

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: 12/03/2022

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

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

(Scrip Code: BSE: 542933)

(Scrip Code: NSE: UNIVPHOTO)

Sub: Delisting of Equity Shares of Universus Photo Imagings Limited ("the Company") in terms of Regulation 12(1) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

Dear Sir/Madam

This is with reference to the captioned subject, Consolidated Photo & Finvest Limited, Acquirer, in compliance with Regulation 15 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, has published the Detailed Public Announcement on March 11, 2022 in the following Newspaper:

Newspaper	Edition
Business Standard	English - All Editions
Business Standard	Hindi - All Editions
Pratahkal	Marathi - Mumbai Editions (being regional Language of the place where the Stock Exchanges are situated)

Please also find enclosed an e-copy of the Detailed Public Statement as published in newspaper for your records.

This is for your information and records please.

Thanking you,
Yours faithfully,
For Universus Photo Imagings Limited

Suresh Kumar

Suresh Kumar
Company
ACS-41503
Encl: as Above



Continu Universus Photo Imagings Limited

c. The details of settlement number shall be informed in the issue opening circular/notice that will be issued by NSE/NCL before the Bid Opening Date.
d. For custodian participant orders for Equity Shares in dematerialized form, early payin is mandatory prior to confirmation of the relevant order by the custodian.
e. Upon placing the Bid, a Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Public Shareholder.
f. Please note that submission of Bid Form and TRS is not mandatorily required in case of Equity Shares held in dematerialised form.
g. The Clearing Corporation will hold in trust the lien marked on the Offer Shares until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations and SEBI Circulars.
h. The Public Shareholders will have to ensure that they keep the depository participant ("DP") account active.
i. In case of non-receipt of the Letter of Offer/Bid Form, Public Shareholders holding Equity Shares in dematerialized form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, Client ID, DP ID, beneficiary account number and number of Equity Shares tendered for the Delisting Offer.
15.7. Procedure to be followed by Public Shareholders holding Offer Shares in the Physical Form:
a. In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 the physical shareholders are allowed to tender their shares in the Delisting Offer.
b. The Public Shareholders who hold Offer Shares in physical form and intend to participate in the Delisting Offer will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out including as below:
i. original share certificate(s);
ii. valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place/online through the transfer attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate/notary public/bank manager under their official seal;
iii. self attested permanent account number ("PAN") card copy (in case of joint holders, PAN card copy of all transferors);
iv. Bid Form duly signed (by all Public Shareholders in cases where Offer Shares are held in joint names) in the same order in which they hold the Offer Shares;
v. Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable; and
vi. any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
c. Upon placing the Bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder.
d. The Seller Member/Public Shareholder should ensure the documents (as mentioned in this paragraph 15.7(b) of this DPA) above are delivered along with TRS either by registered post or courier or by hand delivery to the Registrar to the Offer (at the address mentioned in paragraph 9 of this DPA) before the last date of Bid Closing date.
e. Public Shareholders holding Offer Shares in physical form should note that the Offer Shares will not be accepted unless the complete set of documents is submitted.
f. In case of non-receipt of the Letter of Offer/Bid Form, Public Shareholders holding Offer Shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio no., share certificate no., no. of Offer Shares tendered for the Delisting Offer and the distinctive no. there of, enclosing the original share certificate(s) and other documents (as mentioned in this paragraph 15.7(b) of this DPA).
g. The Registrar to the Offer will hold in trust the share certificate(s) and other documents (as mentioned in this paragraph 15.7(b) of this DPA) until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
h. Please note that submission of Bid Form and TRS along with original share certificate(s), valid share transfer form(s) and other documents (as mentioned in this paragraph 15.7(b) of this DPA) is mandatorily required in case of Equity Shares held in physical form and the same to be received by the Registrar to the Offer before the last date of Bid Closing date.
15.8. If the Public Shareholder(s) do not have the Seller Member, then those Public Shareholder(s) can approach any stock broker registered with Stock Exchange and can make a bid by using quick unique client code (UCC) facility through that stock broker registered with the Stock Exchange after submitting the details as may be required by the stock broker to be in compliance with the applicable SEBI regulations.
15.9. Public Shareholders, who have tendered their Offer Shares by submitting Bids pursuant to the terms of this DPA and the Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date.
15.10. The Confirmed Cumulative Quantity tendered shall be made available on the exchange - NSE website i.e., www.nseindia.com through out the trading session and will be updated at specific intervals during the Bid Period.
15.11. The Offer Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto.
15.12. Public Shareholders holding Offer Shares under multiple folios are eligible to participate in the Delisting Offer.
15.13. In terms of Regulation 22(4) of the Delisting Regulations, the Acquirers are entitled (but not obligated) to make a counter offer at the Counter Offer Price (i.e., a price to be intimated by the Acquirers, which is lower than the Discovers Price but not less than the book value of the Company as certified by the Manager to the Offer), at their sole and absolute discretion.

b. Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the counter offer (in part or full) have the right to do so within 10 working days from the date of issuance of the Counter Offer PA.
c. Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be tendered in the counter offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.
16. METHOD OF SETTLEMENT
Upon finalization of the basis of acceptance as per Delisting Regulations:
16.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
16.2. For consideration towards the Offer Shares accepted under the Delisting Offer, the money of the Escrow Account (as defined below) shall be used to pay the consideration to the Buyer Broker on or before the pay-in date for settlement.
16.3. If the Exit Price is more than the Floor Price but equal to or less than the Indicative Price, then the payment of consideration towards the Offer Shares accepted under the Delisting Offer shall be made through the secondary market settlement mechanism and the Exit Price is more than the Indicative Price, then the payment of consideration towards the Offer Shares accepted under the Delisting Offer shall be made within 5 (five) working days from the date of the public announcement under Regulation 17(4) of the SEBI Delisting Regulations.
16.4. In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account onward.
16.5. The Equity Shares acquired in dematerialized form would be transferred directly to the Acquirer's demat account.
16.6. The Seller Member would issue a contract note to their respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer and will release the lien on unaccepted Equity Shares.
16.7. In case of Inter Depository, NCL will cancel the unaccepted Equity Shares in the target depository.
16.8. The Seller Member would issue a contract note to their respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer and will release the lien on unaccepted Equity Shares.
16.9. Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering their Offer Shares in the Delisting Offer.
16.10. If the consideration payable in terms of Regulation 24(1) of the SEBI Delisting Regulations is not paid to all the Public Shareholders, within the time specified thereunder, the Acquirer shall be liable to pay interest at the rate of ten per cent per annum to all the Public Shareholders, whose bids shares have been accepted in the Delisting Offer, as per Regulation 24(2) of the SEBI Delisting Regulations.
16.11. Taxation
Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.
17. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID
17.1. As per the SEBI exemption letter dated November 03, 2021, the Acquirers shall continue to accept shares tendered by remaining public shareholders, for a period of up to two years from the date of delisting at the same price which the earlier acceptance of shares was made.
17.2. The Public Shareholders may submit their Bids to the Seller Member during the Bid Period.
18. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN
18.1. The estimated consideration payable under the Delisting Regulations, being the Indicative Price of INR 568/- (Indian Rupees Five Hundred and Sixty Eight Only) per Equity Share multiplied by the number of Offer Shares (Indian Rupees One Hundred and Fifty Eight Only) (Indian Rupees One Hundred Fifty Eight Crores Twenty Six Lakh Thirty Seven Thousand One Hundred and Forty Four Only) ("Escrow Amount").
18.2. In accordance with the Delisting Regulations, the Acquirer, Indusind Bank Limited ("Escrow Bank") and the Manager to the Offer have entered into an escrow agreement dated January 28, 2022, pursuant to which the Acquirers have opened an Escrow Account in the name of "UNIVERSUS PHOTO IMAGINGS LIMITED-DELISTING ESCROW ACCOUNT" with the Escrow Bank at their branch at Nanman Point.
18.3. On determination of the Exit Price and making of the Public Announcement under Regulation 15 of the SEBI Delisting Regulations, the Acquirer shall ensure compliance with Regulation 14(4) of the SEBI Delisting Regulations.
18.4. In the event that the Acquirer accepts the Discovers Price or offers a price higher than the Discovers Price or offers the Counter Offer Price, the Acquirer shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay Public Shareholders whose shares are validly accepted, the consideration at the Exit Price, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer.

PROPOSED TIME TABLE FOR THE OFFER
For the process of the Delisting Offer, the tentative schedule of activity will be as set out below:
Activity Date and Day
Resolution for approval of the Delisting Proposal passed by the Board of Directors of the Company Friday, December 10, 2021
Date of receipt of the NSE In-principle approval Wednesday, March 2, 2022
Date of receipt of the BSE In-principle approval Thursday, March 10, 2022
Specified Date for determining the names of public shareholders to whom the Letter of Offer shall be sent* Friday, March 11, 2022
Date of publication of the Detailed Public Announcement Friday, March 11, 2022
Last date for dispatch of the Letter of Offer/Bid Forms to the Public Shareholders as on Specified Date Tuesday, March 15, 2022
Last date of Publication of recommendation by Independent Directors of the Company Monday, March 21, 2022
Bid Opening date (bid starts at market hours) Wednesday, March 23, 2022
Last date for upward revision or withdrawal of bids [1 day before the bid closing date] Monday, March 28, 2022
Bid Closing date (bid closes at market hours) Tuesday, March 29, 2022
Outcome of the reverse book building process Tuesday, March 29, 2022
Last date for announcement of counter offer Thursday, March 31, 2022
Last date for Public Announcement regarding success or failure of the Delisting Offer Thursday, March 31, 2022
Proposed date for payment of consideration# Thursday, April 7, 2022
Proposed date for return of the Equity Shares, including dispatch of share certificate(s), to the Public Shareholders in case of Bids not being accepted Thursday, March 31, 2022
Proposed date for return of the Equity Shares, including dispatch of share certificate(s), to the Public Shareholders in case of failure of the Delisting Offer Tuesday, March 29, 2022
* The Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer will be sent.
Subject to the acceptance of the Discovers Price or offer of an Exit Price higher than the Discovers Price by the Acquirer.
Note: All dates are subject to change and depend on, inter alia, obtaining the requisite statutory and regulatory approvals, as may be applicable.
20. STATUTORY AND REGULATORY APPROVALS
20.1. The Public Shareholders of the Company have accorded their consent by way of special resolution passed on January 21, 2022 i.e., the last date specified for remote e-voting, in respect of delisting of Equity Shares from the NSE and BSE, in accordance with the Delisting Regulations.
20.2. NSE and BSE have given their in-principle approvals for delisting of Equity Shares vide letter dated March 02, 2022 and March 10, 2022 respectively.
20.3. To the best of the Acquirers knowledge, as on the date of this DPA, there are no statutory or regulatory approvals required to acquire the Offer Shares and to implement the Delisting Offer, other than as indicated above.
20.4. If the shareholders who are not persons resident in India (including non-resident Indians, overseas corporate bodies and foreign portfolio investors) had required any approvals (including from the RBI or any other regulatory body) in respect of the Offer Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them in this Delisting Offer, along with the other documents required to be submitted along with the Bid.
20.5. It shall be the responsibility of the Public Shareholders tendering Offer Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirers shall take no responsibility for the same.
20.6. The Acquirers reserve the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in paragraph 12 of this DPA are not fulfilled and if any of the requisite statutory approvals are not obtained or conditions which the Acquirers considers in their sole discretion to be onerous are imposed in respect of such approvals.
20.7. In the event that receipt of the requisite statutory and regulatory approvals are delayed, the Acquirers may, with such permission as may be required, make changes to the proposed timetable or may delay the Delisting Offer and any such change shall be intimated by the Acquirers by issuing an appropriate corrigendum in all the newspapers in which this DPA has been published.
21. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY
The Board of Directors of the Company hereby certifies that:
21.1. The Company has not raised any funds by issuance of securities during last five years immediately preceding the date of this detailed public announcement;
21.2. All material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant equity listing agreement entered into between the Company and the Stock Exchange and/or the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been disclosed to the Stock Exchanges where the equity shares of the company is listed i.e. NSE and BSE;
21.3. The Company is in compliance with the applicable provisions of securities laws;
21.4. The Acquirers or their related entities have not carried out any transactions to facilitate the success of the Delisting Offer which is not in compliance with the provisions of sub-regulation (5) of regulation 4 of the Delisting Regulations; and
21.5. The Delisting Offer is in the interest of the Public Shareholders.
22. DOCUMENTS FOR INSPECTION
Copies of the following documents shall be available for inspection to Public Shareholders of the Company at the Office of Manager to Offer, on any day (except Saturdays, Sundays & Public Holidays) from 10:30 AM to 5:00 PM upto Bid Closing date:
1. Certificate of Incorporation, Memorandum and Articles of Association of the Company.
2. Board resolution dated December 10, 2021.
3. Copy of SEBI Exemption Order dated November 03, 2021.
4. Initial Public Offer report dated November 26, 2021.
5. Copy of Due Diligence Report by M/s. DMK & Associates, peer review Company Secretary dated December 10, 2021 and Share Capital Audit report dated February 02, 2022 under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 submitted by M/s. DMK & Associates.
6. Copy of Pricing Certificate dated December 10, 2021 issued by M/s. Kumar Roybarmam Prasanta & Associates.
7. Copy of Escrow Agreement dated January 28, 2022 amongst the Acquirers, Indusind Bank Limited and Corporate Professionals Capital Private Limited.
8. Certified true copy of the resolution passed by the shareholders by way of postal ballot.
9. Copy of the letter received from the Escrow Bank, confirming receipt of the Escrow Amount in the Escrow Account on March 08, 2022.
10. In-principle approval dated March 02, 2022 of NSE and March 10, 2022 of BSE.
23. COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY
23.1. The details of Company Secretary and Compliance Officer of the Company are as follows:
Name: Mr. Suresh Kumar
Designation: Company Secretary and Compliance Officer
Address: 19 KM, Hapur, Bulandshahr Road, PO Gulaothi, Bulandshahr, Uttar Pradesh - 245408
Email: cs_upto@universusphotoimaging.com
Tel No.: +91-11-40322100
23.2. In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting process and procedure, they may address the same to Registrar to the Offer or Manager to the Offer.
GENERAL DISCLAIMERS
Every person who desires to avail of the Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirers (including its directors), the Manager to the Offer or the Company (including its directors) whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of offer shares through the reverse book-building process through Acquisition Window Facility or OTB or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.
For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision/Withdrawal Form which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date. This DPA is expected to be made available on the website of the Company and the website of the Stock Exchange. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision/Withdrawal Form from the website of the Company and the website of the Stock Exchange.
Issued by Manager to the Offer:
D-28, South Extension Part-1, New Delhi-110049, India
Contact person: Ms Anjali Aggarwal
Telephone: 011-40622230/40622215
Email: mb@indiaco.com
Website: www.corporateprofessionals.com
SEBI Registration No.: INM000011435
Validity Period: Permanent
Corporate Identity Number: U74899DL2000PTC104508
For and on behalf of Consolidated Photo and Finvest Limited Sd/-
Manoj Kumar Rastogi
Managing Director
DIN: 07585209
Date : March 10, 2022
Place : New Delhi

जाहिरातीमधून दिशाभूल करणारे दावे करणाऱ्या सेलेब्रिटीवरही एएससीआयचे अंकूश

मुंबई, दि. १० (प्रतिनिधी) : दिशाभूल करणाऱ्या जाहिरातीतील उत्पादनांचे प्रतिनिधित्व केले जाऊ नये याची काळजी घेणे ही सेलेब्रिटीची नैतिक आणि आता कार्यदेशीही जबाबदारी आहे. आपण कोणत्या जाहिरातीचा पुरस्कार करत आहोत याबद्दल सेलेब्रिटींनी जागरूक राहणे अशी गरज एएससीआयने नेहमीच मांडली आहे आणि आता कायद्यानेही या संदर्भात ड्यू डिलिजन्स करून घेण्याची गरज प्रतिपादित केली आहे. आपण ज्या उत्पादनाचे समर्थन करत आहोत ते उत्पादन कोणते दावे करत आहे हे जाणून घेण्यासाठी ह्युराग्री प्रत्येक सेलेब्रिटीकडे असतेच असे नाही. मात्र सेलेब्रिटी ज्या जाहिरातीत काम करतात त्या जाहिरातीतील दाव्यांसाठी ते कायद्याने उत्तरदायी ठरतात, आणि म्हणूनच एएससीआय ड्यू डिलिजन्स अत्यंत गरजेचे करणे सोपे जावे तसेच अशा व्यक्ती ज्या जाहिरातीमध्ये काम

दरवाढीमुळे ब्रेड, पाव, खारी, टोस्ट महाग होणार; खाद्यतेल, मैदा, गहू, गॅस दरातील वाढीचा फटका

मुंबई, दि. १० (प्रतिनिधी) : नफेखोरीमुळे देशातगत बाजारात एकीकडे गहू, मैदा, डाल्डांचे दर वाढले असून दुसरीकडे गॅस दरवाढीने त्यात तेल ओतले आहे. महागर्ची गरम झालेली भट्टी आता बेकरी व्यावसायिकांना चटके देत असून आर्थिक अडचणीमुळे त्यांची चिंता वाढली आहे. यामुळे बेकरी उत्पादनेही लवकरच महाग होण्याची शक्यता आहे. कमी दरात मिळणाऱ्या बेकरी पदार्थांमुळे अनेकांना आधार मिळत असतो, मात्र महागर्चीमुळे आता बेकरी पदार्थांवरही दरवाढीचे संकट दटले आहे. बेकरी उत्पादनात महत्त्वाचे घटक दरवाढीच्या भट्टीत भाजले जात असल्याने त्याचे झळ व्यावसायिकांना वसली आहे. —बेकरीला लागण्याची सर्व प्रकारच्या घटकांचे दर वाढल्याने आमच्या अडचणी वाढत आहेत. त्यातच आता डिझेलच्या

शिवसेनेच्या होम मिनिस्टर कार्यक्रमात महिलांची अफाट गर्दी

डोबिवली, दि. १० (वार्ताहर) : जागतिक महिला दिनानिमित्त शिवसेनेकडून संदेश पाटील आणि रश्मिका पाटील यांच्या वतीने डोबिवली पश्चिममधील उमेशानगर चौक येथे पार पडलेल्या हळदीकुंकू स्मारक आणि होम मिनिस्टर कार्यक्रमात महिलांची अफाट गर्दी दिसली. या कार्यक्रमात वृषाली श्रीकांत शिंदे यांची विशेष उपस्थित होती. यामुळे सुमारे पाच हजार महिलांनी होम मिनिस्टर कार्यक्रमात भाग घेतला. यात प्रथम क्रमांक सोन्याची नथ आणि पैठणी, दुसरा क्रमांक पैठणी आणि दोन हजार एक हजार रुपये असे बक्षीय देवले होते. या कार्यक्रमात सेलिब्रिटींनीही आमंत्रित केले होते. यावेळी शिवसेना उपशहर संसदक हर्षचंद्र पाटील यांसह अनेकांनी अच्य मेहनत घेतली. यावेळी शिवसेनेकडून संदेश पाटील म्हणाले, शिवसेना स्वयं-जनतेच्या पाठीशी उभी राहिली आहे. कोरोना काळात शिवसेनेकडून नागरिकांच्या आरोग्यासाठी धावपळ केली होती. हे जनता विस्मरण नाही. १४ तास जनसेवा ठरप असलेल्या शिवसेनेला पालिकेच्या निवडणुकीत नागरिक भरमसव मतदान करतील. महिलांसाठी एवढ्या मोठ्या प्रमाणात कार्यक्रमाचे आयोजन केल्याने महिला वर्गांनी शिवसेनेकडून पाटील यांचे आभार मानले.

