

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF UNIVERSIS PHOTO IMAGINGS LIMITED

(Formerly Jindal Photo Imaging Limited)

Registered Office: 17th Floor, Bhandarkar Road, PO Gurgaon, Bhandarkar, Uttar Pradesh 201008 Corporate Office (Address for Communication): 'Ansal' Plot No. 12, Sector 8, Local Shopping Complex, Vasant Kunj, New Delhi - 110029

STATUTORY ADVERTISEMENT IN COMPLIANCE WITH CLAUSE III (A) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) CIRCULAR NO. CFOMD/3019/2017 DATED MARCH 10, 2017 READ WITH RULE 19 (F) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957 ("SCRR") PURSUANT TO GRANT OF RELAXATION BY SEBI UNDER THE APPLICABILITY OF RULE 19(3)(B) OF SCRR, 1957 AS NOTIFIED BY SEBI ON 11/02/2020

THE COMPANY WAS INCORPORATED AS A PUBLIC LIMITED COMPANY UNDER THE INDIAN COMPANIES ACT, 1956, AS THE NAME OF JINDAL PHOTO INVESTMENTS AND FINANCE LIMITED, PURSUANT TO A CERTIFICATE OF INCORPORATION DATED NOVEMBER 17, 2011 AND CERTIFICATE FOR COMMENCEMENT OF BUSINESS DATED DECEMBER 12, 2011. THE COMPANY WAS CHANGED TO JINDAL PHOTO IMAGING LIMITED AS SHAREHOLDERS RESOLUTION DATED MARCH 24, 2014 AND A FRESH CERTIFICATE OF INCORPORATION WAS OBTAINED ON MARCH 25, 2014. ON MARCH 25, 2014 THE REGISTERED OFFICE OF THE COMPANY WAS CHANGED FROM BHANDARKAR ROAD, PO GURGAON, BHANDARKAR, UTTAR PRADESH TO ANSAL PHOTOS IMAGING LIMITED, VASANT KUNJ, NEW DELHI AND A FRESH CERTIFICATE OF INCORPORATION WAS OBTAINED ON MARCH 25, 2014.

THE NCLT, ANSAL WROTE ITS ORDER DATED DECEMBER 2, 2019 REGARDING THE SCHEME BEING APPROVED BY THE BOARD OF DIRECTORS OF THE COMPANY AND ITS RESPECTIVE SHAREHOLDERS AND ORDERS PASSED BY THE SCHEME. THE SCHEME OF BUSINESS TRANSFER OF THE COMPANY WAS APPROVED BY THE BOARD OF DIRECTORS OF THE COMPANY AND ITS RESPECTIVE SHAREHOLDERS AND ORDERS PASSED BY THE SCHEME. THE SCHEME OF BUSINESS TRANSFER OF THE COMPANY WAS APPROVED BY THE BOARD OF DIRECTORS OF THE COMPANY AND ITS RESPECTIVE SHAREHOLDERS AND ORDERS PASSED BY THE SCHEME.

A. NAME AND ADDRESS OF THE REGISTERED OFFICE: Name: Universis Photo Imaging Limited Registered Office: 17th Floor, Bhandarkar Road, PO Gurgaon, Bhandarkar, Uttar Pradesh 201008 Corporate Office: 'Ansal', Plot No. 12, Sector 8, Local Shopping Complex, Vasant Kunj, New Delhi-110029

B. DETAILS OF CHANGE OF NAME AND/OR OBJECT CLAUSE: (i) Name Change: Incorporated as Jindal Photo Investments and Finance Limited, pursuant to a certificate of incorporation dated November 17, 2011. The name of the Company was changed to Jindal Photo Imaging Limited as Shareholders Resolution dated March 24, 2014 and a fresh certificate of incorporation was obtained on March 25, 2014.

D. Shareholding Pattern Post Scheme of Arrangement (as on January 1, 2020, Date of Admission): Table 1 - Summary Statement holding of specified securities

Table 1 - Summary Statement holding of specified securities. Columns: Category, Name of Shareholder, No. of Shares Held, etc. Rows include Promoter, Public Shareholders, etc.

Table 2 - Statement showing shareholding pattern of the Promoter and Promoter Group

Table 2 - Statement showing shareholding pattern of the Promoter and Promoter Group. Columns: Category & Name of the Shareholder, No. of Shares Held, etc. Rows include Jindal, Ansal, etc.

Table 3 - Statement showing shareholding pattern of the Public Shareholder

Table 3 - Statement showing shareholding pattern of the Public Shareholder. Columns: Category & Name of the Shareholder, No. of Shares Held, etc. Rows include Mutual Funds, Insurance Companies, etc.

Table 4 - Statement showing shareholding pattern of the Non-Promoter - Non-Public Shareholder

Table 4 - Statement showing shareholding pattern of the Non-Promoter - Non-Public Shareholder. Columns: Category & Name of the Shareholder, No. of Shares Held, etc. Rows include Custodian DR Holder, etc.

E. NAMES OF THE LARGEST SHAREHOLDERS OF THE COMPANY AS ON DATE: Table 5 - Top Ten Shareholders of the Company post Scheme

Table 5 - Top Ten Shareholders of the Company post Scheme. Columns: Sr. No., Name, No. of Fully Paid Equity Shares, Percentage to the Paid-Up Capital. Rows include Jindal Photo Investments Limited, etc.

F. DETAILS OF THE PUBLISHER OF THE COMPANY: As on the date of this Publication, the Promoter of the Company, outstanding 18,32,272 Equity Shares of Rs. 10/- each, amounting to 95% of the issued, subscribed and paid-up equity share capital of the Company.

10. Mr. Bhanu Jindal, aged 31 Years, a resident in India, National No. 12, Green Avenue, D-3, Vasant Kunj, New Delhi-110029 is an Industrialist and a Chartered Accountant (FCA & M.Com), having experience in Business Management, Marketing, Finance & Accounts, Acquisitions and other business related matters.

B. BUSINESS OF THE COMPANY AND ITS MANAGEMENT: The Company was originally incorporated with the object of manufacturing, selling, distributing, commissioning and producing mobile phones. It is a firm and does not carry on any other business. The Company is engaged in the business of manufacturing and selling of mobile phones.

RATIONAL FOR SCHEME OF ARRANGEMENT: Introduction: The Scheme of Arrangement was presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 to the Company of Jindal Photo Imaging Limited (Demerged Company) into the Company (Resulting Company) by the National Company Law Tribunal, Mumbai.

The Demerged Company has five business segments namely, Photo Film Business, Photo Film Business and Mosaics Business, Photo Film Business, Photo Film Business and Photo Film Business. The Resulting Company is a wholly owned subsidiary of the Demerged Company and is carrying on business which is similar to the Photo Film Business of the Demerged Company.

Demerger of Photo Film Business: Upon the Scheme becoming effective with effect from the Appointed Date, in the Photo Film Business Underlying, has pursuant to the provisions contained in Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, i.e., of the Companies Act, 2013, and without prejudice to the rights, title and interest pertaining to the Photo Film Business Underlying on going concern basis.

- 1. All assets pertaining to Photo Film Business of every kind, nature and description including movable, immovable property, intellectual property, goodwill, business, leasehold and freehold immovable property, including rights, title and interest pertaining to the Photo Film Business, including rights, title and interest pertaining to the Photo Film Business, including rights, title and interest pertaining to the Photo Film Business.

Jindal Photo Imaging Limited continues to own and operate all business other than the Demerged Company transferred pursuant to the Scheme of Arrangement.

Consideration: Upon the Scheme becoming effective with effect from the Appointed Date, and in consideration of the Demerged Company and transfer and vesting thereof with the Resulting Company, the Resulting Company shall, without further cash or kind or without any further payment, issue and allot the equity shares of Rs. 10/- each on a proportionate basis to each shareholder of the Demerged Company, whose name is recorded in the register of members of the Demerged Company as on the Record Date.

Accordance: Any eligible shareholder holding shares in Demerged Company has become a shareholder of the Resulting Company with effect from the Appointed Date.

Financial Statements for Previous Three Years and Eight Months Ended: Audited financial statements (Figures are in Lakhs)

Balance Sheet (Particulars) and Statement of Profit & Loss (Particulars) for the period ended 31.03.2019, 31.03.2018, 31.03.2017 and 31.03.2020. Columns include Particulars, 2019, 2018, 2017, 2020.





FINANCIAL STATEMENTS OF THE COMPANY (Continued)

Table containing financial statements for the period ending 31st March 2020, including Balance Sheet, Profit and Loss Statement, Cash Flow Statement, and Notes to Financial Statements.

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