of the aforesaid persons/ shareholders during the Review Period; (annexed as Annexure VI)

- (b) The details of buying, selling and dealing in the Equity Shares of the Top 25 public shareholders, for the review period is as under;

Trade data of BSE Limited as on December 8, 2021

Number of Shares bought	% age of shareholding	Number of Shares Sold	% age of shareholding
1,86,700	1.7055	41,018	0.0037

Trade data of National Stock Exchange of India Limited as on December 6, 2021

Number of Shares bought	% age of shareholding	Number of Shares Sold	% age of shareholding
6,07,835	5.5527	91,113	0.0083

- (c) As confirmed by the acquirer & Company vide Representation Letter dated December 10, 2021 as well as on the basis of the disclosure of related parties in the financial statements of the Company for the financial year 2019-20 and 2020-21, none of the public shareholders from the Top 25 Public Shareholders are related to the Promoter of the Company.
- (d) The above trade data obtained from the Stock Exchanges is of top 25 public shareholders as on 3rd December, 2021 based on RTA Benpos.
- (e) On the basis of analysis of above trade data and RTA Benpos as on 09.12.2021, following three shareholders became part of Top 25 Public shareholders.

Name of Shareholders	No. of Shares	% of shareholding	PAN No.
M.PRASAD & CO. LTD	6053	0.06	AACCM1798E
SANGEETHA S	5890	0.05	AIJPS3739F
KIRTI NIKETAN PRIVATE LIMITED	5313	0.05	AAECK9226D

- (f) The weekly Benpos of above three shareholders has been obtained from the RTA on 10th December, 2021.



Certification:

Based on our review of the Trade Data, RTA Benpos, Company Representation Letter dated 10th December, 2021 and Representation letter of Acquirers dated 10th December, 2021, We hereby certify that, during the review period:

- The buying, selling and dealing in the equity shares of the company carried out by the Acquirer or its related entities and the Top Twenty-Five Shareholders is in compliance with the applicable provisions of securities laws; and
- The Acquirer(s) has not, directly or indirectly,—
 - (a) Employed any device, scheme or artifice to defraud any shareholder or any other person; or
 - (b) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
 - (c) engaged in any act or practice that is fraudulent, deceptive or manipulative—in connection with delisting of Equity Shares of the Company sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the Delisting Regulations.

Assumption & Limitation of Scope & Review:

For the purpose of this DDR, we have relied on the following:

1. List of the Top 25 Public Shareholders and Promoter received from RTA annexed herewith as set out in Regulation 10(2) of the Delisting Regulations as on December 09, 2021.
2. Trade Data of Top 25 Public Shareholders and Promoter & Promoter Group of the Company obtained by the Company from Stock Exchanges and forwarded to us.
3. Details of weekly benpos provided by RTA with respect to off-market trade data, since the date of listing of Equity shares of the Company.
4. Shareholding pattern filed by the Company with the Stock Exchange for the period from the quarter ended March 31, 2020 to September 30, 2021.
5. Data for physical shares as provided by the RTA for the Review Period.
6. Data relating to on market transactions as on 08th December, 2021 received from BSE Limited on 9th December, 2021 of Top 25 Public Shareholders & Promoters Group as per the Benpos



dated 3rd December, 2021 provided by RTA.(Which excludes off market data and data for physical shares)

7. Data relating to on market transactions as on 06th December, 2021 received from National Stock Exchange of India Limited on 9th December, 2021 of Top 25 Public Shareholders & Promoters Group as per the Benpos dated 3rd December, 2021 provided by RTA.(Which excludes off market data and data for physical shares)
8. List of Related parties as disclosed in the financial statements of the company for the financial years ending March 31, 2020 and March 31, 2021.
9. Disclosures under the SEBI SAST Regulations and the SEBI PIT Regulations with respect to trading or transactions by the Promoter of the Company, as available on the websites of the Stock Exchanges.
10. Representation letter dated 10th December, 2021 received from the Company a) confirming the list of Top 25 Public Shareholders and Promoter and b) that except the Promoter shareholders, there are no other persons / entities belonging to the Promoter Group of the Company and their related entities or PAC's which hold any Equity Share(s) as on December 09, 2021.
11. This DDR is based on due diligence of documents/information shared by the Company for our review. We have assumed the truthfulness, accuracy and correctness of the information and authenticity of the documents and data furnished by the company, acquirer, the RTA and as available on the websites of the stock exchanges. Our responsibility is to give report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
12. Ensuring the authenticity of information furnished by RTA is the responsibility of the Board of Directors of the Company.
13. The Acquirer has confirmed vide representation letter December 10, 2021 that neither of them nor their related entities or other members of the Promoter Group have any connection, direct or indirect, with the Top 25 Public Shareholders. However, Mrs. Aakriti Ankit Agarwal and M/s. Aakriti Trust from "Promoter and Promoter Group" vide their letter dated 20.10.2020 have made an application requesting the company to be reclassified as public shareholders for which the approval of stock exchanges is yet to be received by the



company.

14. Various concepts viz. defraud, deceit, fraudulent, deceptive, manipulative are used in the SEBI Delisting Regulations. However, parameters/methodology for determining the same are not prescribed therein. By reading these terminologies, it can be construed that the Acquirer shall not directly or indirectly cause any loss to the Public Shareholders by adopting any malpractice.

Based on publicly available information, we have checked whether the Acquirer or the Company has common registered office or directorship. We do not have any negative observation.

From the above details, we can conclude that the Acquirer has not;

- (i) Employed any device, scheme or artifice to defraud any shareholder or other person;
- (ii) Engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; and
- (iii) Engaged in any act or practice that is fraudulent, deceptive or manipulative.

We are not expressing any opinion on the Floor price and/or the price at which the shares would ultimately be delisted. We have assumed that the Company/ Acquirer would comply with the applicable provisions related to floor price. Further, we are not an investment adviser or tax advisor or a broker/ dealer. This report should not be construed as investment/ disinvestment advice.

15. This DDR is solely intended for the purpose of delisting of Equity Shares of the Company and for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than Delisting purposes and as required under the Delisting Regulations.

Date : 10.12.2021
Place : New Delhi
UDIN: F004140C001721108



**For DMK ASSOCIATES
COMPANY SECRETARIES**

**DEEPAK KUKREJA)
FCS, LL.B., ACIS (UK), IP
PARTNER**

**C. P. No. 8265
F.C.S. No. 4140
Peer Review No. 779/2020**

CAPITAL STRUCTURE OF THE COMPANY AS ON THE DATE OF THIS REPORT**AUTHORISED CAPITAL**

Particulars	Number of shares	Nominal Value per share	Total Authorized Capital
Equity	1,20,00,000	10	12,00,00,000
Preference	NA	NA	NA
Unclassified	NA	NA	NA

ISSUED, SUBSCRIBED & PAID UP CAPITAL

Particulars	Number of shares	Nominal Value per share	Total Issued, Subscribed & Paid Up Capital
Equity	1,09,46,604	10	10,94,66,040
Preference	NA	NA	NA
Unclassified	NA	NA	NA



ANNEXURE II

SHAREHOLDING PATTERN AS ON 09.12.2021		
CATEGORY	NO. OF SHARES	%
ACQUIRER:		
(a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations ;or	NIL	NIL
(b) who is a Promoter or part of Promoter Group along with persons acting in concert	81,60,271	74.55
Total of (a) & (b)	81,60,271	74.55
PUBLIC SHAREHOLDERS	27,86,333	25.45
Total	1,09,46,604	100



The distribution of Public Shareholding as on 09.12.2021

RANGE OF SHA	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES HELD	% OF TOTAL SHARES
1-500	32043	99.19	626936	5.73
501-1000	116	0.36	87420	0.80
1001-2000	64	0.20	95875	0.88
2001-3000	20	0.06	49084	0.45
3001-4000	13	0.04	44904	0.41
4001-5000	11	0.03	52690	0.48
5001-10000	14	0.04	94814	0.87
Above 10000	17	0.05	1734610	15.85
TOTAL	32298	99.98	2786333	25.45



Annexure IV**Details of Promoters and Promoter Group shareholding as on 09.12.2021**

Sl. No.	Name of shareholder	No. of shares	% to paid up equity capital
1	MR. BHAVESH JINDAL	250	0.01
2	MRS. AKRITI ANKIT AGARWAL	0	0
3	CONSOLIDATED PHOTO & FINVEST LTD.	4104674	37.5
4	CONSOLIDATED FINVEST AND HOLDINGS LIMITED	391018	3.57
5	JINDAL PHOTO INVESTMENTS LTD.	0	0
6	RISHI TRADING COMPANY LTD.	806004	7.36
7	SOYUZ TRADING COMPANY LIMITED	2526336	23.08
8	AKRITI TRUST	0	0
9	BHAVESH TRUST	29750	0.27
10	SSJ TRUST	302239	2.76
	Total	8160271	74.55



Details of Top Twenty-Five shareholders (other than Acquirer) as on 09.12.2021

Sl. No.	Name of shareholder	No. of shares	% to paid up equity capital	PAN No.
1	SEETHA KUMARI	414000	3.78	APFPS2411B
2	ANKIT JAIN	252595	2.31	AHOPJ1912F
3	SAHUL AGARWALA	196071	1.79	AFRPA9477R
4	MANOHAR TIKAMDAS RUPRELL	150892	1.38	AAHPR4679R
5	RAJENDRA PRASAD BUBNA BUBNA	103426	0.94	AECPB9460K
6	ANIRUDHA BUBNA	63066	0.58	ARPPB2174A
7	SHREYA AGARWAL	51457	0.47	AHTPB1448H
8	ANIL KUMAR GOEL	36000	0.33	AAJPG2552Q
9	CELLO PENS & STATIONERY PVT LTD	27443	0.25	AABCC1808J
10	BHAVESH DHIRESHBHAI SHAH	26179	0.24	ACZPS3722J
11	ATA ESTATES LLP	18051	0.16	ABSFA2933R
12	ANITA BUBNA .	16434	0.15	ABLFM1418Q
13	KETAN DAMODHAR BAHETI	16000	0.15	ABCPB4802C
14	ANMOL SEKHRI/SUNEETA SEKHRI	8403	0.08	ALHPS9957L
15	SHREEKANT VARUN PHUMBHRA HUF	8000	0.07	AAFHS9486R
16	URVIJA BHAVESHBHAI SHAH	8000	0.07	BLNPS5943K
17	VT CAPITAL MARKET PRIVATE LIMITED	7429	0.07	AADCV5205A
18	SHAILENDRA SINHA/SANJEEV KUMAR	6919	0.06	AABTU0936A
19	DINESH KUMAR JAIN	6772	0.06	AAAH3897E
20	STATELY REALTY LLP	6674	0.06	AEGFS1789C
21	DILEEP SINGH NARUKA	6602	0.06	AAKPN7388N
22	M.PRASAD & CO. LTD	6053	0.06	AACCM1798E
23	SANGEETHA S	5890	0.05	AIJPS3739F
24	KIRTI NIKETAN PRIVATE LIMITED	5313	0.05	AAECK9226D
25	AJAY KUMAR SIPANI	5295	0.05	AKUPS8816N

Notes:

- 1 It is observed from the Trade Data of stock exchanges w.r.t. PAN ABLFM1418Q that name of M/s MAC Ventures is appearing whereas as per the data of top 25 Public shareholders provided by RTA, name of Ms. Anita Bubna is appearing at same PAN.
- 2 The above details of top 25 public shareholders as on 09.12.2021 is as per RTA BENPOS dated 09.12.2021 ,prior to the date of Board meeting for consideration De-listing proposal .



Details of Share Transactions during the Review Period:

Date of buying, selling and dealing	Nature of transaction (buying, selling and dealing)	Name of the Shareholders	Category (Acquirer/ Promoter / Promoter Group / PACs)	Mode of acquisition (market purchase / public rights/ preferential offer / off market / Inter-se transfer etc.	Pre Transaction			Post Transaction		Whether off market / on Exchange
					No. of Shares acquired/ sold	Number of Securities	% age of shareholding	Number of Securities	% age of shareholding	
19.03.2021	Selling	JINDAL PHOTO INVESTMENT LIMITED	Promoter	Inter-se transfer- Transferor	-2873852	2873852	26.26	0	0	Off Market
19.03.2021	Selling	SOYUZ TRADING CO. LTD	Promoter	Inter-se transfer- Transferor	-5577672	3051336	27.87	2526336	23.08	Off Market
19.03.2021	Selling	RISHI TRADING CO. LTD	Promoter	Inter-se transfer- Transferor	-500000	1306004	11.93	806004	7.36	Off Market
19.03.2021	Buying	CONSOLIDATED PHOTO & FINEVEST LIMITED	Promoter	Inter-se transfer- Transferee	3898852	205822	1.88	4104674	37.5	Off Market
19.10.2020	Buying	SSJ TRUST	Promoter	Gift-Donee	114131	188108	1.72	302239	2.76	Off Market
19.10.2020	Selling	AAKRM TRUST	Promoter	Gift-Donor	-113881	113881	1.04	0	0	Off Market



To,
The Board of Directors
UNIVERSUS PHOTO IMAGINGS LIMITED
19th km, Hapur, Bulandshahr road, PO
Guloathi Bulandshahr,
Uttar Pradesh – 245408

Sub: Report on Reconciliation of Share Capital Audit of the Company for the period from 8th June 2021 till 9th December, 2021

We have examined the soft copy of Register of Members, beneficiary details furnished by the Depositories and other records maintained by M/s. Universus Photo Imagings Limited (hereinafter referred to as 'the Company') and its Registrar and Share Transfer Agent for Electronic Connectivity, M/s. KFin Technologies Pvt. Ltd, for giving report in accordance with the Circular No. D&CC/FITTC/CIR-16/2002 December 31, 2002 issued by the Securities and Exchange Board of India and Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (as amended) read with sub-regulation 2 of Regulation 12 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

In our opinion and to the best of our knowledge and according to the information and explanations given to us and based on such verification as considered necessary, we hereby submit our report for the period from 8th June 2021 till 9th December 2021 of the Company.

1.	Period	8 th June 2021 till 9 th December 2021
2.	ISIN	INE03V001013
3.	Face Value	Re. 10/- per equity share
4.	Name of the Company	Universus Photo Imagings Limited
5.	Registered Office Address	19th km, Hapur, Bulandshahr road, PO Guloathi Bulandshahr, Uttar Pradesh – 245408
6.	Correspondence Address	Plot no. 12, sector B-I, Vasant Kunj Local Shopping Complex New Delhi – 110070
7.	Telephone & Fax. Nos.	Tel: 011-40322100 Fax: 011-40322129
8.	Email Address	cs_uphoto@universusphotoimagings.com
9.	Names of the Stock Exchanges where the company's securities are listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)



10.	Issued Capital	No. of Shares	% of Total Issued Capital				
		1,09,46,604	100.00				
11.	Listed Capital (NSE & BSE) (as per company records)	1,09,46,604	100.00				
12.	Held in dematerialized Form in NSDL	9602027	87.72				
13.	Held in dematerialized Form in CDSL	1284593	11.74				
14.	Physical	59984	0.54				
15.	Total No. of Shares (12+13+14)	1,09,46,604	100.00				
16.	Reasons for difference between (10 & 11) (11 & 15) & Reasons for difference between (10 & 15)	N.A. N.A.					
17.	Certifying the details of Changes in share capital during the period under consideration as per table below: NIL						
	Particulars*	No. of Shares	Applied/Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. Appr. Pending for SE (Specify Names)
	NA	NA	NA	NA	NA	NA	NA
	*Rights, bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buy Back, Capital Reduction Forfeiture, any other (to specify)						
18.	Register of Members is updated (Yes/No) If not, updated upto which date	Yes					
19.	Reference of previous period with regard to excess dematerialized Shares, if any	Nil					
20.	Has the company resolved the matter mentioned in point No. 19 above in the current period? If not, reason why?	NA					
21.	Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:						
	Total no. of demat requests	No. of requests	No. of shares	Reasons for delay			
	Confirmed after 21 days	NIL	NIL	NIL			
	Pending for more than 21 days	NIL	NIL	NIL			



**DMK ASSOCIATES
COMPANY SECRETARIES**

22.	Name, Telephone & Fax no. of the Compliance Officer of the Company	Suresh Kumar Company Secretary & Compliance Officer 011-40322100
23.	Name, Address, Tel. & fax No., Reg. no. of Certifying Auditor	Deepak Kukreja DMK Associates Practicing Company Secretaries 31/36, Basement, Old Rajinder Nagar New Delhi-110060 C.P. No. 8265 Telefax: + 91-11-42432721
24.	Appointment of common agency for share Registry work. <i>If yes, (name & address)</i>	YES KFin Technologies Pvt. Ltd, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serelingampally, Rengareddy, Hyderabad, Telangana, 500032. Email : suresh.d@kfintech.com Website : www.kfintech.com
25.	Any other detail that the auditor may like to provide (e.g. BIFR company, delisting from SE, company changed its name etc.)	The company has intimated to the Stock exchanges on November 26, 2021 w.r.t Letter of Intent dated November 26, 2021 received from Consolidated Photo & Finvest Limited, member of Promoter Group of the Company, expressing their intention to acquire 2786333 equity shares of the Company and consequently voluntarily delist the Equity Shares of the Company from the Stock exchanges in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021.

Place: New Delhi
Date: December 10, 2021
UDIN: F004140C001725398



**FOR DMK ASSOCIATES
COMPANY SECRETARIES**



(DEEPAK KUKREJA)
PARTNER

C. P. No. 8265
F.C.S. No. 4140
Peer Review No. 779/2020

CONSOLIDATED PHOTO & FINVEST LIMITED

Regd. Office: 16B, Shakespeare Sarani, 2nd Floor, Kolkata – 700071

Corp Office: Plot No. 12, Local Shopping Complex, Sector B-1, Vasant Kunj, New Delhi - 110070

Tel.: 91-11- 40322100; E-mail: corporate_sectt@Jindalgroup.com;

CIN: U65993WB1996PLC243606

Annexure - C

Date: 10th December, 2021

To,
Board of Directors,
Universus Photo Imagings Limited
Plot No. 12, Local Shopping Complex, Sector B-1,
Vasant Kunj, New Delhi - 110070

Ref: : Initial Public Announcement dated 26th November, 2021 under Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2021 (the "Delisting Regulations") expressing the intention to delist the fully paid-up equity shares of Universus Photo Imagings Limited ("the Company").

Dear Sir/ Madam,

This is with continuation to the Initial Public Announcement ("IPA") given on behalf of **Consolidated Photo & Finvest Ltd**, along with other members of Promoter Group ('Acquirer') under Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2021 (the "Delisting Regulations") expressing the intention to delist the fully paid-up equity shares of Universus Photo Imagings Limited ("the Company") dated 26th November, 2021.

It is to bring to the notice that, since the Company got listed on 14-02-2020, pursuant to demerger of an already listed Company, the Acquirer had sought relaxation from SEBI from the strict compliance of Regulation 4(1)(a) of Delisting Regulations pertaining to delisting of equity shares of the company subject to the condition that the shares have been listed for not less than 3 years. In this regard, SEBI vide its letter dated November 03, 2021 granted such relaxation from strict compliance of Regulation 4(1)(a) of subject to the conditions laid down by SEBI. **The copy of SEBI exemption letter is available for inspection on the website of the Company at <http://universusphotoimagings.com/investors.html>**

Requested to take note of the above-mentioned information in addition to the contents set out IPA dated November 26, 2021.

We request your good office to kindly disseminate the same on your website forthwith and to the Stock Exchanges.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the captioned Initial Public Announcement.

For Consolidated Photo & Finvest Limited

(Manoj Kumar Rastogi)

Managing Director

DIN: 07585209

R/o: 10-D, Pocket-1, Near Pummy Chowk, Dilshad Garden, Delhi-110095.

Place: New Delhi



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