

# 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](http://www.universusphotoimagings.com)

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UPIL/DE-PT/SE/2020-21

Date: 15<sup>th</sup> February, 2021

The Manager, Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra-Kurla Complex  
Bandra (E)  
MUMBAI - 400 051  
Scrip Code: NSE: UNIVPHOTO

The Manager Listing  
BSE Limited.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI – 400 001  
Scrip Code: BSE: 542933

**Sub: Postal Ballot Notice to Shareholders**

Dear Sir/Madam,

Pursuant to the provision of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated 09<sup>th</sup> Feb, 2021.

Kindly bring it to the notice of all concerned.

Yours Sincerely,

For **UNIVERSUS PHOTO IMAGINGS LIMITED**

*Suresh Kumar*

**SURESH KUMAR**  
**COMPANY SECRETARY**  
**ACS-41503**  
**Encl. A/a**



# UNIVERSUS PHOTO IMAGINGS LIMITED

(CIN: L22222UP2011PLC103611)

Regd. Office: 19th K.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr – 203408, Uttar Pradesh

Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070

Phone: (011) 40322100, Fax: (011) 40322129,

Email: [cs\\_uphoto@universusphotoimagings.com](mailto:cs_uphoto@universusphotoimagings.com), Website: [www.universusphotoimagings.com](http://www.universusphotoimagings.com)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020, General Circular No.39/2020 dated 31st December 2020 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the shareholders of Universus Photo Imagings Limited ("the Company") through postal ballot ("Postal Ballot") and electronic voting ("e-voting").

The explanatory statement pursuant to Sections 102, 108, 110, rules made thereunder, the MCA Circulars and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.

The Board of Directors 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), as scrutinizer(s) for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

Due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Postal Ballot Notice in electronic form only.

In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing e-voting facility through KFin Technologies Private Limited.

The Company is providing remote e-voting facility to its Members for voting on the resolution contained in this Postal Ballot Notice. The Members can vote on such resolution through remote e-voting facility only. Assent or dissent of the Members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Shareholders have been provided with remote e-voting facilities arranged by the Company and are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting."

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The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after completion of scrutiny of the postal ballots (e-voting). The results shall be declared on or before **Friday, 19<sup>th</sup> March, 2021 at 17:00 Hours (IST)** and communicated to Bombay Stock Exchange of India Limited (“BSE”), and National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), KFin Technologies Private Limited (“KTPL” or “Registrar and Share Transfer Agents”) and would also be displayed on the Company’s website <https://www.universusphotoimagings.com>. Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The remote E-voting facility will be available during the following voting period:

**Commencement of E-voting: From 9:00 hours (IST) on Tuesday, 16<sup>th</sup> Feb, 2021 and End of E-voting: Up to 17:00 hours (IST) on Wednesday, 17<sup>th</sup> March, 2021.**

**E-Voting shall not be allowed beyond 5 p.m. (IST) on Wednesday, 17<sup>th</sup> March, 2021, and shall be disabled by K-Fin Technologies Private Limited**

During the e-voting period, shareholders of the company, holding shares either in physical form or in Dematerialized form, as on **Friday, 12 Feb, 2021** may cast their vote electronically.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting, they shall be deemed to have been passed as Special Business at a General Meeting.

## PROPOSED RESOLUTIONS:

**Approval for reclassification of Mrs. Aakriti Ankit Agarwal and M/s. Aakriti Trust from “Promoter and Promoter Group” category to “Public” category**

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

**“RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the SEBI (LODR) Regulations, 2015 and other applicable laws and subject to approval from stock exchanges where the securities of Universus Photo Imagings Limited (the Company) are listed (the Stock Exchanges) and other appropriate Statutory or Regulatory authority(ies) as may be required, the consent of the Shareholders of the Company, be and is hereby accorded to re-classify the status of **Mrs. Aakriti Ankit Agarwal and M/s. Aakriti Trust** from “Promoter and Promoter Group” category to “Public” category and removal of their name from the list of promoter/Shareholding pattern and any records and / or disclosures made to be made by the Company.

Sr. No.	Promoters seeking reclassification as “Public” shareholder	No. of shares held	% of total shares
1	Mrs. Aakriti Ankit Agarwal	NIL	NIL
2	M/s. Aakriti Trust	NIL	NIL

**RESOLVED FURTHER THAT** the consent of the members of the Company, be and is hereby accorded for taking note of the following:

Promoter/ Promoter Group members seeking reclassification along with persons related to such Promoter do not/will not:

- i. together, hold more than 10% of the voting rights of the Company.

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- ii. exercise control over the affairs of the Company directly or indirectly.
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company.
- v. act as a Key Managerial person in the Company.
- vi. be a 'wilful defaulter' as per the Reserve Bank of India Guidelines.
- vii. be a fugitive economic offender

**RESOLVED FURTHER THAT** as may be necessary or on approval from Stock Exchanges and other Statutory and Regulatory Authority(ies) as may be required for reclassification, the Company shall give effect to such reclassification in all records, disclosures and in shareholding pattern from the immediate succeeding quarter under Regulation 31A and applicable provisions of SEBI (LODR) Regulations, 2015 / applicable laws and in other records, filings etc. as may be relevant or necessary from such date as may be appropriate.

**RESOLVED FURTHER THAT** any of the Director(s) or the Company Secretary of the Company be and are hereby severally authorized to submit the applications for reclassification to the Stock Exchanges where the securities of the Company are listed and any other Statutory or Regulatory Authority(ies) as may be required in this regard, represent and sign necessary applications, documents, undertaking etc. and to take such steps expedient or desirable to give effect to this resolution and further to do all such acts, deeds, matter or things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard and obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may think.

**RESOLVED FURTHER THAT** copy of this resolution certified by any one Director or Company Secretary be provided to the concerned person(s) as may be necessary."

**By Order of the Board  
For UNIVERSUS PHOTO IMAGINGS LIMITED**

Place : New Delhi  
Dated : 9<sup>th</sup>February, 2021

Sd/-  
Suresh Kumar  
Company Secretary  
ACS: 41503

## Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, SEBI LODR Regulations 2015 and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") and is available with the Company as on February 12, 2021. A copy of this Postal Ballot Notice will also be available on the website of the Company <https://www.universusphotoimagings.com>, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Private Limited ("KFintech") <https://evoting.kfintech>.

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com.

3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on February 12, 2021. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.

The process for registration of email addresses is as under:

- (a) Pursuant to MCA Circulars, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Shareholders may also visit the website of the Company at <https://www.universusphotoimaging.com> and the shareholder may download soft copy of the notice and the procedure for e-voting. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
  - (b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
  - (c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
5. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
  6. Resolution passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
  7. In compliance with Sections 108 and 110 of the Act and the Rules made there under and Regulation 44 of SEBI LODR Regulations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by KFin Technologies Private Limited. The instructions for e-voting are annexed to this Postal Ballot Notice.
  8. A shareholder cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the shareholders are requested to cast their votes only through remote e-voting as per the procedure provided above.

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9. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly Authorised or the Company Secretary of the Company, on or before **Friday, 19th March, 2021**, at the Corporate/Registered office and will also be displayed on the website of the Company <https://www.universusphotoimagings.com> besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
10. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 19th March, 2021** i.e., the date of declaration of Result.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.

## **12. General information and instructions relating to e-voting**

- A. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of SEBI LODR Regulations 2015, the Company is offering e-voting facility to its shareholders in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of M/s. KFin Technologies Private Limited ("KTPL") as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
  - a) Commencement of e-voting: **Tuesday, 16<sup>th</sup> Feb, 2021 at 9.00 Hours (IST).**
  - b) End of e-voting: **Wednesday, 17<sup>th</sup> March, 2021 at 17.00 Hours (IST).**
- B. The cut-off date for the purpose of e-voting is **Friday 12<sup>th</sup> Feb, 2020**.
- C. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <https://www.universusphotoimagings.com>. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through KFIN for all shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company.
- D. **Please read the instructions for e-voting given below before exercising the vote.**

### **General instruction relating to e-voting**

Shareholders who received the Notice through e-mail from KFIN:

- i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User-id & password). However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting your vote:

User – ID	For Members holding shares in Demat Form:- <ol style="list-style-type: none"><li>a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID</li><li>b) For CDSL :- 16 digits Beneficiary ID / Client ID</li><li>c) For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company</li></ol>
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Password	Your unique password is printed above / provided in the e-mail forwarding the electronic notice
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- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change Menu wherein you are required to mandatorily change the password. The new password shall comprise of 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the "Event" i.e., **Universus Photo Imagings Limited**.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/ AGAINST/ABSTAIN" against the resolution or alternatively you may partially enter any number in "FOR", partially in "AGAINST" and partially in "ABSTAIN", but the total number in "FOR/AGAINST/ABSTAIN" taken together should not exceed your total shareholding as on cut-off date.
- viii. Members holding shares under multiple folios/ Demat account shall choose the voting process separately for each of the folios/Demat account.
- ix. Voting must be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- xi. Corporate/Institutional shareholders (corporate / Fls / Flls / Trust / Mutual Funds / Companies, etc.,) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **deepak.kukreja@dmkassociates.in** with a copy marked to einward. ris@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No."
- xii. In case of any query pertaining to e-voting, please visit Help & FAQs section of e-voting website of KTPL.
- xiii. Once the vote on the resolution is cast by a shareholder through e-voting, the shareholder shall not be allowed to change it subsequently.
- xiv. Mr. Deepak Kukreja, Practicing Company Secretary (FCS 4140) and CP No. (8265) Partner, DMK & Associates, Practicing Company Secretary has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. In case he is

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unable to carry out the scrutiny, Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936), Partner of the same firm has been appointed to act as the Scrutinizer. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is **deepak.kukreja@dmkassociates.in**.

- xv. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company <https://www.universusphotoimagings.com> and on KFIN's website <https://evoting.kfintech.com/public/Downloads.aspx>.
- xvi. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on **Friday 12<sup>th</sup> February, 2021**. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- xvii. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Suresh Babu D, Deputy Manager- Corporate Registry, KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Phone : 040-67162222/1517

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013.**

### **Reclassification of Mrs. Aakriti Ankit Agarwal and M/s. Aakriti Trust from "Promoter and Promoter Group" category to "Public" category:**

The Company had received request Letter dt. 20th October, 2020 from the Promoters listed below, for reclassification of their status from "Promoter and Promoter Group" category to "Public" category under Regulation 31A of SEBI LODR Regulations, 2015.

Details of their shareholding in the Company are as under:

S. No	Promoters seeking reclassification as "Public" shareholder	No. of shares held	% of total shares
1	Mrs. Aakriti Ankit Agarwal	NIL	NIL
2	M/s. Aakriti Trust	NIL	NIL

The requests received from the said Promoters were placed before the Board at their meeting held on October 31, 2020. The Board of Directors have approved the requests for reclassification of the said Promoters from "Promoter and Promoter Group" category to "Public" category of the Company, subject to approval of shareholders and the Stock Exchanges, as none of the above Promoters and persons related to such Promoter:

- i. together, hold more than 10% of the voting rights of the Company as mentioned below:

Sr. No.	Name	Voting rights %
1.	Mrs. Aakriti Ankit Agarwal	0.00
2.	M/s. Aakriti Trust	0.00
3.	Mr. Bhavesh Jindal	0.00
4.	Bhavesh Trust	0.27
5.	SSJ Trust	2.76
<b>Total</b>		<b>3.03</b>



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- ii. exercise control over the affairs of the Company directly or indirectly.
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company.
- v. act as a Key Managerial person in the Company.
- vi. be a 'wilful defaulter' as per the Reserve Bank of India Guidelines.
- vii. be a fugitive economic offender.

A request letter dated 20<sup>th</sup> October, 2020 received from:

- A. Mrs. Aakriti Ankit Agarwal, D/o Shri Shyam Sunder Jindal and W/o Shri Ankit Agarwal to reclassify herself under public category and removal of her name from list of promoter.
- B. M/s. Aakriti Trust through Mrs. Aakriti Ankit Agarwal who is a **Settlor and beneficiary** of "M/s. Aakriti Trust" (hereinafter mentioned as "Trust") to reclassify M/s. Aakriti Trust .

At present, shareholding of Mrs. Aakriti Ankit Agarwal and M/s. Aakriti Trust are nil and Mrs. Aakriti Ankit Agarwal and the Trust are falling under category of promoter by virtue of provisions of SEBI (ICDR) Regulations, 2018, however, for a very long time, specifically after getting her marriage neither she in individual capacity nor through Trust have been involved in any type of activities related to business affairs of the company or in other words they are not related/involved in any way in the business affairs of the company.

Further, as per the existing provisions of SEBI LODR /ICDR, it is permissible for reclassification of promoter as "Public" category and removal thereof subject to compliance of provisions of Regulations 31A and approval of shareholders and subsequent approval of stock exchanges, SEBI and other Regulations if, any.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement and furthermore the promoter seeking reclassification as public is not holding any share in company either individually or through Trust or any other capacity.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company commend the passing of the Resolution as mentioned above of the accompanying Notice for the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution, except to the extent of shareholding held by them in the Company, if any.

**By Order of the Board  
For UNIVERSUS PHOTO IMAGINGS LIMITED**

**Sd/-**

**Suresh Kumar  
Company Secretary  
ACS: 41503**

**Place : New Delhi  
Dated : 9<sup>th</sup> February 2021**