

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/2022-23

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

(Scrip Code: NSE: UNIVPHOTO)

Date: 28th May, 2022

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

(Scrip Code: BSE: 542933)

Sub.: Annual Secretarial Compliance Report for the financial year ended on March 31, 2022

Dear Sir/Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended on March 31, 2022 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



SECRETARIAL COMPLIANCE REPORT OF
UNIVERSUS PHOTO IMAGING LIMITED
FOR THE YEAR ENDED MARCH 31, 2022

[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:

- a) All the documents and records made available to us and explanation provided by **UNIVERSUS PHOTO IMAGING LIMITED (CIN: L22222UP2011PLC103611, formerly known as Jindal Photo Imaging Limited)** ("the Listed Entity" -hereinafter called "the company") having its Registered Office at 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P) – 245 408.
- b) the filings/ submissions made by the company to the stock exchanges,
- c) website of the company,
- d) Management Representation letter and other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; [hereinafter referred as "SEBI LODR"]
- (b) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; [hereinafter referred as "SEBI PIT Regulations"]
- (e) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations")
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (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) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Review Period)
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the Review Period)
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013(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 except in respect of matters specified below.

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 31A(8) of SEBI (LODR) 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 w.r.t reclassification of any person as Promoter or Public.	The Company has made an application for reclassification of any person as Promoter or Public on 19.04.2021 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.	<i>It is 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.</i>

- b) The Company has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:




Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Limited	Delay in filling of application for reclassification application of any person as Promoter or Public to stock exchanges as per Regulation 31A(3)(a) of SEBI (LODR).	BSE has levied a fine of Rs.5900 /- vide its email dated 08.02.2022	The company has made request to BSE for waiver of fine as imposed. As on date of the report, as informed no further response has been received from the BSE.

d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
-----NIL-----				

For DMK ASSOCIATES
COMPANY SECRETARIES


(DEEPAK KUKREJA)
Partner

UDIN: F004140D000379482
Peer Review No. 779/2020
FCS 4140
C P 8265



Place: New Delhi
Date: 24.05.2022