

# Universus Photo Imagings Limited

(Formerly known as JINDAL PHOTO IMAGING LIMITED)

CIN: L22222UP2011PLC103611

Corp. Off.: Plot No. 87, Sector-32, Institutional Area, Gurugram Haryana -122001.

Tel: 91-0124-6925100 Website: [www.universusphotoimagings.com](http://www.universusphotoimagings.com)

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UPIL/DE-PT/SE/2025-26

Date: 29<sup>th</sup> May 2025

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, 2025**

Dear Sir/Madam,

Pursuant to compliance of Regulation 24A of SEBI (LODR) Regulations, 2015 please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended on 31.3.2025.

This is for your information and records.

Thanking you,

Yours Sincerely,

**FOR UNIVERSUS PHOTO IMAGINGS LIMITED**

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

ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
UNIVERSUS PHOTO IMAGINGS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

We have examined:

- all the documents and records made available to us and explanation provided by **UNIVERSUS PHOTO IMAGINGS LIMITED (CIN: L22222UP2011PLC103611)** (hereinafter referred to as "the **Listed Entity**") having its registered office at 19th KM, Hapur, Bulandshahr Road, PO Gulaothi, Bulandshahr, Uttar Pradesh, 245408.
- the filings/ submissions made by the Listed Entity to the stock exchanges,
- website of the Listed Entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2025 ("**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**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations (including amendments therein), 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 Regulations**");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Listed Entity during the review period**)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Listed Entity during the review period**);
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Listed Entity during the review period**)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Listed Entity during the review period**);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;

and based on the above examination, we hereby report that, during the review period:

- a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The Listed Entity has taken the following actions to comply with the observations made in previous reports: **(Not Applicable as there was no observation in the previous secretarial compliance report of the Listed Entity)**
- c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes / No/ NA)	Observations / Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b>  The compliances of listed entity are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)	Yes	Nil
2	<b><u>Adoption and timely updation of the Policies:</u></b>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes  Yes	Nil  Nil
3.	<b><u>Maintenance and disclosures on Website:</u></b>  <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> </ul>	Yes	Nil





	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>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.</li> </ul>	Yes	Nil
		Yes	Nil
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the listed entity are disqualified under Section 164 of the Companies Act, 2013.	Yes	Nil
5.	<b><u>Details related to Subsidiaries of listed entities:</u></b>  a. Identification of material subsidiary companies.  b. Requirement with respect to disclosure of material as well as other subsidiaries.	NA  NA	The listed entity has no subsidiary Company.
6.	<b><u>Preservation of Documents:</u></b>  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 the SEBI LODR Regulations.	Yes	Nil
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI LODR Regulations.	Yes	Nil



8.	<b><u>Related Party Transactions:</u></b>  a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions.  b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes    NA	Nil   All Related party transactions were entered after obtaining prior approval of the Audit Committee.
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR Regulations within the time limits prescribed thereunder.	Yes	Nil
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  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.	Yes	However, BSE & NSE have levied a fine of Rs. 6,000/- each for Non-submission of the Annual Report within the period prescribed under regulation 34 of SEBI LODR. The Listed entity after payments of fines to NSE and BSE on 06.11.2024 under protest, has applied for waiver of fines to both BSE and NSE on 09.11.2024. Thereafter, NSE issued a cautionary letter on 06.11.2024 containing a warning and advising



			the Company to be cautious in future and exercise due Caution Considering, submissions & clarifications made the Listed Entity in subject matter, the Stock Exchanges decided that the SOP fines levied on the listed entity had to be fully reversed. Accordingly, the NSE vide its letter NSE/LIST/C/2025/0248 dated 28.02.2025 and the BSE vide its email dated 27.05.2025, have reversed the fine levied by them on the listed entity.
12	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by listed entities.	NA	There was no case of Resignation of Statutory Auditors.
13.	<b><u>No additional non-compliances observed:</u></b>  No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.	Yes	Nil

- d) Further, the requirements for disclosure of Employee Benefit Scheme documents in terms of regulation 46(2)(za) of the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 are not applicable to the Listed Entity.





#### **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 LODR Regulations 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.

**Place:** New Delhi

**Date:** 28.05.2025

**UDIN:** F004140G000469836



**FOR DMK ASSOCIATES  
COMPANY SECRETARIES**

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