

NOTICE

NOTICE is hereby given that the **9th Annual General Meeting** of the Members of **Universus Photo Imagings Limited (Formerly known as Jindal Photo Imaging Limited) (CIN: U22222UP2011PLC103611)** will be held on Wednesday, September 30, 2020 at 02.30 p.m through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following businesses:-

Ordinary Business (es):

1. 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 31st March, 2020 and 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 31st March, 2020 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjiv Kumar Agarwal (DIN:01623575), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Mr. Vinod Kumar Gupta as a Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vinod Kumar Gupta (DIN: 00006526), who was appointed as Additional Director on May 30, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

4. Appointment of Mr. Shailendra Sinha as a Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 of Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shailendra Sinha (DIN: 08649186), who was appointed as Additional Director of the Company on December 26, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

5. Appointment of Mr. Shailendra Sinha as a Whole-time Director:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 190, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (LODR) Regulations, 2015 and other applicable provisions including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Shailendra Sinha (DIN 08649186) be and is hereby appointed as a Whole time Director and Key managerial person of the Company

for the period of five year i.e from 26th December, 2019 to 25th December 2024 on the terms and conditions including remuneration as set out below :

Sr. No	Monthly Remuneration	Amount (Rs.)
1	Basic	118413
2	HRA	53690
3	Other Allowance	52035
	Total	224138

FURTHER RESOLVED THAT besides the above he will be also entitled for the following:

- A. Ex-Gratia payment for each year as per policy of the company subject to a maximum of 20 percent of the basic salary and other allowance earned during the preceding year.
- B. Medical reimbursement for the expenses incurred for self and family subject to a ceiling of one month's basic salary and Special allowance in a year.
- C. Company's contribution to provident fund to the extent, the same is not taxable under the Income-Tax Act Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- D. Yearly increments as per the policy of the Company subject to maximum of Rs. 25000/- Per month.
- E. Incentive, if any, upto Rs. 10,00,000/- (Ten Lacs Only) in a financial year on account of performance based incentive as per policy of the Company.

RESOLVED FURTHER THAT the perquisites as above shall be evaluated as per the Income-Tax Rules wherever applicable in the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of Company's Car for official duties, Reimbursement of Conveyance, Maintenance and Driver Expenses under the Car Scheme of the Company and Telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule-V to the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to give effect of the above Resolution.

By Order of the Board
For Universus Photo Imagings Limited
 Sd/-
Suresh Kumar
Company Secretary
ACS:41503

Place : New Delhi
 Date : September 02nd, 2020

NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website at <https://www.universusphotoimagings.com>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s Registrar and Transfer Agent, KFin Technologies Private Limited (“KFinTech”) at [https:// evoting.karvy.com](https://evoting.karvy.com)
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent via registered email of the shareholder to email of the Company— cs_uphoto@universusphotoimagings.com or suresh.d@kfinotech.com
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be available on first come first served basis.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website at <https://www.universusphotoimagings.com/> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of e-voting agency M/s KFin Technologies Private Limited at the website address <https://evoting.karvy.com/>.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (Both days inclusive).
11. To support the ‘Green Initiative’, those shareholders who have registered/not registered their mail address and mobile no. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited in case the shares held in physical form.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
13. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 28, 2020 through email on CS_uphoto@universusphotoimagings.com. The same will be replied by the Company suitably.
16. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / KFinTech has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
17. Voting through electronic means: Detail instructions are given separately.
18. Other Instructions:
 - i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - ii. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.universusphotoimagings.com> and on the website of e-voting agency M/s KFin Technologies Private Limited at the website address <https://evoting.karvy.com/> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
 - iii. The recorded transcript of the forthcoming AGM on September, 30, 2020, shall also be made available on the website of the Company at <https://www.universusphotoimagings.com> as soon as possible after the Meeting is over.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.3

Appointment of Mr. Vinod Kumar Gupta as Director:

Board of directors of the Company has appointed Mr. Vinod Kumar Gupta as Additional director effective May 30, 2020 who holds office till the conclusion of ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Vinod Kumar Gupta as Director of the Company.

Mr. V. K. Gupta, aged about 56 years is a Commerce Graduate., Chartered Accountant and Company Secretary having more than 29 years of rich experience in the matters of Accounts, Finance, Taxation, Corporate laws and other management fields.

None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs except Mr. Vinod Kumar Gupta himself is in any way, concerned or interested in the Resolution at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

ITEM No. 4 & 5

Appointment of Mr. Shailendra Sinha as Whole Time Director

Mr. Shailendra Sinha was appointed as Whole-time Director (under category of additional Director) of the Company by the Board effective December 26, 2019 and Mr. Shailendra Sinha holds office of the Director till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. Shailendra Sinha as Whole Time Director of the Company.

Brief profile of Mr. Shailendra Sinha is given below for reference of the member:

Mr. Shailendra Sinha, aged about 54 years is an M.SC in Organic Chemical has Versatile high energy Professional with an experience of nearly 25 years in Sales & Marketing, Business Development, Man Power Management and Client Relationship Management in Medical Business. Before designated as whole-time Director he was working as General Manager- Sales (Medical) and specially taking care of marketing of Medical products of Universus Photo Imagings Limited. He is Proficient in managing business operations and expertise in managing business development; identifying & developing new markets, lead generation, Client Retention, achieving targets for pharmaceutical products and other management fields.

None of the Directors, Key Managerial Personnel (KMPs) or the relatives of Directors or KMPs except Mr. Shailendra Sinha himself is in any way, concerned or interested in the Resolution at Item No. 4 and 5 of the Notice.

The Board recommends the resolution set forth in Item no.4 & 5 for the approval of the members.

**By Order of the Board Directors
For Universus Photo Imagings Limited**

sd/
Suresh Kumar
Company Secretary
ACS: 41503

Place : New Delhi
Date : September 02, 2020

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

The Company will provide VC / OAVM facility to its Members for participating at the AGM.

- a) **Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:**
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of Universus Photo Imagings Limited, to attend the Meeting.

- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
- c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in.

The Speaker Registration will be open during Saturday, September 26, 2020 to Monday, September 28, 2020. Only those members who are registered will be allowed to express their views or ask questions.

The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- d) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- e) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- f) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free numbers 04067162222/1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- h) Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- i) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI

Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("**e-voting**").

Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("**Insta Poll**") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

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

Commencement of remote e-voting: **9:00 a.m. on Sunday, September 27, 2020.**

End of remote e-voting: **5:00 p.m. on Tuesday, Sept 29, 2020**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, Sept 23, 2020.

The Board of Directors of the Company has appointed Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) Partner of M/s DMK Associates, Company Secretaries, New Delhi and in case of failing him Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936) Partner of M/s DMK Associates, Company Secretaries, New Delhi, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, September 23, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cutoff date, should treat the Notice for information purpose only.
- iv. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFinTech in the manner as mentioned below:
 - (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**.
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of [https:// evoting.karvy.com](https://evoting.karvy.com), the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call on KFinTech's toll-free numbers 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.)
 - (d) Member may send an e-mail request to evoting@kfintech.com If the member is already registered with KFinTech's e-voting platform, then he can use his existing password for logging in.
- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

Information and instructions for remote e-voting:

- I. A. In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (**User ID and password given in the e-mail**).

The E-Voting Event Number Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit at <https://evoting.karvy.com> or contact toll-free numbers 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- (c) After entering these details appropriately, click on “LOGIN”.
- (d) You will now reach Password. Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Universus Photo Imagings Limited.

SHAREHOLDERS TO SELECT THE RESPECTIVE EVENS AND VOTE DEPENDING UPON THEIR SHAREHOLDING - FULLY PAID-UP OR PARTLY PAID-UP OR BOTH.

- (g) On the voting page, enter the number of shares as on the cut-off date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
 - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
 - (j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
 - (k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
 - (l) Once you confirm, you will not be allowed to modify your vote.
 - (m) Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: deepak.kukreja@dmkassociates.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name Event No.” The documents should reach the Scrutinizer on or before 5:00 pm on Tuesday 29th September, 2020.
The naming format of the aforesaid legible scanned document shall be “Corporate Name EVENT NO.”
- (B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:
- (a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on https://ris.kfintech.com/email_registration/ or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at suresh.d@kfintech.com and rajeshkumar@kfintech.com

- (b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
 - (c) After due verification, the Company / KFinTech will forward your login credentials to your registered email address.
 - (d) Follow the instructions at I.(A). (a) to (m) to cast your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- III. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. In case of any query pertaining to e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.karvy.com> or contact KFinTech as per the details given under sub-point no. V below.
- V. Members are requested to note the following contact details for addressing e-voting grievances:
- Shri D Suresh Babu, Deputy Manager KFin Technologies Private Limited.
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad 500 032
Phone No.: +91 40 6716 1517,
Toll-free No.: 1800-345-4001
E-mail: evoting.@kfintech.com

vii. **Information and instructions for Insta Poll:**

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company: <https://www.universusphotoimagings.com> and on the website of KFinTech at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, September 30, 2020.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

1. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs_uphoto@universusimagings.com
2. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, September 28, 2020 through email on cs_uphoto@universusimagings.com. The same will be replied by the Company suitably.

Details of the Directors seeking Re-appointment in Annual General Meeting fixed on Wednesday, 30th September, 2020.

Name of the Directors	Mr. Sanjiv Kumar Agarwal	Mr. Vinod Kumar Gupta	Mr. Shailendra Sinha																								
Director Identification Number (DIN)	01623575	00006526	08649186																								
Date of Birth	16/01/1964	07/07/1964	08/08/1966																								
Date of Appointment	07/02/2018	30/05/2020	26/12/2019																								
Expertise in specific functional area	Sales & Marketing.	Corporate Affairs, Accounting, Finance and strategic Management	Sales & Marketing, Business Development																								
Qualification	B.Sc, L.L.B, M.B.A	Chartered Accountant and Company Secretary	M.Sc																								
No. of Share Held	Nil	NIL	NIL																								
List of outside Directorship	<ol style="list-style-type: none"> 1. Jumbo Finance Limited 2. Rishi Trading Co. Limited 3. Jindal Flexifilms Limited 4. Anchor Image & Films Private Limited 5. Jindal Films India Limited 6. Jindal Imaging Limited 7. Consolidated Finvest& Holding Limited 8. Jindal Photo Investment Limited 	<ol style="list-style-type: none"> 1.Consolidated Buildwell Limited 2.Soyuz Trading Co Ltd 3.BJ Green Finvest Pvt. Ltd. 4.Cliff Propbuild Limited 5.Opus Propbuild Pvt. Ltd. 6.Opus Conbuild Pvt. Ltd. 7.Horizon Propbuild Limited 8.Anchor Image & Films Private Limited 9. Jindal Flexifilms Ltd. 10.Jindal Films India Limited 	NIL																								
Committee Membership of the Company	Stakeholders Relationship Committee	Nil	Nil																								
Relationship with Other Directors,Managers and Key Managerial Person	Non	Non	Non																								
Terms and Condition of Appointment	To be reappointed as Non -Executive Director liable to retire by rotation	He was appointed by Board as Additional Director (Non-Executive), now seeking approval of Shareholders for appointment as Director liable to retire by rotation	He was appointed as Whole time Director (Additional Director). Now, Company is seeking approval of Shareholders for his appointment as Whole Time Director for five years effective 26 th December,2019																								
No. of Board Meeting attended during the year	8	Nil (He was appointed on 30 th May,2020)	4																								
Shareholding in the Company	Nil	Nil	Nil																								
Committee Membership of the other Public Limited Company	<table border="1"> <tr> <td rowspan="3">Jindal Films India Limited</td> <td>Nomination and Remuneration Committee</td> <td rowspan="3">Jindal Films India Limited</td> <td>Nomination and Remuneration Committee</td> </tr> <tr> <td>Audit Committee</td> <td>Audit Committee</td> </tr> <tr> <td>CSR Committee</td> <td>CSR Committee</td> </tr> <tr> <td>Jumbo Finance Ltd</td> <td>Audit Committee</td> <td>Soyuz Trading Co Ltd</td> <td>Audit Committee</td> </tr> <tr> <td rowspan="2">Consolidated Finvest & Holdings Limited</td> <td>Stakeholders Relationship Committee</td> <td rowspan="2">Horizon Propbuild Limited</td> <td rowspan="2">Audit Committee</td> </tr> <tr> <td>CSR Committee</td> </tr> <tr> <td>Rishi Trading Co Ltd</td> <td>Audit Committee</td> <td></td> <td></td> </tr> <tr> <td>Jindal Photo Investments Limited</td> <td>Audit Committee</td> <td></td> <td></td> </tr> </table>	Jindal Films India Limited	Nomination and Remuneration Committee	Jindal Films India Limited	Nomination and Remuneration Committee	Audit Committee	Audit Committee	CSR Committee	CSR Committee	Jumbo Finance Ltd	Audit Committee	Soyuz Trading Co Ltd	Audit Committee	Consolidated Finvest & Holdings Limited	Stakeholders Relationship Committee	Horizon Propbuild Limited	Audit Committee	CSR Committee	Rishi Trading Co Ltd	Audit Committee			Jindal Photo Investments Limited	Audit Committee			NIL
Jindal Films India Limited	Nomination and Remuneration Committee		Jindal Films India Limited		Nomination and Remuneration Committee																						
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