

Universus Photo Imagings Limited

(Formerly known as JINDAL PHOTO IMAGING LIMITED)

CIN: L22222UP2011PLC103611

Corp. Off.: Plot No. 87, Sector-32, Institutional Area, Gurugram Haryana -122001.

Tel: 91-0124-6925100 Website: www.universusphotoimagings.com

UPIL/DE-PT/SE/2023-24

March 23, 2024

To,
The Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra(E) Mumbai-400 051
Symbol: NSE: UNIVPHOTO

To,
The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001
Scrip Code: BSE: 542933

Sub: Submission of Scrutinizer and E-voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In terms of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is to inform that the following resolutions as set out for approval by members of the Company vide Postal Ballot notice dated February 21, 2024, have been passed with requisite majority:

Approval for Material Related Party Transactions with JPF Netherlands B. V

In this regard, please find enclosed herewith Postal Ballot Results and the Scrutinizer's Report for resolution set out in the Postal Ballot notice dated February 21, 2024.

Kindly take the above on record.

Thanking You

Yours Sincerely,

For Universus Photo Imagings Limited

Suresh Kumar
Company secretary
ACS- 41503
Encl.: A/a



CS ANKIT TIWARI

ACS, MBA, B.COM

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New Delhi-110060

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(A peer reviewed unit)

SCRUTINIZERS' REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 .

To,
The Chairperson
M/s Universus Photo Imagings Limited
CIN L22222UP2011PLC103611
19th KM ,Hapur, Bulandshahr road, PO
Guloathi Bulandshahr ,Uttar Pradesh – 245408.

SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT NOTICE
(REMOTE E-VOTING)

Dear Sir/Ma'am,

The Board of Directors of M/s **Universus Photo Imagings Limited** ("the Company") at its meeting held on February 21, 2024 has appointed me as Scrutinizer pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, to conduct the Postal Ballot process and Electronic Voting("e-voting") in a fair and transparent manner with respect to the following resolutions proposed for approval from members through postal ballot notice dated February 21, 2024 relating to:

1) Approval for Material Related Party Transactions With JPF Netherlands B. V.

I HEREBY SUBMIT MY REPORT AS UNDER:

1. The Company has sent Postal Ballot Notice and a corrigendum to the Notice of Postal Ballot electronically to all those Members whose name appeared on the Register of Members/List of Beneficiaries and whose e-mail id(s) were registered with the Company/Company's RTA and/or their depositories on February 16, 2024 ("Cut Off Date").
2. In accordance with General Circulars Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, for holding General Meetings / conducting Postal Ballot process through e-voting and any other applicable laws and regulations, issued by Ministry of Corporate Affairs, Government of



India (hereinafter referred “the MCA circulars”), the Company has sent the Postal Ballot Notice in **electronic form only** and no physical copy of the postal ballot notice, postal ballot form and pre-paid business reply envelope has been sent to the shareholder. Accordingly, the communications of the assent or dissent of the members were received through remote e-voting system instead of physical postal ballot forms.

3. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-Voting facility to all its Shareholders(including companies /FIs/FIIs etc.) to enable them to cast their votes electronically. The e-voting started on Thursday, February 22nd, 2024 at 9.00 A.M.(IST) and ended on Friday, March 22nd, 2024 at 5:00 P.M (IST).
4. The Company has engaged KFin Technologies Limited (“Kfintech”), Registrar and Transfer Agent of the Company as the service provider, for extending the facility of e-voting to all the Members of the Company.
5. I have monitored the process of e-voting through the scrutinizer’s secured link provided by Kfintech through its designated website.
6. The votes cast through remote e-voting was unblocked by me immediately after the end of e-voting period in presence of two witnesses not in the employment of the Company and we have downloaded the E-voting report from the website of Kfintech in respect of members, who voted through e-voting.
7. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including MCA circulars; and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot process through voting by electronic means.
8. My responsibility as Scrutinizer for Postal Ballot and e-voting process is restricted to making Consolidated Scrutinizer’s Report of the votes cast “in favor” or “against” the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Kfintech.
9. The total paid up shares capital of the Company as on cut-off date was Rs. 10,94,66,040/- divided into 1,09,46,604/-equity shares of Rs. 10/- each.
10. The abstained votes have not been considered for the purpose of computing the number of votes cast in favor / against the resolution.
11. After my scrutiny, the summary of postal ballot forms and E-voting is given below: -

S. No.	Particulars	No. of Members voted in Physical ballot forms	No. of votes Cast through Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast through E- Voting



Resolution No. 1					
1.	Total votes received	NA	NA	90	11,32,677
2.	Less: invalid votes	NA	NA	1	1
3.	Net valid votes	NA	NA	89	1,13,2676
4.	With Assent	NA	NA	78	11,31,328
5.	With dissent	NA	NA	10	1341
6.	Abstain	NA	NA	1	7

Based on above the result is as under:

ORDINARY RESOLUTION

RESOLUTION NO. 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH JPF NETHERLANDS B. V

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting	Total no. of votes cast through E-voting	% of total number of valid votes cast
78	11,31,328	99.88

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting	Total no. of votes cast through E-voting	% of total number of valid votes cast
10	1,341	0.12

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast through E- Voting
1	1



IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
1	7

RESULT

As the numbers of votes cast in favor of the resolution were more than the number of votes cast against, I report that the Ordinary resolution with regard to Item no. 1 as set out in the Notice of Postal ballot and E voting is passed in favor of the resolution as Ordinary Resolution.

- The electronic data and other relevant records relating to Postal Ballot & e-voting are under my safe custody until the chairperson considers, approves and sign the minutes and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.
- You may accordingly declare the result of the e-voting of Postal Ballot Process.

Date : 22.03.2024
Place : New Delhi
UDIN No.: A065026E003623768



Thanks & Regards

CS ANKIT TIWARI
Practicing Company Secretary
ACS, MBA, B. Com.
ACS No.: 65026
C. P. No.: 24431
Peer Review No.: 2153/2022



Signed by:
Suresh Kumar
Company Secretary and Compliance Officer

General information about company	
Scrip code	542933
NSE Symbol	UNIVPHOTO
MSEI Symbol	NA
ISIN	INE03V001013
Name of the company	UNIVERSUS PHOTO IMAGINGS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-03-2024
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	ANKIT TIWARI
Firms Name	ANKIT TIWARI
Qualification	CS
Membership Number	65026
Date of Board Meeting in which appointed	21-02-2024
Date of Issuance of Report to the company	22-03-2024



Voting results	
Record date	16-02-2024
Total number of shareholders on record date	28927
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolutions passed in the meeting	1
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Material Related Party Transactions with JPF Netherlands B. V .				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8160271	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8160271	0	0	0	0	0
Public- Institutions	E-Voting	88	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		88	0	0	0	0	0
Public- Non Institutions	E-Voting	2786245	1132670	40.6522	1131329	1341	99.8816	0.1184
	Poll							
	Postal Ballot (if applicable)							
	Total		2786245	1132670	40.6522	1131329	1341	99.8816
Total		10946604	1132670	10.3472	1131329	1341	99.8816	0.1184
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



