

# Universus Photo Imagings Limited

(Formerly Known as : JINDAL PHOTO IMAGING LIMITED)

CIN : L22222UP2011PLC103611

Corp. Off: Plot No. 12, Sector B1, Local Shopping Complex, Vasant Kunj, New Delhi-110 070

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

Website : [www.universusphotoimagings.com](http://www.universusphotoimagings.com)

UPIL/DE-PT/SE/AGM/2022-23

Dated: 01<sup>st</sup> October 2022

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: Intimation under Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Please find enclosed herewith following documents:

1. Voting results of 11th Annual General Meeting as required under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

This is for your information and records.

Thanking you.

Yours Sincerely,

For UNIVERSUS PHOTO IMAGINGS LIMITED

*Suresh Kumar*

Suresh Kumar  
Company Secretary  
ACS: 41503  
Encl: A/a



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### 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   | AGM                              |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 30-09-2022                       |
| Start time of the meeting   | 04:30 PM                         |
| End time of the meeting   | 05:50 PM                         |

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### Scrutinizer Details

|   |                    |
|---|--------------------|
| Name of the Scrutinizer                   | Mr. Deepak Kukreja |
| Firms Name                                | DMK & Associates   |
| Qualification                             | CS                 |
| Membership Number                         | FCS 4140           |
| Date of Board Meeting in which appointed  | 30-08-2022         |
| Date of Issuance of Report to the company | 01-10-2022         |

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| Voting results  |                           |
|---|---------------------------|
| Record date   | 23-09-2022                |
| Total number of shareholders on record date   | 30040                     |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> |                           |
| a) Promoters and Promoter group   | 0                         |
| b) Public   | 0                         |
| <b>No. of shareholders attended the meeting through video conferencing</b>          |                           |
| a) Promoters and Promoter group   | 2                         |
| b) Public   | 67                        |
| <b>No. of resolution passed in the meeting</b>                                      | <b>11</b>                 |
| Disclosure of notes on voting results   | <a href="#">Add Notes</a> |

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## Resolution (1)

| Resolution required: (Ordinary / Special)                                |                               | Ordinary   |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               | ORDINARY - Adoption of the Audited Standalone and Consolidated Financial Statements of the Company. To receive, consider and adopt a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at |                     |   |                          |                        |                                      |                                    |
| 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                      |  | 81,60,271           | 100.0000                                | 81,60,271                | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          | 81,60,271  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 8160271  | 8160271             | 100.0000                                | 8160271                  | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 88   | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 88   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      |  | 12,18,341           | 43.7270                                 | 2,461                    | 12,15,880              | 0.2020                               | 99.7980                            |
|  | Poll                          | 27,86,245  | 278                 | 0.0100                                  | 257                      | 21                     | 92.4460                              | 7.5540                             |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 2786245  | 1218619             | 43.7370                                 | 2718                     | 1215901                | 0.2230                               | 99.7770                            |
| <b>Total</b>   |                               | 10946604   | 9378890             | 85.6785                                 | 8162989                  | 1215901                | 87.0358                              | 12.9642                            |
| Whether resolution is Pass or Not.                                       |                               |  |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |  |                     |   |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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| Resolution (2)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>Whether promoter/promoter group are interested in the agenda/resolution?<br>Description of resolution considered |                               |                    |                     | Ordinary<br>No<br>ORDINARY - To appoint a director in place of Mr. Vinod Kumar Gupta, Director (DIN: 00006526) who retires by rotation and being eligible, offers himself for re-appointment. |                          |                        |                                      |                                    |
| 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                      |                    | 81,60,271           | 100.0000  | 81,60,271                | 0                      | 100.0000                             | 0.0000                             |
|   | Poll                          | 81,60,271          | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | 8160271            | 8160271             | 100.0000  | 8160271                  | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions   | E-Voting                      |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | Poll                          | 88                 | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | 88                 | 0                   | 0.0000  | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions  | E-Voting                      |                    | 12,18,341           | 43.7270   | 1,560                    | 12,16,781              | 0.1280                               | 99.8720                            |
|   | Poll                          | 27,86,245          | 278                 | 0.0100  | 257                      | 21                     | 92.4460                              | 7.5540                             |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | 2786245            | 1218619             | 43.7370   | 1817                     | 1216802                | 0.1491                               | 99.8509                            |
| <b>Total</b>  |                               | 10946604           | 9378890             | 85.6785   | 8162088                  | 1216802                | 87.0262                              | 12.9738                            |
| <b>Whether resolution is Pass or Not.</b>   |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution   |                               |                    |                     |   |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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**Resolution (3)**

| Resolution required: (Ordinary / Special)                                |                               | Ordinary   |                     |   |                          |  |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|--|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |  |                                      |                                    |
| Description of resolution considered                                     |                               | ORDINARY - To appoint a director in place of Mr. Sanjiv Kumar Agarwal, Director (DIN: 01623575) who retires by rotation and being eligible, offers himself for re-appointment. |                     |   |                          |  |                                      |                                    |
| 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                      | 81,60,271  | 81,60,271           | 100.0000                                | 81,60,271                | 0  | 100.0000                             | 0.0000                             |
|  | Poll                          |  | 0                   | 0.0000                                  | 0                        | 0  | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0  | 0                                    | 0                                  |
|  | <b>Total</b>                  |  | <b>8160271</b>      | <b>8160271</b>                          | <b>100.0000</b>          | <b>8160271</b>                           | <b>0</b>                             | <b>100.0000</b>                    |
| Public- Institutions   | E-Voting                      | 88   | 0                   | 0.0000                                  | 0                        | 0  | 0                                    | 0                                  |
|  | Poll                          |  | 0                   | 0.0000                                  | 0                        | 0  | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0  | 0                                    | 0                                  |
|  | <b>Total</b>                  |  | <b>88</b>           | <b>0</b>                                | <b>0.0000</b>            | <b>0</b>                                 | <b>0</b>                             | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      | 27,86,245  | 12,18,341           | 43.7270                                 | 10,749                   | 12,07,592                                | 0.8823                               | 99.1177                            |
|  | Poll                          |  | 278                 | 0.0100                                  | 257                      | 21                                       | 92.4460                              | 7.5540                             |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0  | 0                                    | 0                                  |
|  | <b>Total</b>                  |  | <b>2786245</b>      | <b>1218619</b>                          | <b>43.7370</b>           | <b>11006</b>                             | <b>1207613</b>                       | <b>0.9032</b>                      |
| <b>Total</b>   |                               | <b>10946604</b>  | <b>9378890</b>      | <b>85.6785</b>                          | <b>8171277</b>           | <b>1207613</b>                           | <b>87.1241</b>                       | <b>12.8759</b>                     |
| <b>Whether resolution is Pass or Not.</b>                                |                               |  |                     |   |                          | Yes                                      |                                      |                                    |
| Disclosure of notes on resolution  |                               |  |                     |   |                          | <input type="button" value="Add Notes"/> |                                      |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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## Resolution (4)

| Resolution required: (Ordinary / Special)                                |                               | Ordinary   |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               | ORDINARY - To Remove Mr. Shailendra Sinha (Din: 08649186) from the office of Director of the Company |                     |   |                          |                        |                                      |                                    |
| 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                      |  | 81,60,271           | 100.0000                                | 0                        | 81,60,271              | 0.0000                               | 100.0000                           |
|  | Poll                          | 81,60,271  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 8160271  | 8160271             | 100.0000                                | 0                        | 8160271                | 0.0000                               | 100.0000                           |
| Public-Institutions  | E-Voting                      |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 88   | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 88   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      |  | 12,24,918           | 43.9630                                 | 12,16,090                | 8,828                  | 99.2793                              | 0.7207                             |
|  | Poll                          | 27,86,245  | 275                 | 0.0099                                  | 13                       | 262                    | 4.7273                               | 95.2727                            |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | 2786245  | 1225193             | 43.9729                                 | 1216103                  | 9090                   | 99.2581                              | 0.7419                             |
| <b>Total</b>   |                               | 10946604   | 9385464             | 85.7386                                 | 1216103                  | 8169361                | 12.9573                              | 87.0427                            |
| <b>Whether resolution is Pass or Not.</b>                                |                               |  |                     |   |                          |                        | No                                   |                                    |
| Disclosure of notes on resolution  |                               |  |                     |   |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |





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| Resolution (5)   |                               |                    |   |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    | Ordinary  |   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    | No  |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    | ORDINARY - To Remove Mr. Vinod Kumar Gupta (Din: 00006526) from the office of Director of the Company |   |                          |                        |                                      |                                    |
| 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                      |                    | 81,60,271   | 100.0000                                | 0                        | 81,60,271              | 0.0000                               | 100.0000                           |
|  | Poll                          | 81,60,271          | 0   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>8160271</b>     | <b>8160271</b>  | <b>100.0000</b>                         | <b>0</b>                 | <b>8160271</b>         | <b>0.0000</b>                        | <b>100.0000</b>                    |
| Public-Institutions  | E-Voting                      |                    | 0   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 88                 | 0   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>88</b>          | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      |                    | 12,24,918   | 43.9630                                 | 12,16,089                | 8,829                  | 99.2792                              | 0.7208                             |
|  | Poll                          | 27,86,245          | 275   | 0.0099                                  | 13                       | 262                    | 4.7273                               | 95.2727                            |
|  | Postal Ballot (if applicable) |                    | 0   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>2786245</b>     | <b>1225193</b>  | <b>43.9729</b>                          | <b>1216102</b>           | <b>9091</b>            | <b>99.2580</b>                       | <b>0.7420</b>                      |
| <b>Total</b>   |                               | <b>10946604</b>    | <b>9385464</b>  | <b>85.7386</b>                          | <b>1216102</b>           | <b>8169362</b>         | <b>12.9573</b>                       | <b>87.0427</b>                     |
| <b>Whether resolution is Pass or Not.</b>                                |                               |                    |   |   |                          |                        | No                                   |                                    |
| Disclosure of notes on resolution  |                               |                    |   |   |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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| Resolution required: (Ordinary / Special)                                |                               | Ordinary   |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               | ORDINARY - To Remove Mr. Sanjiv Kumar Agarwal (Din: 01623575) from the office of Director of the Company |                     |   |                          |                        |                                      |                                    |
| 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                      | 81,60,271  | 81,60,271           | 100.0000                                | 0                        | 81,60,271              | 0.0000                               | 100.0000                           |
|  | Poll                          |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  |  | <b>8160271</b>      | <b>8160271</b>                          | <b>100.0000</b>          | <b>0</b>               | <b>8160271</b>                       | <b>0.0000</b>                      |
| Public- Institutions   | E-Voting                      | 88   | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  |  | <b>88</b>           | <b>0</b>                                | <b>0.0000</b>            | <b>0</b>               | <b>0</b>                             | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      | 27,86,245  | 12,24,918           | 43.9630                                 | 12,16,089                | 8,829                  | 99.2792                              | 0.7208                             |
|  | Poll                          |  | 275                 | 0.0099                                  | 13                       | 262                    | 4.7273                               | 95.2727                            |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  |  | <b>2786245</b>      | <b>1225193</b>                          | <b>43.9729</b>           | <b>1216102</b>         | <b>9091</b>                          | <b>99.2580</b>                     |
| <b>Total</b>   |                               | <b>10946604</b>  | <b>9385464</b>      | <b>85.7386</b>                          | <b>1216102</b>           | <b>8169362</b>         | <b>12.9573</b>                       | <b>87.0427</b>                     |
| <b>Whether resolution is Pass or Not.</b>                                |                               |  |                     |   |                          |                        | No                                   |                                    |
| Disclosure of notes on resolution  |                               |  |                     |   |                          |                        | <a href="#">Add Notes</a>            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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| Resolution (7)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>Whether promoter/promoter group are interested in the agenda/resolution?<br>Description of resolution considered |                               |                    |                     | Ordinary<br>No<br>ORDINARY - To Remove Mr. Rathi Binod Pal (Din: 00092049) from the office of Director of the Company |                          |                        |                                      |                                    |
| 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                      |                    | 81,60,271           | 100.0000  | 0                        | 81,60,271              | 0.0000                               | 100.0000                           |
|   | Poll                          | 81,60,271          | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | <b>8160271</b>     | <b>8160271</b>      | <b>100.0000</b>   | <b>0</b>                 | <b>8160271</b>         | <b>0.0000</b>                        | <b>100.0000</b>                    |
| Public- Institutions  | E-Voting                      |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | Poll                          | 88                 | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | <b>88</b>          | <b>0</b>            | <b>0.0000</b>   | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public- Non Institutions  | E-Voting                      |                    | 12,24,918           | 43.9630   | 12,16,089                | 8,829                  | 99.2792                              | 0.7208                             |
|   | Poll                          | 27,86,245          | 275                 | 0.0099  | 13                       | 262                    | 4.7273                               | 95.2727                            |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | <b>2786245</b>     | <b>1225193</b>      | <b>43.9729</b>  | <b>1216102</b>           | <b>9091</b>            | <b>99.2580</b>                       | <b>0.7420</b>                      |
| <b>Total</b>  |                               | <b>10946604</b>    | <b>9385464</b>      | <b>85.7386</b>  | <b>1216102</b>           | <b>8169362</b>         | <b>12.9573</b>                       | <b>87.0427</b>                     |
| Whether resolution is Pass or Not.  |                               |                    |                     |   |                          |                        | No                                   |                                    |
| Disclosure of notes on resolution   |                               |                    |                     |   |                          |                        | <a href="#">Add Notes</a>            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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**Resolution (8)**

| Resolution required: (Ordinary / Special)                                |                               | Ordinary   |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               | ORDINARY - To Remove Mrs. Sonal Agarwal (Din: 08212478) from the office of Director of the Company |                     |   |                          |                        |                                      |                                    |
| 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                      |  | 81,60,271           | 100.0000                                | 0                        | 81,60,271              | 0.0000                               | 100.0000                           |
|  | Poll                          | 81,60,271  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>8160271</b>   | <b>8160271</b>      | <b>100.0000</b>                         | <b>0</b>                 | <b>8160271</b>         | <b>0.0000</b>                        | <b>100.0000</b>                    |
| Public- Institutions   | E-Voting                      |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 88   | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>88</b>  | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public- Non Institutions   | E-Voting                      |  | 12,24,918           | 43.9630                                 | 12,16,089                | 8,829                  | 99.2792                              | 0.7208                             |
|  | Poll                          | 27,86,245  | 275                 | 0.0099                                  | 13                       | 262                    | 4.7273                               | 95.2727                            |
|  | Postal Ballot (if applicable) |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | <b>Total</b>                  | <b>2786245</b>   | <b>1225193</b>      | <b>43.9729</b>                          | <b>1216102</b>           | <b>9091</b>            | <b>99.2580</b>                       | <b>0.7420</b>                      |
| <b>Total</b>   |                               | <b>10946604</b>  | <b>9385464</b>      | <b>85.7386</b>                          | <b>1216102</b>           | <b>8169362</b>         | <b>12.9573</b>                       | <b>87.0427</b>                     |
| <b>Whether resolution is Pass or Not.</b>                                |                               |  |                     |   |                          |                        | No                                   |                                    |
| Disclosure of notes on resolution  |                               |  |                     |   |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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| Resolution (9)  |                               |                    |                     |  |                          |                           |                                      |                                    |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|---------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>Whether promoter/promoter group are interested in the agenda/resolution?<br>Description of resolution considered |                               |                    |                     | Special<br>No<br>SPECIAL - To Appointment of Mr. Kanti Mohan Rustagi (Din: 00050667) as an independent director of the company |                          |                           |                                      |                                    |
| 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                      |                    | 81,60,271           | 100.0000   | 0                        | 81,60,271                 | 0.0000                               | 100.0000                           |
|   | Poll                          | 81,60,271          | 0                   | 0.0000   | 0                        | 0                         | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                         | 0                                    | 0                                  |
|   | <b>Total</b>                  | 8160271            | 8160271             | 100.0000   | 0                        | 8160271                   | 0.0000                               | 100.0000                           |
| Public- Institutions  | E-Voting                      |                    | 0                   | 0.0000   | 0                        | 0                         | 0                                    | 0                                  |
|   | Poll                          | 88                 | 0                   | 0.0000   | 0                        | 0                         | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                         | 0                                    | 0                                  |
|   | <b>Total</b>                  | 88                 | 0                   | 0.0000   | 0                        | 0                         | 0.0000                               | 0.0000                             |
| Public- Non Institutions  | E-Voting                      |                    | 12,18,341           | 43.7270  | 12,14,033                | 4,308                     | 99.6464                              | 0.3536                             |
|   | Poll                          | 27,86,245          | 278                 | 0.0100   | 15                       | 263                       | 5.3957                               | 94.6043                            |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                         | 0                                    | 0                                  |
|   | <b>Total</b>                  | 2786245            | 1218619             | 43.7370  | 1214048                  | 4571                      | 99.6249                              | 0.3751                             |
| <b>Total</b>  |                               | 10946604           | 9378890             | 85.6785  | 1214048                  | 8164842                   | 12.9445                              | 87.0555                            |
| <b>Whether resolution is Pass or Not.</b>   |                               |                    |                     |  |                          | No                        |                                      |                                    |
| Disclosure of notes on resolution   |                               |                    |                     |  |                          | <a href="#">Add Notes</a> |                                      |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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| Resolution (10)   |                               |                    |                     |  |                          |                        |                                      |                                    |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>Whether promoter/promoter group are interested in the agenda/resolution?<br>Description of resolution considered |                               |                    |                     | Special<br>No<br>SPECIAL - To Appointment of Mr. Anil Rustgi (Din: 01636964) as an Independent Director of the Company |                          |                        |                                      |                                    |
| 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                      | 81,60,271          | 81,60,271           | 100.0000   | 0                        | 81,60,271              | 0.0000                               | 100.0000                           |
|   | Poll                          |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  |                    | 8160271             | 8160271  | 100.0000                 | 0                      | 8160271                              | 0.0000                             |
| Public- Institutions  | E-Voting                      | 88                 | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | Poll                          |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  |                    | 88                  | 0  | 0.0000                   | 0                      | 0                                    | 0.0000                             |
| Public- Non Institutions  | E-Voting                      | 27,86,245          | 12,18,341           | 43.7270  | 12,10,745                | 7,596                  | 99.3765                              | 0.6235                             |
|   | Poll                          |                    | 278                 | 0.0100   | 15                       | 263                    | 5.3957                               | 94.6043                            |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  |                    | 2786245             | 1218619  | 43.7370                  | 1210760                | 7859                                 | 99.3551                            |
| <b>Total</b>  |                               | 10946604           | 9378890             | 85.6785  | 1210760                  | 8168130                | 12.9094                              | 87.0906                            |
| <b>Whether resolution is Pass or Not.</b>   |                               |                    |                     |  |                          | No                     |                                      |                                    |
| Disclosure of notes on resolution   |                               |                    |                     |  |                          | Add Notes              |                                      |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



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| Resolution (11)   |                               |                    |                     |  |                          |                        |                                      |                                    |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Ordinary<br>No   |                          |                        |                                      |                                    |
| Description of resolution considered  |                               |                    |                     | ORDINARY - To Appointment of Forensic Auditor of the Company |                          |                        |                                      |                                    |
| 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                      |                    | 81,60,271           | 100.0000   | 0                        | 81,60,271              | 0.0000                               | 100.0000                           |
|   | Poll                          | 81,60,271          | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | 8160271            | 8160271             | 100.0000   | 0                        | 8160271                | 0.0000                               | 100.0000                           |
| Public- Institutions  | E-Voting                      |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | Poll                          | 88                 | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | 88                 | 0                   | 0.0000   | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions  | E-Voting                      |                    | 12,18,341           | 43.7270  | 12,17,714                | 627                    | 99.9485                              | 0.0515                             |
|   | Poll                          | 27,86,245          | 278                 | 0.0100   | 16                       | 262                    | 5.7554                               | 94.2446                            |
|   | Postal Ballot (if applicable) |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|   | <b>Total</b>                  | 2786245            | 1218619             | 43.7370  | 1217730                  | 889                    | 99.9270                              | 0.0730                             |
| <b>Total</b>  |                               | 10946604           | 9378890             | 85.6785  | 1217730                  | 8161160                | 12.9837                              | 87.0163                            |
| <b>Whether resolution is Pass or Not.</b>   |                               |                    |                     |  |                          |                        | No                                   |                                    |
| Disclosure of notes on resolution   |                               |                    |                     |  |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |



**CONSOLIDATED SCRUTINIZER'S REPORT**  
**UNIVERSUS PHOTO IMAGINGS LIMITED**

To,

**The Chairman,**  
**UNIVERSUS PHOTO IMAGINGS LIMITED**  
CIN:L22222UP2011PLC103611  
19th KM,Hapur, Bulandshahr Road,  
PO Guloathi Bulandshahr(U.P.) -245408

**Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the Annual General Meeting of Universus Photo Imagings Limited held on Friday, September 30, 2022 at 04:30 P.M. through video conferencing ('VC') / other audio visual means('OAVM').**

Dear Sir,

- 1) The Board of the Company at its meeting held on Tuesday, August 30, 2022 had 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) both being Partners of M/s DMK Associates, Company Secretaries, New Delhi as the Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at its Annual General Meeting ("AGM") in fair and transparent manner.
- 2) The Company had engaged **KFIN Technologies Limited** ("KFIN") as the service provider, for extending the facility of electronic voting (Remote e-voting and e-voting facility provided during the AGM) to the shareholders of the Company.
- 3) The Remote e-voting process was started on Tuesday, September 27, 2022 at 09:00 a.m. and ended on Thursday September 29, 2022 at 5.00 p.m.





**DMK ASSOCIATES  
COMPANY SECRETARIES**

- 4) On completion of e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by me in the presence of two witnesses not in the employment of the company and were counted.
- 5) I have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the KFIN e-voting system.
- 6) As on September 23, 2022 i.e. the cut-off date, there were 30,040 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through remote e-voting as well as e-voting facility provided at the AGM of the Company.
- 7) The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, the Rules and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.
- 8) My responsibility as Scrutinizer for e-voting process (Remote e-voting and e-voting facility provided during the AGM) is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice of AGM dated 30.08.2022 and addendum to the Notice of AGM dated 22.09.2022 respectively (hereinafter referred as "Notice of the AGM") and, based on the reports generated from the e-voting system provided by KFIN.
- 9) I now submit my consolidated Report as under on the result of the remote e-voting and e-voting done during the AGM in respect of the said resolutions.



ORDINARY BUSINESS

RESOLUTION NO. 1 – ORDINARY RESOLUTION

ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED  
FINANCIAL STATEMENTS OF THE COMPANY

TO RECEIVE, CONSIDER AND ADOPT

A) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE  
COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022  
INCLUDING THE AUDITED STANDALONE BALANCE SHEET AS AT  
MARCH 31, 2022 AND THE STANDALONE STATEMENT OF PROFIT &  
LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE  
REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;  
AND

B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE  
COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022  
INCLUDING THE AUDITED CONSOLIDATED BALANCE SHEET AS AT  
MARCH 31, 2022 AND THE CONSOLIDATED STATEMENT OF PROFIT &  
LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE  
REPORTS OF THE AUDITORS THEREON.

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

| Number of Members<br>voted | Number of valid<br>votes(Shares) Cast | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|--|
| 84                         | 8162989                               | 87.036                                   |

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

| Number of Members<br>voted | Number of valid<br>votes(Shares) Cast | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|--|
| 25                         | 1215901                               | 12.964                                   |

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

| Number of Members whose votes<br>were declared as invalid | No. of invalid votes(Shares) Cast by<br>them |
|---|--|
| 0   | 0  |



**(IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 4  | 6586                          |

**RESULT**

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is approved by the members.

**RESOLUTION NO. 2 –ORDINARYRESOLUTION.**

**TO APPOINT A DIRECTOR IN PLACE OF MR. VINOD KUMAR GUPTA, DIRECTOR (DIN: 00006526) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 81                             | 8162088                                   | 87.026                                       |

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 28                             | 1216802                                   | 12.974                                       |

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

| <b>Number of Members whose votes were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by them</b> |
|---|--|
| 0   | 0  |



**(IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 4  | 6586                          |

**RESULT**

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is approved by the members.

**RESOLUTION NO. 3 – ORDINARY RESOLUTION**

**TO APPOINT A DIRECTOR IN PLACE OF MR. SANJIV KUMAR AGARWAL, DIRECTOR (DIN: 01623575) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 82                             | 8171277                                   | 87.124                                       |

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 27                             | 1207613                                   | 12.876                                       |

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

| <b>Number of Members whose votes were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by them</b> |
|---|--|
| 0   | 0  |



**(IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 4  | 6586                          |

**RESULT**

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is approved by the members.

**SPECIAL BUSINESS**

**RESOLUTION NO. 4 – ORDINARY RESOLUTION**

**TO REMOVE MR. SHAILENDRA SINHA (DIN: 08649186) FROM THE OFFICE OF DIRECTOR OF THE COMPANY**

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 52                             | 1216103                                   | 12.957                                       |

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 59                             | 8169361                                   | 87.043                                       |

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

| <b>Number of Members whose votes were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by them</b> |
|---|--|
| 0   | 0  |



**IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 2  | 12                            |

**RESULT**

As the number of votes cast in favour of less than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is not approved by the members.

**RESOLUTION NO. 5- ORDINARY RESOLUTION**

**TO REMOVE MR. VINOD KUMAR GUPTA (DIN: 00006526) FROM THE OFFICE OF DIRECTOR OF THE COMPANY.**

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 51                             | 1216102                                   | 12.957                                       |

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 60                             | 8169362                                   | 87.043                                       |

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

| <b>Number of Members whose votes were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by them</b> |
|---|--|
| 0   | 0  |

**IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 2  | 12                            |



**RESULT**

As the number of votes cast in favour of resolution was less than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is not approved by the members.

**RESOLUTION NO. 6 – ORDINARY RESOLUTION**

**TO REMOVE MR. SANJIV KUMAR AGARWAL (DIN: 01623575) FROM THE OFFICE OF DIRECTOR OF THE COMPANY.**

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

| Number of Members voted | Number of valid votes(Shares) Cast | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 51                      | 1216102                            | 12.957                                |

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

| Number of Members voted | Number of valid votes(Shares) Cast | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 60                      | 8169362                            | 87.043                                |

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

| Number of Members whose votes were declared as invalid | No. of invalid votes(Shares) Cast by them |
|--|---|
| 0  | 0   |

**IV) ABSTAINED VOTES:**

| Number of Members who abstained from voting | No. of abstained votes |
|---|------------------------|
| 2   | 12                     |

*B*

**RESULT**

As the number of votes cast in favour of resolution was less than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is not approved by the members.

**RESOLUTION NO. 7- ORDINARY RESOLUTION**

**TO REMOVE MR. RATHI BINOD PAL (DIN: 00092049) FROM THE OFFICE OF DIRECTOR OF THE COMPANY.**

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 51                             | 1216102                                   | 12.957                                       |

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 60                             | 8169362                                   | 87.043                                       |

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

| <b>Number of Members whose votes were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by them</b> |
|---|--|
| 0   | 0  |

**IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 2  | 12                            |





**RESULT**

As the number of votes cast in favour of resolution was less than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is not approved by the members.

**RESOLUTION NO. 8- ORDINARY RESOLUTION**

**TO REMOVE MRS. SONAL AGARWAL (DIN: 08212478) FROM THE OFFICE OF DIRECTOR OF THE COMPANY.**

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

| Number of Members voted | Number of valid votes(Shares) Cast | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 51                      | 1216102                            | 12.957                                |

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

| Number of Members voted | Number of valid votes(Shares) Cast | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 60                      | 8169362                            | 87.043                                |

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

| Number of Members whose votes were declared as invalid | No. of invalid votes(Shares) Cast by them |
|--|---|
| 0  | 0   |

**IV) ABSTAINED VOTES:**

| Number of Members who abstained from voting | No. of abstained votes |
|---|------------------------|
| 2   | 12                     |

**RESULT**

As the number of votes cast in favour of resolution was less than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is not approved by the members.



**RESOLUTION NO. 9- SPECIAL RESOLUTION**

**APPOINTMENT OF MR. KANTI MOHAN RUSTAGI (DIN: 00050667) AS AN  
INDEPENDENT DIRECTOR OF THE COMPANY.**

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

| <b>Number of Members<br/>voted</b> | <b>Number of valid<br/>votes(Shares) Cast</b> | <b>% of total number of<br/>valid votes cast</b> |
|------------------------------------|---|--|
| 50                                 | 1214048                                       | 12.944   |

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

| <b>Number of Members<br/>voted</b> | <b>Number of valid<br/>votes(Shares) Cast</b> | <b>% of total number of<br/>valid votes cast</b> |
|------------------------------------|---|--|
| 59                                 | 8164842                                       | 87.056   |

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

| <b>Number of Members whose votes<br/>were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by<br/>them</b> |
|---|--|
| 0   | 0  |

**IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained<br/>from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 4  | 6586                          |

**RESULT**

As the number of votes cast in favour of resolution was less than the number of votes cast against, I report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is not approved by the members.



**RESOLUTION NO. 10- SPECIAL RESOLUTION**

**APPOINTMENT OF MR. ANIL RUSTGI (DIN: 01636964) AS AN  
INDEPENDENT DIRECTOR OF THE COMPANY.**

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

| <b>Number of Members<br/>voted</b> | <b>Number of valid<br/>votes(Shares) Cast</b> | <b>% of total number of<br/>valid votes cast</b> |
|------------------------------------|---|--|
| 49                                 | 1210760                                       | 12.909   |

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

| <b>Number of Members<br/>voted</b> | <b>Number of valid<br/>votes(Shares) Cast</b> | <b>% of total number of<br/>valid votes cast</b> |
|------------------------------------|---|--|
| 60                                 | 8168130                                       | 87.091   |

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

| <b>Number of Members whose votes<br/>were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by<br/>them</b> |
|---|--|
| 0   | 0  |

**IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained<br/>from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 4  | 6586                          |

**RESULT**

As the number of votes cast in favour of resolution was less than the number of votes cast against, I report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is not approved by the members.



**RESOLUTION NO. 11- ORDINARY RESOLUTION**

**APPOINTMENT OF FORENSIC AUDITOR OF THE COMPANY.**

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 54                             | 1217730                                   | 12.984                                       |

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

| <b>Number of Members voted</b> | <b>Number of valid votes(Shares) Cast</b> | <b>% of total number of valid votes cast</b> |
|--------------------------------|---|--|
| 55                             | 8161160                                   | 87.016                                       |

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

| <b>Number of Members whose votes were declared as invalid</b> | <b>No. of invalid votes(Shares) Cast by them</b> |
|---|--|
| 0   | 0  |

**IV) ABSTAINED VOTES:**

| <b>Number of Members who abstained from voting</b> | <b>No. of abstained votes</b> |
|--|-------------------------------|
| 4  | 6586                          |

**RESULT**

As the number of votes cast in favour of resolution was less than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 11 as set out in the Notice of the AGM is not approved by the members.



**DMK ASSOCIATES  
COMPANY SECRETARIES**

- 10) The electronic data and other relevant records relating to e -voting are under my safe custody until the chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

**FOR DMK ASSOCIATES  
Company Secretaries**

**Date:** 01.10.2022  
**Place:** New Delhi  
**UDIN No.:** F004140D001106802



**(DEEPAK KUKREJA)  
PARTNER  
FCS, LLB., ACIS (UK), IP.  
CP No.8265  
FCS No. 4140  
Peer Review No. 779/2020**

**For Universus Photo Imagings Limited**

*Suresh Kumar*

**Signed By:  
Suresh Kumar  
Company Secretary & Compliance Officer  
ACS:41503**

