

NOTICE

Notice is hereby given that the **12th Annual General Meeting** of the members of **Universus Photo Imagings Limited (CIN: L22222UP2011PLC103611)** will be held as scheduled below: -

Date	Friday, 29 th September 2023
Time	03:30 PM
Venue	Hotel Natraj, Kala Aam, Delhi Rd, Civil Lines, Bulandshahr, Uttar Pradesh 203001

To transact the following businesses:

ORDINARY BUSINESS**1. Adoption of Accounts**

To receive, consider and adopt the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2023 and the Profit and Loss Account for the financial year ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Directors' Report and Auditors' Report thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2023 and the Profit and Loss Account ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto for the Financial Year ended 31st March 2023 together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. Ratification of payment of Interim Dividend

To confirm & ratify the payment of Interim Dividend of 100% for the Financial Year 2022-2023 as Final Dividend for the said Financial Year and in this regard, 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 Section 123 of the Companies Act, 2013, the payment of Interim Dividend declared & paid @100% by the Board of Directors in their meeting held on 12th October, 2022 be and is hereby confirmed & ratified as Final Dividend for Financial Year 2022-2023."

3. Re-appointment of retiring Director Mr. Rathi Binod Pal

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rathi Binod Pal, Director (DIN 00092049), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To re-appoint the statutory auditors of the Company and fix their remuneration for a second term of five years.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, pursuant to the recommendation of the Audit Committee and the approval of Board of Directors of the Company, M/s. Suresh Kumar Mittal & Co. Chartered Accountants (Firm Registration No. 500063E) be and is hereby re-appointed as Statutory Auditors of the Company for the second term to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 17th AGM to be held in the year 2028, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS**5. To Change the designation of Mr. Shailendra Sinha (DIN: 08649186) from Whole-Time Director to Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of section 2(51), 179(3), 196, 197, 198 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), (including any amendment/modification thereof), Articles of Association of the Company, and subject to such other approval(s),

consent(s) or permission(s), as may be required; pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded that the designation of Mr. Shailendra Sinha (DIN: 08649186) , who was appointed as Whole time director of the Company for a period from 26th December, 2019 to 25th December 2024, be changed to Managing Director w.e.f. September 01, 2023 for the remaining term of his tenure without any remuneration and only sitting fees to be paid for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT Mr. Shailendra Sinha in the capacity of Managing Director be and is hereby entrusted with the powers, authorities, functions, duties, responsibilities by the Board of Directors from time to time and also liable to retire by rotation.

RESOLVED FURTHER THAT the terms of appointment including Remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board" including any Committee/Sub-Committee of the Board) of the Company, as it may at their discretion deem fit so as not to exceed the limits as specified under the provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required in this regard, and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Registered Office:

19th K.M., Hapur - Bulandshahr Road, P.O. Gulaothi,
Distt. Bulandshahr- 203408, Uttar Pradesh

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

Date: 01st September, 2023
Place: Gurugram

Sd/-
Suresh Kumar
Company Secretary
ACS.: 41503

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. In the case of joint holders attending the Meeting, 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.
4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. The members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 22 September 2023**, being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

8. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. A route map for the directions to the venue of the meeting is attached.
11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
12. The Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2023 and the Profit and Loss Account for the financial year ended on that date are enclosed.
13. In case a person has become a member of the Company after dispatch of Annual General Meeting Notice, but on or before the cut-off date for e-voting, i.e., **Friday, 22nd September 2023**, such person may obtain the User ID and Password from KFin by e-mail request on einward.ris@kfintech.com.

Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Annual Report and Notice of 12th Annual General Meeting.
14. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 05.30 p.m., except holidays, up to the date of AGM.
15. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
16. Brief details of the Directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as per provisions of the Act.
17. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 23rd September 2023** to **Friday, 29th September 2023 (both days inclusive)** in connection with the ensuing Annual General Meeting.
18. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company. Members are requested to keep the same updated.
19. SEBI has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings.
20. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after **01st October 2023**, shall be frozen by the RTA. Members are requested to furnish the details in the prescribed form to KFinTech. Forms can be downloaded from the website of the Company at <http://www.universusphotoimagings.com/investors.html> and website of KFin at <https://ris.kfintech.com/clientservices/isc/>
21. Pursuant to section 72 of the Act read with SEBI Circular dated 3 November 2021, clarification circular dated 14 December 2021 and circular dated 16 March 2023, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out).

These forms can be downloaded from the website of the Company at <http://www.universusphotoimagings.com/investors.html> and RTA at <https://ris.kfintech.com/clientservices/isc/>. In respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.
22. Pursuant to the provisions of section 91 of the Act and Regulation 42 of the Listing Regulations, the Company has fixed **Friday 22nd September 2023** as the 'Record Date' for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM and to attend the AGM for the financial year 2022-23.
23. For ease of conduct, members who would like to ask to questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs_uphoto@universusphotoimagings.com the same will be replied by the Company

suitably. Those Members who have registered themselves before **5:00 P.M. (IST) of Wednesday, 20th September 2023** as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

24. In terms of section 101 and 136 of the Act, read together with the rules made thereunder, the listed companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail addresses with their respective depository participants or with the registrar & share transfer agent of the Company. For members who have not registered their e-mail addresses, physical copies are sent in the permitted mode. Members may note that Annual Report 2022-23 and notice along with proxy form and attendance slip will also be available on the Company's website <http://www.universusphotoimagings.com/investors.html>, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of KFin at www.kfintech.com.
25. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
26. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 12th Annual General Meeting of the Company.
27. For the convenience of the Members, an attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/ Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
28. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
29. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective Depository Participants, where shares are held in demat mode.
30. The Company has availed of services offered by KFin Technologies Limited to update e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
31. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
32. The Board of Directors of the Company has 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 to conduct the voting process in a fair and transparent manner in the 12th Annual General Meeting of the company.
33. The Scrutinizer shall, immediately after the conclusion of voting at the 12th Annual General Meeting, first count the votes cast at the meeting. Thereafter, the Scrutinizer will unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company. A consolidated Scrutinizer's report of the total votes cast in favour or against, if any, will be prepared and submitted to the Chairman of the Company or any other person authorized by the Chairman. The Chairman shall countersign the report. Following the completion of the scrutiny of the voting, the result, along with the Scrutinizer's Report, will be declared and placed on the Company's website <http://www.universusphotoimagings.com/investors.html> and on the website of voting agency M/s KFin Technologies Limited at <https://evoting.kfintech.com/> immediately. Concurrently, the Company shall forward the results to the National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited, where the shares of the Company are listed.

34. Process for Registering / Updating Email Addresses

Members holding shares in dematerialized mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot NO. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Toll Free Tel: 1- 800-309-4001, Email: einward.ris@kfintech.com, Website: www.kfintech.com.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**➤ Voting through electronic means:**

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this Section of the Notice) and Regulation 44 of the Listing Regulations 2015 and in terms of SEBI vide circular dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the remote e-voting platform provided by KFin Technologies Limited or to vote at the AGM.

The members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 22nd September 2023** being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process or to participate and vote at the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

A. Remote e-voting

- a) Date and time of commencement of voting through electronic means: **Tuesday 26th September 2023 from 09: 00 a.m. (IST).**
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Thursday 28th September 2023 up to 5.00 p.m. (IST).**
- c) Details of Website: <https://evoting.kfintech.com>.
- d) Details of persons to be contacted for issues relating to remote e-voting:

Mr. Suresh Babu D, Senior Manager, Corporate Registry, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309- 4001; Fax No.: +91 40 2300 1153; E-mail: evoting@kfintech.com.

Scrutinizer(s) - Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) and Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936), both being Partners of M/s DMK Associates, Company Secretaries, New Delhi – 31/36, Basement, Old Rajinder Nagar, New Delhi – 110 060, email. deepak.kukreja@dmkassociates.in.

Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write e-mail from the registered e-mail id to inward.ris@kfintech.com.

B. Voting facility at AGM:

In addition to the remote e-voting facility as described above, the Company shall make the facility for ballot / polling paper at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.

Login method for remote e-voting for individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access remote e-voting facility.

Login Method for e-voting for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> ➤ URL: https://eservices.nsd.com ➤ Click on the “Beneficial Owner” icon under ‘IDeAS’ section. ➤ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. ➤ Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services.</p> <ul style="list-style-type: none"> ➤ To register click on link : https://eservices.nsd.com ➤ Select “Register Online for IDeAS” Or URL: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp ➤ Proceed with completing the required fields. <p>3. By visiting the e-Voting website of NSDL</p> <ul style="list-style-type: none"> ➤ URL: https://www.evoting.nsd.com/ ➤ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ➤ Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. ➤ Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. ➤ Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>1. Existing user who opted for Easi / Easiest</p> <ul style="list-style-type: none"> ➤ URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ➤ Click on New System Myeasi ➤ Login with user id and password. ➤ Option will be made available to reach e-Voting page without any further authentication. ➤ Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> ➤ Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ➤ Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ul style="list-style-type: none"> ➤ URL: www.cdslindia.com ➤ Provide demat Account Number and PAN No. ➤ System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. ➤ After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.

● **Individual shareholders (holding securities in demat mode) logging in through their depository participants.**

- You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue with login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue with login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (i) Initial password is provided in the body of the e-mail.
- (ii) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- (iii) Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID.
- (iv) However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- (v) After entering the correct details, click on LOGIN.
- (vi) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) You need to login again with the new credentials.
- (viii) On successful login, the system will prompt you to select the EVENT i.e., Universus Photo Imagings Limited
- (ix) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear.
- (x) If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- (xi) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- (xii) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- (xiii) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, shall be sent via registered email of the shareholder to email of the Company at cs_uphoto@universusphotoimagings.com or evoting@kfintech.com. The scanned image of the above documents should be in the naming format 'BAL_EVENT No.'
- (xiv) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800-309-4001(toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“REGULATIONS”)

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated 31st August, 2023, and shall be taken as forming part of the notice.

4. To re-appoint the statutory auditors of the Company and fix their remuneration for a second term of five years.

The Members at the seventh Annual General Meeting (“AGM”) of the Company held on September 29, 2018, had approved the appointment of M/s. Suresh Kumar Mittal & Co. Chartered Accountants (Firm Registration No. 500063E), as Statutory Auditors of the Company, to hold office till the conclusion of this AGM of the Company. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on September 1, 2023, proposed the re-appointment of M/s. Suresh Kumar Mittal & Co. Chartered Accountants (Firm Registration No. 500063E), as the Statutory Auditors of the Company, for a second term of five consecutive years from the conclusion of 12th AGM of the Company till the conclusion of 17th AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors. The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice

5. To Change the designation of Mr. Shailendra Sinha (DIN: 08649186) from Whole-Time Director to Managing Director of the Company

Mr. Shailendra Sinha (DIN: 08649186) was appointed as Whole time directors of the Company for a period from 26th December, 2019 to 25th December 2024. Based on the recommendation of the Nomination & Remuneration Committee (‘NRC’), the Board of Directors, in its meeting dated September 1, 2023 have approved to change his designation from Whole time Director to Managing Director w.e.f. September 01, 2023 for the remaining term of his tenure and Mr. Shailendra Sinha will not be drawing any remuneration for the remaining term for the office of Managing Director of the Company and only sitting fees to be paid for attending the meetings of the Board of Directors or Committees thereof.

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

Mr. Shailendra Sinha, aged about 57 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. 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.

The Board of Directors, therefore, presents the resolution set forth in Item no. 5 of this notice for approval by members through a **Special Resolution**. For inspection, a copy of the letter/disclosures received and the draft letter of appointment for Mr. Shailendra Sinha shall be open for inspection during business hours on all working days, excluding Saturday and Sunday upto the date of the AGM and also at the venue of the AGM.

None of the other Directors, Promoters, and Key Managerial Personnel of the Company and their relatives, except Mr. Shailendra Sinha, to the extent of their shareholding interest in the Company, are in any way, financially or otherwise, concerned or interested in the resolution.

Details of Director seeking appointment/re-appointment/confirmation at the forthcoming Annual General Meeting

Name Of The Directors	Mr. Rathi Binod Pal (Non-Executive Director)
Director Identification Number (DIN)	0092049
Date of Birth	18.03.1969
Date of Appointment	22.12.2017
Expertise in specific functional area	Having outstanding career spanning approximately 29 years, has amassed a wealth of experience and proficiency in Commercial, Accounts, and Project Management.
Relationship with other Directors and KMPs	None
Terms and conditions of re-appointment	To be re-appointed as Non-Executive Director, liable to retire by rotation
Details of remuneration last drawn (FY 2022-23)	Sitting Fees paid to Mr. Rathi Binod Pal given in Corporate Governance Report
No. of Board Meetings attended during the year	7
Qualification	B.COM, CA(INTER)
List of outside Directorship	<ol style="list-style-type: none"> 1. Jindal Poly Films Limited 2. Jindal Imaging Limited 3. Jindal Films India Limited 4. Jindal Flexifilms Limited 5. Jindal Polypack Limited
Committee Membership of the Company	<p>In the Company:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship committee 4. Corporate Social Responsibility Committee <p>In other Companies:</p> <p>Jindal Poly Films Limited</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Stakeholders Relationship committee 3. Corporate Social Responsibility Committee 4. Risk Management Committee 5. Nomination & Remuneration Committee 6. Finance Committee <p>Jindal Films India Limited</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Corporate Social Responsibility Committee
Shareholding in the Company	NIL
