

Universus Photo Imagings Limited

(Formerly known as JINDAL PHOTO IMAGING LIMITED)

CIN: L22222UP2011PLC103611

Corp. Off.: Plot No. 12 , Sector-B-1, Local Shopping Complex , Vasant Kunj, New Delhi-110070.

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

Website: www.universusphotoimagings.com

UPIL/DE-PT/SE/2023-24

Date: 30th May 2023

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

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

Scrip Code: NSE: UNIVPHOTO

(Scrip Code: BSE: 542933)

Sub.: Annual Secretarial Compliance Report for the financial year ended on March 31, 2023

Dear Sir/Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31, 2023 as per Regulation 24A read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated, February 8, 2019.

Request you to kindly take the same on records.

Yours Sincerely,

FOR UNIVERSUS PHOTO IMAGINGS LIMITED

Suresh Kumar

SURESH KUMAR
COMPANY SECRETARY
ACS: 41503
Encl.:A/a



**SECRETARIAL COMPLIANCE REPORT OF
UNIVERSUS PHOTO IMAGINGS LIMITED
FOR THE YEAR ENDED MARCH 31, 2023**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]

We have examined:

- all the documents and records made available to us and explanation provided by **UNIVERSUS PHOTO IMAGINGS LIMITED (CIN: L22222UP2011PLC103611, Formerly know as Jindal Photo Imaging Limited)** having its Registered Office at 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P) - 245408.
- the filings/ submissions made by the Company to the stock exchanges,
- website of the Company,
- Management Representation letter and other document/ filing, as may be relevant, which has been relied upon to make this certification

for the financial year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA Act"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "SEBI LODR");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the review period)**
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the review period)**



- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period)**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the review period);**

and based on the above examination, We hereby report that, during the review Period:

a) The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder.

b) The Company has taken the following actions to comply with the observations made in previous reports: **Annexure A**

c) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019; **(Not Applicable, as there was no resignation of Statutory Auditors)**

d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following:

S.NO.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	NIL
2	<u>Adoption and timely updating of the Policies:</u>		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	YES	NIL
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as	YES	NIL.



	per the regulations/ circulars guidelines issued by SEBI.		
3.	<u>Maintenance and disclosures on Website:</u>		
	• The Listed entity is maintaining a functional website.	YES	NIL
	• Timely dissemination of the documents/ information under a separate section on the website.	YES	NIL
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	YES	NIL
4.	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<u>To examine details related to Subsidiaries of listed entities</u>		
	• Identification of material subsidiary companies.	YES	NIL
	• Requirement with respect to disclosure of material as well as other subsidiaries.	YES	Nil
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	NIL
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	NIL
8.	<u>Related Party Transactions:</u>		
	• The Listed entity has obtained prior approval of Audit Committee for all Related party transaction	YES	NIL



	<ul style="list-style-type: none"> In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee 	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
9.	<p><u>DISCLOSURE OF EVENTS OR INFORMATION:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	Yes	NIL
10.	<p><u>PROHIBITION OF INSIDER TRADING:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NIL
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any</u></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder"</p>	YES	NIL
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non compliance observed for all SEBI regulation/circular/guidance note etc..</p>	YES	NIL

ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29.05.2023
Place: New Delhi
UDIN:F004140E000414990



**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

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

Annexure A- Actions taken by the Company for the observations made in previous reports

Sr. No.	Compliance Requirement No. (Regulations, circulars, guidelines including specific clause)	Regulation or Circular No.	Provisions	Action Taken by	Compliance Status (Compliance Certificate/ Audit Report/ Other Status)	Details of Violation	Fine Amount (In Rs.)	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	Disclosure of material events to Stock exchanges as soon as reasonably possible and not later than twenty four hours from the occurrence of the event with reclassification of any person as Promoter or Public.	Regulation 31A(B) of SEBI LODR	Delay of making the disclosure to Stock exchanges for filing reclassification application of any person as Promoter or Public.	BSE Limited ("BSE")	FINN	The Company has made an application for reclassification of any person as Promoter or Public on 16.04.2021 and therefore it was required to make disclosure of making the application to Stock Exchanges within 24 hours, whereas the disclosure was given on 26.04.2021, hence there was delay of 9 days in making the disclosure to Stock exchanges for reclassification of any person as Promoter or Public.	5,900/- (inclusive of 18% GST)	It was observed that there was delay of 9 days in making disclosure to Stock exchanges regarding submission of Application to the Stock Exchanges for reclassification of any person as Promoter or Public.	The delay was inadvertent and the company has made request to BSE for waiver of fine imposed by them vide its letter dated 21.07.2022. The said application has been approved by the BSE vide its letter dated 20.12.2022 including advising the company on aforesaid mentioned delay to ensure the compliance, keeping in mind not only the letter but the spirit of the requirement as laid it down in the SEBI LODR.	NIL

