Universus Photo Imagings Limited

(Formerly known as JINDAL PHOTO IMAGING LIMITED)
CIN: L22222UP2011PLC103611
Corp. Off.: Plot No. 12, Sector-B-1, Local Shopping Complex, Vasant Kunj New Delhi-110070
Tel: 91-011-40322100, Email: cs_uphoto@universusphotoimagings.com
Website: www.universusphotoimagings.com

UPIL/DE-PT/SE/2026-27 **Date: 08th September 2026**

To,
The Manager Listing
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol: NSE: UNIVPHOTO

To,
The Manager Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001
Scrip Code: BSE: 542933

Subject: Notice of 15th Annual General Meeting (AGM)

Dear Sir/ Madam,

This is further to our letter dated **05th September, 2026**, wherein the Company had informed that the AGM of the Company is scheduled to be held on **Wednesday, 30th September, 2026.**

Pursuant to Regulation 30 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Notice of 15th Annual General Meeting scheduled to be held on **Wednesday, 30th September, 2026 at 11:30 A.M. at M Garden Hotel, Near Baral Police Chowki, Gulaothi, Distt. Bulandshahr, Uttar Pradesh 203408 (India)** through physical mode.

The Notice is also available on the website of the Company i.e. http://universusphotoimagings.com/ and on the website of KFin Technologies Limited at https://evoting.kfintech.com.

Please take the above on your record.

Thanking you,
Yours Sincerely,
For **UNIVERSUS PHOTO IMAGINGS LIMITED**

Suresh Kumar Digitally signed by Suresh Kumar Date: 2026.09.08 18:37:29 +05'30'

Suresh Kumar
Company Secretary & Compliance Officer
Membership. No.: ACS 41503
Add: Plot No.12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj, New Delhi-110070
Encl.: as above

UNIVERSUS PHOTO IMAGINGS LIMITED

CIN: L22222UP2011PLC103611
Regd. Office: 19th K.M. Hapur Bulandshahr Road, P.O. Gulaothi, Distt Bulandshahr, Uttar Pradesh -245408
Corporate Office: Plot Number - 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110070
Tel: 011-40322100
Email: cs_uphoto@universusphotoimagings.com Website:http://www.universusphotoimagings.com

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the members of Universus Photo Imagings Limited (CIN: L22222UP2011PLC103611) will be held as scheduled below:

Date	Wednesday, 30th September, 2026
Time	11:30 a.m
Venue	M Garden Hotel Near Baral Police Chowki, Gulaothi, Distt Bulandshahr Uttar Pradesh- 203408 (India)

ORDINARY BUSINESS(ES)

1. **Adoption of Accounts**

   To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2026 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 an Ordinary Resolution:

   "**RESOLVED THAT** Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March 2026 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 2026 together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

2. **Re-appointment of retiring director, Mr. Sanjiv Kumar Agarwal**

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

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjiv Kumar Agarwal (DIN: 01623575) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation**."**

SPECIAL BUSINESS(ES)

3. **To approve the re-appointment of Mr. Sanjeev Aggarwal (DIN:00006552) as an independent director of the company for the second term.**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 160 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Sanjeev Aggarwal (DIN: 00006552) who was appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to November 12, 2026, being eligible and who has given his consent along with declaration(s) that he meets criteria of independence as mentioned in the Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years from November 13, 2026 till November 12,2031(both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and approve material related party transaction with JPFL Films Private Limited

To consider and, if thought fit, pass the following resolution as an **Ordinary resolution:**

"**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with Schedule XII thereto ("SEBI Listing Regulations"), and the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together with series of transactions or otherwise) with JPFL FILMS Private Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of Goods, for an aggregate value not exceeding INR 50 Crore (Rupees Fifty Crore) during the financial year(s) 2026-27, 2027-28 and 2028-2029, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors

Sd/-
Suresh Kumar
Company Secretary
Membership No. ACS- 41503

Date: 05th September, 2026
Place: New Delhi

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 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 Wednesday, 23rd September 2026, 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 three 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. Route map for the directions to venue of the meeting is attached.
11. The Explanatory Statement as required under 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. The Board of Directors has considered and decided to include Item Nos. 3 to 4 as Special Business in the AGM in view of the business requirements and as such unavoidable in nature.
12. The Directors’ Report, Auditors’ Report and Audited Balance Sheet as at 31st March 2026 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., Wednesday, 23rd September 2026, 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 15th 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') Companies Act, 2013 together with rules, applicable Secretarial Standards etc.
17. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 24th September 2025 to Wednesday, 30th September 2026 (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 dematerialize 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 1st October 2023, shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. 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 Wednesday 23rd September 2026 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 2025-26. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
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.
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 and a letter providing the web-link for accessing the Notice of AGM and Annual Report, including the exact path, has been sent to those members who have not registered their email address with the Company/Depositories. 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 share transfer agent of the Company. Members may note that Annual Report FY 2025-26 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. For the convenience of the Members, 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.

27. 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.

28. 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.

29. 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.

30. 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.

31. 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 voting process in a fair and transparent manner in the 15th Annual General Meeting of the Company.

32. The Scrutinizer shall, immediately after the conclusion of voting at the 15th 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, and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, 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 e-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 e-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.

33. **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 depositors 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, Serilimgampally, Hyderabad - 500032, Toll Free Tel: 1- 800-309-4001, Email: einward.ris@kfintech.com, Website: www.kfintech.com.

INSTRUCTIONS FOR E-VOTING 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 Wednesday, 23rd September 2026 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: **Sunday 27th September 2026** from **09: 00 a.m.** (IST).

b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Tuesday 29th September 2026** up to **5.00 p.m.** (IST).

c) The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. 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 einward. 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.

E-voting process has been enabled for 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 not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

The process and manner of remote e-voting is explained below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

II. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Log in Method
Individual Members holding securities in demat mode with NSDL	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **Existing Internet-based Demat Account Statement ("IDeAS") facility Users:** Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. **'Universus Photo Imagings Limited '** or ESP i.e. KFin. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. **1. Those not registered under IDeAS:** Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e **Universus Photo Imagings Limited** or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of Member	Log in Method
Individual Members holding securities in demat mode with CDSL	1. **Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:** Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. **User not registered for Easi/ Easiest** Visit https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. **Alternatively, by directly accessing the e-voting website of CDSL** Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. **Universus Photo Imagings Limited** or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against **Universus Photo Imagings Limited**' or 'KFin'. v. Members will be redirected to e-voting website of KFin for casting their 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 Forgot Password option available at respective websites.*

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 102 0990** and **1800 22 4430**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-62343625, 022-62343626, 022-62343259**

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

Launch internet browser by typing the URL: https://emeetings.kfintech.com.

Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

After entering these details appropriately, click on "LOGIN".

You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

You need to login again with the new credentials.

On successful login, the system will prompt you to select the "EVEN" i.e., '**Universus Photo Imagings Limited**' and click on "Submit"

On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

In case you do not desire to cast your vote, it will be treated as abstained.

You may then cast your vote 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 have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line "**Universus Photo Imagings Limited**, "AGM 2026".

In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of https://evoting.kfintech.com or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

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 and shall be taken as forming part of the notice.

ITEM NO. 3 To Approve Re-appointment of Mr. Sanjeev Aggarwal (DIN: 00006552) as an Independent Director of the Company

Mr. Sanjeev Aggarwal (DIN: 00006552) was appointed as an Independent Director of the Company w.e.f **November 13, 2021** for a period of **Five** years effective from November 13 2021 up to November 12 2026 pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the rules made thereunder. The Board of Directors, basis recommendation of the Nomination & Remuneration Committee, in its meeting held on 12th August, 2026 has considered and approved his reappointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of 5 (Five) consecutive years commencing from November 13, 2026, till November 12, 2031 (both days inclusive) subject to the approval of the members of the Company by way of Special Resolution.

The Company has received a notice in writing from a member under section 160 of the Act, 2013 proposing the candidature of Mr. Sanjeev Aggarwal for the office of Independent Director of the Company. Mr. Sanjeev Aggarwal (DIN: 00006552) is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act an Independent Director.

Mr. Sanjeev Aggarwal is a Physics Hons, Graduate from Delhi University, possessing good techno commercial abilities, having a management experience of more than 23 years and has been running his own business in sheet metal manufacturing and fabrication. He is specialized in delivering high-quality, precision-based solutions, leveraging his extensive background in business development and management to successfully navigate this dynamic sector. With a strong foundation in both traditional industries and new-age technologies, Mr. Aggarwal continues to make significant contributions to the manufacturing landscape.

Section 149 of the Companies Act, 2013 *inter alia* stipulates the criteria of independence to be adopted to appoint an Independent Director on its Board. The Board is of the opinion that Mr. Sanjeev Aggarwal continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received a declaration from Mr. Sanjeev Aggarwal confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act"), read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Sanjeev Aggarwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sanjeev Aggarwal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by listed companies.

Further, Mr. Sanjeev Aggarwal has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Sanjeev Aggarwal has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Sanjeev Agarwal fulfils the conditions specified in the Act, rules thereunder, and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

The information as required under Regulation 36(3) under Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") are provided as annexure A to this Notice.

The resolution seeks the approval of members for the appointment of Mr. Sanjeev Aggarwal as an Independent Director of the Company for second term of 5 (Five) consecutive years commencing from November 13, 2026 till November 12, 2031 (both days inclusive) pursuant to section 149 and other applicable provision of the Companies Act, 2013 and the rules made thereunder by way of Special Resolution. He will not be liable to retire by rotation.

Except Mr. Sanjeev Aggarwal, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution set out in Item No. 3, except to the extent of their respective shareholding in the Company.

The Board recommends the proposed resolution in Item No. 3 for the approval of Members as a Special Resolution.

ITEM NO. 4 Approval for Material Related Party Transactions with JPFL films Private Limited

Pursuant to the provisions of Regulation 2(1)(zc), 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain prior approval of the Members by way of an Ordinary Resolution, in case transactions with a related party, individually or taken together with previous transactions during a financial year, exceeds the limits specified in schedule XII of listing Regulations.

Accordingly, approval of the Members is sought for entering into and/or carrying out and/or continuing with existing contracts/ arrangements/transactions with M/s JPFL Films Private Limited ("JFPL"), a Related Party, for purchase of goods in the routine nature, in the ordinary course of business and on an arm's length basis, such that the maximum value of the said transactions with JFPL, in aggregate in all three financial year (i.e. 2026-27, 2027-28 and 2028-29) does not exceed Rs. 50 Crore (Rupees Fifty Crore Only).

The Audit Committee of the Company has reviewed the proposed transaction(s) and has granted its approval thereto, having noted that the said transaction(s) are of a routine nature, at arm's length pricing, and in the ordinary course of business.

The necessary disclosures as per the SEBI Master Circular dated January 30, 2026 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD- PoD2/P/CIR/2025/93) on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), (effective from September 1, 2025) are set out below for the reference of the Members:

A (1). Basic details of the related party

Sl. No.	Particulars of Information	Information provided by the management
1.	Name of the related party	M/s JPFL Films Private Limited ("JFPL")
2.	Country of incorporation	India
3.	Nature of business of the related party	Manufacturing of flexible poly films

A (2). Relationship and ownership of the related party

Sl. No.	Particulars	Details
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following	Other related party.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

A (3). Details of previous transactions with the related party

<table>
<tr><th>Sl. No.</th><th>Particulars of the information</th><th>Information Provided by the Management</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party during the last financial year.</td><td>a) Listed Entity<table><tr><th>Sl. No.</th><th>Nature of transactions</th><th>FY 2025-26 (INR in Crore)</th></tr><tr><td>1.</td><td>Purchase of Goods</td><td>2.21</td></tr></table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 0.67 crore</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
</table>

A (4). Amount of the proposed transaction(s)

<table>
<tr><th>Sl. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the shareholders.</td><td>Rs. 50 Crore</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>Approx. 266.30%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Approx 5.52%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>Particulars<table><tr><th>Particulars</th><th>FY 2025-26(INR Crore)</th></tr><tr><td>Turnover</td><td>1418.79</td></tr><tr><td>Profit after Tax</td><td>(1082.12)</td></tr><tr><td>Net worth</td><td>(2649.19)</td></tr></table></td></tr>
</table>

A (5). **Basic details of the proposed transaction**

1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Goods
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Recurring transaction for a duration of three financial years commencing from financial year 2026-2027 to financial year ending 2028-2029
4	Whether omnibus approval is being sought?	No
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Exceeding Rs. 50 Crore during the financial year 2026-27 to 2028-29
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	To leverage synergies and enhance operational efficiency across our group entities.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not interested
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	All the relevant information has been disclosed hereinabove forming part of Explanatory Statement to Item no. 4

B. (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sl. No.	Particulars of the information	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	On Arm's length basis
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	NA
	b Tenure	NA
	c Whether same is self-liquidating?	NA

According to Regulation 23 of the Listing Regulations, all entities falling under the definition of Related Parties as per Regulation 2(zb) of the Listing Regulations, shall not vote to approve the relevant transaction, irrespective of whether the entity is directly involved in the particular transaction or not. Consequently, all related parties of the Company shall not vote on the resolution to approved the transaction.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4, except to the extent of their Directorship and respective shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 for the consideration and approval of the Members.

ANNEXURE-A

Information about director seeking appointment/re-appointment in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard- 2 and under Regulation 36(3) of the SEBI LODR.

Name of the Director	Mr. Sanjiv Kumar Agarwal	Mr. Sanjeev Aggarwal
Director Identification Number(DIN)	01623575	00006552
Date of Birth and Age	16/01/1964 (62 years)	20/08/1968 (58 Years)
Date of Appointment	07/02/2018	13/11/2021
Brief Profile (including Experience and Expertise in specific functional area)	Mr. Sanjiv Kumar Agarwal is a highly experienced professional with approximately 31 years of expertise in commercial, accounts, and management. Over the course of his distinguished career, he has developed a deep understanding of financial management, operational efficiency, and strategic decision-making. Mr. Agarwal has successfully held various leadership positions where he was responsible for overseeing financial operations, managing accounts, and driving business performance. His vast experience in commercial management has enabled him to streamline processes, optimize resources, and ensure the financial health of the organizations he has been part of.	Mr. Sanjeev Aggarwal is a Physics Hons, Graduate from Delhi University, possessing good techno commercial abilities, having a management experience of more than 23 years and has been running his own business in sheet metal manufacturing and fabrication. He is specialized in delivering high-quality, precision-based solutions, leveraging his extensive background in business development and management to successfully navigate this dynamic sector. With a strong foundation in both traditional industries and new-age technologies, Mr. Aggarwal continues to make significant contributions to the manufacturing landscape.
Relationship with other Directors and KMPs	None	None
Terms and conditions ofappointment /reappointment	Liable to retire by rotation	Re-appointment as an Independent Director for the second term of 5 years, not liable to retire by rotation w.e.f. November 13, 2026 to November 12, 2031
Details of remuneration sought to be paid	Sitting Fees paid to Mr. Sanjiv Kumar Agarwal is given in Corporate Governance Report	Sitting Fees paid to Mr. Sanjeev Aggarwal is given in Corporate Governance Report
No. of Board Meetings attended during the year	7	7
Qualifications	B.Sc, L.L.B, M.B.A	Physics Hons, LLB (Delhi University)
List of outside Directorship	1. SBJ Green Investments Private Limited 2. Jindal Realtors Limited 3. Jindal Imaging Limited 4. Universus Poly & Steel Limited 5. Jumbo Finance Limited 6. Jindal Films India Limited 7. Consolidated Finvest & Holding Limited 8. Howrah Tradebiz Limited 9. Universus Commercial Properties Limited 10. Anchor Image & Films Private Limited 11. Cliff Propbuild Limited 12. Jindal Flexible Packaging Private Limited	1. Jindal Poly Films Limited 2. Consolidated Finvest & Holdings Limited 3. Jindal (India)Limited 4. JPFL Films Private Limited

Membership/ Chairmanship of Committees in the Company	In the Company Chairmanship-Nil Memebership-1(Universus Photo Imagings Limited – Stakeholders Relationship Committee) Other Company Chairmanship-Nil Membership - 3 (Consolidated Finvest & Holdings Limited- Stakeholders Relationship Committee, Jindal Films India Limited- Audit Committee Jumbo Finance Limited-Audit Committee)	In the Company Chairmanship - Nil Membership - 1 (Universus Photo Imagings Limited – Audit Committee) Other Company Chairmanship - Nil Membership - 3 (Consolidated Finvest & Holdings Limited - Audit Committee, Jindal (India)Limited - Audit Committee and Jindal Poly Films Limited - Audit Committee)
Shareholding in the Company	Nil	Nil
Resigned from Listed Companies in past three years	Nil	Nil
Nationality	Indian	Indian