

# 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)

Date: January 22, 2022

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

Scrip Code: 542933

Symbol: UNIVPHOTO

**Sub: Outcome of Postal Ballot inter-alia held to approve proposed delisting of equity shares of the Company**

Dear Sir/Madam,

In terms of Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is to inform that the following resolutions as set out for approval by members of the Company vide Postal Ballot notice dated December 10, 2021 have been passed with requisite majority:

- i. Voluntary Delisting of Equity Shares of the Company from BSE Limited ("BSE") And National Stock Exchange of India Limited ("NSE")
- ii. Appointment of Mr. Sanjeev Aggarwal as Independent Director of the Company.

In this regard, please find enclosed herewith the Scrutinizers Report for resolutions set out in the Postal Ballot notice dated December 10, 2021.

Kindly take the above on record.

Thanking You  
Yours Faithfully  
For Universus Photo Imagings Limited

*Suresh Kumar*

Suresh Kumar  
(Company Secretary)

ACS: 41503

Encl: As Above



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

To,  
The Chairman  
M/s Universus Photo Imagings Limited  
19<sup>th</sup> K.M., Hapur - Bulandshahr Road,  
P.O. - Gulaothi, Distt- Bulandshahr (U.P.) - 203408,

**SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT NOTICE**

Dear Sir,

The Board of Directors of M/s Universus Photo Imagings Limited ("the Company") at its meeting held on Friday, December 10, 2021 has appointed us as Scrutinizer pursuant to section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, to conduct the Postal Ballot process and Electronic Voting (i.e. e-voting) in a fair and transparent manner with respect to the resolutions proposed for approval from members through postal ballot notice dated December 10, 2021 relating to:

1. Approval for voluntary delisting of the equity shares of the company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
2. To appoint Mr. Sanjeev Aggarwal (DIN: 00006552) as Independent Director of the Company.

**WE SUBMIT OUR REPORT AS UNDER:**

1. The Company has sent Postal Ballot Notice 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 and/or their depositories on December 10, 2021 ("Cut Off Date"). The Company has also dispatched hard copies of postal ballot notice(s) and forms along with self-address postage prepaid envelope to its shareholders whose email ids are not available with the company / Registrar / Depository System and whose name appeared on the Register of Members/List of Beneficiaries as on Cut-off date.
2. In view of the current extraordinary circumstances and on account of threat posed by COVID-19 pandemic situation and in accordance with General Circular No. 10/2021 dated June 23, 2021 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 and also dispatched the physical copy of Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope to the shareholders. Accordingly, the communication on Assent or Dissent of the Members will take place through remote e-voting system and physical mode to shareholders whose email-ids are not available with the company / Registrar / Depository System or upon receipt of specific request by a shareholder.
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



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Disclosure Requirements) Regulations, 2015, the Company had provided e-Voting facility to all its Shareholders

4. (including companies /FIs/FIIs etc.) to enable them to cast their votes electronically. The E-voting started on Thursday, December 23, 2021 at 9.00 A.M.(IST) and ended on Friday, January 21, 2022 at 5:00 P.M (IST).
5. The Company has engaged M/s. KFIN Technologies Private Limited (KFINTECH) as the service provider, for extending the facility of e-voting to all the Members of the Company.
6. We have monitored the process of e-voting through the scrutinizer's secured link provided by KFINTECH through its designated website.
7. The e-voting was unblocked by us 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 KINTECH in respect of members, who voted through e-voting.
8. The company has taken the permission to receive the physical postal ballots forms from Indian Post Office under BR Permit Tech BR.D (SW) 353 dated 21<sup>st</sup> March 2021.

Total 49 postal Ballots were received by the said post office upto 5:00 p.m. till January 21,2022 which were subsequently handed over to us. Also we have downloaded the E-voting report from the website of KFINTECH on <http://evoting.kfintech.com.in> in respect of members, who voted through e-voting.

The Particulars of all the postal ballot forms received from the Members in physical forms(s) and electronic ballot report generated from website of KFINTECH have been entered in a register separately maintained for the purpose.

9. The Postal ballot forms were matched with Register of Members of the Company/ list of beneficiaries as on Cut- off date.
10. There were 3343 envelopes containing postal ballot form along with Postal Ballot notice, which were returned undelivered. These envelopes have not been opened and are kept separately as received.
11. We did not find any defaced or mutilated ballot paper.
12. 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 and voting by electronic means.
13. Our responsibility as Scrutinizer for Postal Ballot and e-voting process is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the Ballot Papers received and reports generated from the e-voting system provided by KFINTECH.

**Postal Ballot Scrutinizer's Report – Universus Photo Imagings Limited**



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14. 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.

15. After our 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
<b>Resolution No. 1</b>					
1.	Total postal ballot received	49	1,562	111	94,47,710
2.	Less: invalid votes	19	919	0	0
3.	Net valid votes	30	643	111	94,47,710
4.	With Assent	18	286	62	94,31,576
5.	With dissent	12	357	49	16,134
6.	Abstain	0	0	0	0
<b>Resolution No. 2</b>					
1.	Total postal ballot received	49	1,562	111	94,47,710
2.	Less: invalid votes	27	1,108	0	0
3.	Net valid votes	22	454	111	94,47,710
4.	With Assent	19	244	66	86,05,981
5.	With dissent	3	210	45	8,41,729
6.	Abstain	0	0	0	0

**Based on above the result is as under**

**RESOLUTION NO. 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE").**

**A. VOTES CAST ON THE RESOLUTION BY ALL THE SHAREHOLDERS AS ON CUT OFF DATE**



**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot Forms	% of total number of valid votes cast
80	94,31,862	99.83

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot Forms	% of total number of valid votes cast
61	16,491	0.17

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast through E- Voting	No. of Members Voted through Postal Ballot Forms	No. of votes cast through Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	19	919	919

**(IV) ABSTAINED VOTES:**

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



**B. VOTES CAST ON THE RESOLUTION BY THE PUBLIC SHAREHOLDERS  
AS ON CUT OFF DATE**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot Forms	% of total number of valid votes cast
76	16,03,830	98.98

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot Forms	% of total number of valid votes cast
61	16,491	1.02

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast through E- Voting	No. of Members Voted through Postal Ballot Forms	No. of votes cast through Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	19	919	919

**(IV) ABSTAINED VOTES:**

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

**RESULT**

Postal Ballot Scrutinizer's Report - Univerus Photo Imagings Limited



We report that the Special resolution with regard to Item no. 1 as set out in the Notice of Postal ballot is passed in favour of the resolution as Special Resolution with requisite majority as per provisions of the Companies Act, 2013 and under Regulation 11(4) of the SEBI (Delisting of Equity Shares) Regulations, 2021 based on the following parameters.

- A. That the number of votes cast in favour of the resolution were three times more than the number of votes cast against; and
- B. That the number of votes cast by the public shareholder in favour of the resolution is more than two times of the votes cast by the public shareholders against the resolution.

**RESOLUTION NO. 2: TO APPOINT MR. SANJEEV AGGARWAL AS INDEPENDENT DIRECTOR OF THE COMPANY.**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot Forms	% of total number of valid votes cast
85	86,06,225	91.09

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot Forms	% of total number of valid votes cast
48	8,41,939	8.91

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast through E- Voting	No. of Members Voted through Postal Ballot Forms	No. of votes cast through Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	27	1,108	1,108



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**(IV) ABSTAINED VOTES:**

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

**RESULT**

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special resolution with regard to Item no. 2 as set out in the Notice of Postal ballot is passed in favour of the resolution as Special Resolution.

15. The electronic data, postal ballot forms and other relevant records relating to Postal Ballot e-voting are under our safe custody until the chairman 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.
16. The Register of Postal Ballot maintained in electronic form containing details of e-voting and physical voting separately.
17. You may accordingly declare the result of the Postal Ballot.

Thanking you  
Yours Sincerely  
**For DMK ASSOCIATES  
COMPANY SECRETARY**



**DEEPAK KUKREJA**  
Partner  
FCS, LL.B., ACIS (UK), IP.  
FCS No: 4140  
CP No: 8265  
UDIN:F004140C002260493



Place : New Delhi  
Date : 22.01.2022



Signed By:  
Suresh Kumar  
Company Secretary & Compliance Officer

