

**POST-OFFER PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF
UNIVERSUS PHOTO IMAGINGS LIMITED**
(CIN: L22222UP2011PLC103611)
Registered Office: 19th km, Hapur, Bulandshahr road, PO GuloathiBulandshahr, Uttarpradesh - 245408, India
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Email: cs_uphoto@universusphotoimaging.com
Contact Person : Mr. Suresh Kumar, Company Secretary

This post offer public announcement (the “Post Offer PA”) is being issued by Corporate Professionals Capital Private Limited (“Manager” or “Manager to the Offer”) for and on behalf of the **Consolidated Photo & Finvest Limited, member of promoter and promoter group along with other members of promoter group of Universus Photo Imagings Limited, (the “Acquirer(s)”) to the Public Shareholders as defined under Regulation 2(1)(t) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, (“SEBI Delisting Regulations”) (as defined below) (“Public Shareholders”) of Universus Photo Imagings Limited (the “Company”)** in respect of the acquisition of the fully paid up equity shares of the company with a face value Rs. 10 each (“Equity Shares”) that are held by the Public Shareholders and consequent voluntary delisting of the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited (“**Stock Exchange**”) pursuant to Regulation 17(4) and other applicable provisions of SEBI Delisting Regulations (“Delisting Offer”). This Post Offer Public Announcement is in continuation to and should be read in conjunction with the Detailed Public Announcement published on March 11, 2022 (the “**Detailed Public Announcement**” or “**DPA**”) in Business Standard - English and Hindi (all editions) and Pratahkal - Marathi (Mumbai edition), the **Letter of Offer** dated March 14, 2022, (the “**LOF**”) and the corrigendum to the Detailed Public Announcement and Letter of Offer published on March 16, 2022 (the “**Corrigendum**”).

Capitalized terms used but not defined in this Post Offer Public Announcement shall have the same meaning assigned to them as in the Detailed Public Announcement and the Letter of Offer.

The Acquirer, issued Detailed Public Announcement to acquire up to 27,86,333 (“**Offer Shares**”) representing 24.45% of the total issued share capital of the Company from the Public Shareholders pursuant to Part B of Chapter III read with Chapter IV of the SEBI Delisting Regulations and other applicable terms of DPA and LOF. The Public Shareholders holding Equity Shares of the Company were invited to submit their Bids pursuant to the Reverse Book Building process (“**RBBP**”) as prescribed in the SEBI Delisting Regulations through Stock Exchange Mechanism during the Offer Period (i.e. from March 23, 2022 to March 29, 2022), in accordance with the SEBI Delisting Regulations.

1. FAILURE OF THE DELISTING OFFER

- 1.1. In terms of Regulation 21 of the SEBI Delisting Regulations, this Delisting Offer would be deemed to be successful only if a minimum of 16,91,673 (Sixteen Lakhs Ninety One Thousand Six Hundred and Seventy Three) equity shares were tendered and acquired in the Delisting Offer at or below the Exit Price so as to cause the cumulative number of Equity Shares held by the Acquirer, post acquisition through the Acquisition Window Facility to be equal to or in excess of 98,51,944 (Ninety Eight Lakhs Fifty One Thousand Nine Hundred and Forty Four) Equity Shares, i.e 90% of the total issued Share Capital of the Company, excluding shares held under IEPF and considered as inactive shareholders (“**Minimum Acceptance Condition**”).
- 1.2. In the Reverse Book Building Process, total of 19,15,786 Equity Shares have been validly tendered between price range between from Rs. 567.43 per Equity Share to Rs. 5,674 per Equity Share, which is higher than the Minimum Acceptance Condition, as mentioned in Clause 1.1 of this Post Offer Public Announcement and the post Delisting Offer shareholding of the Acquirer, has exceeded 90% of the total issued number of Equity Shares (excluding shares held under IEPF and considered as inactive shareholders), therefore, the Delisting Offer is deemed to be successful in terms of Regulation 21 of the SEBI Delisting Offer.
- 1.3. In terms of Regulation 20 of the SEBI Delisting Regulations, the Discovered Price (being the price at which the shareholding of the Promoter Group reached 90% pursuant to the Equity Shares tendered in the Reverse Book Building Process) is Rs. 1500/- (Rupees Fifteen Hundred Only) per Equity Share. The Acquirer pursuant to the provisions of SEBI Delisting Regulations and in exercise of their discretion, has rejected the Discovered Price.
- 1.4. **The Delisting Offer is thus considered to have failed in terms of Regulation 23(1)(b) of SEBI Delisting Regulations.**
- 1.5. Pursuant to Regulation 23(2) of the SEBI Delisting Regulations, the equity shares tendered/ offered in terms of Schedule II of the SEBI Delisting Regulations shall be released/ returned on the date of making public announcement for the failure of the delisting offer under Regulation 17(4) of SEBI Delisting Regulations.
2. All other terms and conditions set forth in the Detailed Public Announcement and the Letter of Offer remain unchanged. This Post Offer Public Announcement is issued on behalf of the Acquirer by the Manager to the Offer in terms of Regulation 17(4) of the Delisting Regulations. All queries may be directed to the Manager to the Offer or the Registrar to the Offer.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 Corporate Professionals Corporate Professionals Capital Private Limited D-28, South Extension Part-1, New Delhi-110049, India Contact person: Ms. Anjali Aggarwal Telephone: 011-40622230/40622215 Email: mb@indiapcp.com Website: www.corporateprofessionals.com SEBI Registration No.: INM000011435 Validity Period: Permanent Corporate Identity Number: U74899DL2000PTC104508	 Kfin Technologies Private Limited Selenium, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi- 500032, Telangana, India Contact Person: Mr. M Murali Krishna Telephone: +91-4067162222/18003094001 Email: upil.delistingoffer@kfintech.com Website: www.kfintech.com SEBI Registration No.: INR000000221 Validity Period: Permanent Corporate Identity Number: U72400TG2017PTC117649

On behalf of Acquirer to the Offer
for Consolidated Photo & Finvest Limited

Sd/- Manoj Kumar Rastogi Managing Director	Sd/- Radhey Shyam Director	Sd/- Iti Goyal Company Secretary
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Place: New Delhi
Date: March 30, 2022