

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U22222UP2011PLC103611

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCJ7344R

(ii) (a) Name of the company

UNIVERSUS PHOTO IMAGINGS

(b) Registered office address

19th km,Hapur, Bulandshahr road,PO Guloathi
Bulandshahr ,Uttarpradesh - 245408
Bulandshahr
Bulandshahr
Uttar Pradesh
245408

(c) *e-mail ID of the company

cs_uphoto@universusphotoir

(d) *Telephone number with STD code

01140322100

(e) Website

www.universusphotoimaging.s

(iii) Date of Incorporation

12/11/2011

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BOMBAY STOCK EXCHANGE	1
	NATIONAL STOCK EXCHANGE	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

30/09/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JPF NETHERLANDS BV		Associate	47.51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	12,000,000	10,946,604	10,946,604	10,946,604
Total amount of equity shares (in Rupees)	120,000,000	109,466,040	109,466,040	109,466,040

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	12,000,000	10,946,604	10,946,604	10,946,604
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	120,000,000	109,466,040	109,466,040	109,466,040

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	50,000	500,000	500,000	

Increase during the year	109,469,604	109,466,040	109,466,040	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	109,469,604	109,466,040	109,466,040	
SCHEME OF ARRANGEMENT				
Decrease during the year	50,000	500,000	500,000	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	50,000	500,000	500,000	
SCHEME OF ARRANGEMENT I				
At the end of the year	109,469,604	109,466,040	109,466,040	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

624,143,000

(ii) Net worth of the Company

266,103,040

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	500	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,828,032	71.51	0	
10.	Others 0	331,739	3.03	0	
	Total	8,160,271	74.54	0	0

Total number of shareholders (promoters)

10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,028,058	18.53	0	
	(ii) Non-resident Indian (NRI)	381,618	3.49	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	50	0	0	
5.	Financial institutions	152	0	0	
6.	Foreign institutional investors	131,342	1.2	0	
7.	Mutual funds	38	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	210,310	1.92	0	
10.	Others 0	34,765	0.32	0	
	Total	2,786,333	25.46	0	0

Total number of shareholders (other than promoters) 38,532

**Total number of shareholders (Promoters+Public/
Other than promoters)** 38,542

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CITY OF NEW YORK GP	ONE CENTRE STREET NEW YORK N			4,509	0.04
DIMENSIONAL EMERG	6300 Bee Cave Road Building One			33,247	0.3
QUEENSLAND INVEST	Level 5 66 Eagle Street Brisbane			1,581	0.01
OLD WESTBURY SMALL	CITIBANK N.A. CUSTODY SERVICES			1,181	0.01
DFA INTERNATIONAL	SUITE 1520 - 1500 WEST GEORGIA			131	0
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU A			700	0.01
EMERGING MARKETS	25/28 NORTH WALL QUAY DUBLIN			4,038	0.04
WORLD EX U.S. CORE	6300 Bee Cave Road Building One			1,162	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS	6300 Bee Cave Road Building One			579	0.01
T.A. WORLD EX U.S. CO	6300 Bee Cave Road Building One			907	0.01
LOS ANGELES CITY EM	202 West First Street Suite 500 Los			1,125	0.01
CITY OF LOS ANGELES	360 E Second Street Suite 600 Los			1,130	0.01
EMERGING MARKETS	25/28 NORTH WALL QUAY DUBLIN			1,264	0.01
EMERGING MARKETS	20 Triton Street Regents Place Lon			2,712	0.02
EMERGING MARKETS	6300 Bee Cave Road Building One			48,659	0.45
THE EMERGING MARK	6300 Bee Cave Road Building One			27,121	0.25
DFA AUSTRALIA LIMIT	LEVEL 43 1 MACQUARIE PLACE SY			1,296	0.01

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	10
Members (other than promoters)	0	38,532
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	3	0	1	5	0	0
(i) Non-Independent	3	0	1	3	0	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0

(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	0	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RADHA KRISHNA PAN	00190017	Director	0	
SONAL AGARWAL	08212478	Director	0	
RATHI BINOD PAL	00092049	Director	0	
SANJIV KUMAR AGAR	01623575	Director	0	
SHAIENDRA SINHA	08649186	Whole-time director	0	
KRISHNA GOPAL AGA	AJEP2712N	CFO	1	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SAGATO MUKERJI	06465901	Director	19/12/2019	CESSATION
RADHA KRISHNA PAN	00190017	Director	12/12/2019	APPOINTMENT
SONAL AGARWAL	08212478	Director	12/12/2019	APPOINTMENT
SHAIENDRA SINHA	08649186	Whole-time director	26/12/2019	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	25/09/2019	7	5	100

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2019	3	2	66.67
2	14/08/2019	3	2	66.67
3	25/09/2019	3	3	100
4	13/11/2019	3	3	100
5	10/12/2019	3	3	100
6	18/12/2019	6	6	100
7	26/12/2019	5	3	60
8	03/01/2020	5	5	100
9	16/03/2020	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	18/12/2019	3	3	100
2	AUDIT COMM	03/01/2020	3	3	100
3	AUDIT COMM	16/03/2020	3	3	100
4	NOMINATION	18/12/2019	3	3	100
5	NOMINATION	26/12/2019	3	2	66.67
6	NOMINATION	16/03/2020	3	3	100
7	STAKEHOLDER	18/12/2019	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	CORPORATE	18/12/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	RADHA KRISHNA	4	4	100	7	7	100	Yes
2	SONAL AGARWAL	4	3	75	8	7	87.5	Yes
3	RATHI BINOD	9	7	77.78	8	8	100	Yes
4	SANJIV KUMAR	9	8	88.89	1	1	100	Yes
5	SHAILENDRA	4	4	100	0	0	0	Yes
6	SAGATO MUKHERJEE	6	6	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Désignation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHAILENDRA SINHA	Whole-time director	529,005			127,448	656,453
	Total		529,005	0	0	127,448	656,453

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HARISH KASHYAP	CFO	93,550			15,961	109,511
2	KRISHNA GOPAL	CFO	86,611			27,722	114,333
3	SANJEEV KUMAR	CS	598,199			179,088	777,287
	Total		778,360	0	0	222,771	1,001,131

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R K Pandey	Independent Dir	54,000				54,000
2	Sonal Agarwal	Independent Dir	42,000				42,000
3	RATHI BINOD PAL	Non-Executive D	0				0
4	SANJIV KUMAR AC	Non-Executive D	0				0
	Total		96,000				96,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

DEEPAK KUKREJA

Whether associate or fellow

Associate Fellow

Certificate of practice number

8265

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
SANJIV KUMAR AGARWAL
Date: 2020.12.09
14:31:30 +05:30'

DIN of the director

01623575

To be digitally signed by

Digitally signed by
SURESH KUMAR
Date: 2020.12.09
14:32:05 +05:30'

Company Secretary

Company secretary in practice

Membership number

41503

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MG-8 UPIL.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company