



**CONSOLIDATED SCRUTINIZER'S REPORT
UNIVERSUS PHOTO IMAGINGS LIMITED**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Universus Photo Imagings Limited
CIN- L22222UP2011PLC103611
19th K.M Hapur Bulandshahr Road,
P.O Gulaothi, Distt. Bulandshar (UP)-245408.

Sub.: Consolidated Scrutinizer's Report on e-voting and voting through ballot paper conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the 14th Annual General Meeting of Universus Photo Imagings Limited held on Tuesday, September 30, 2025 at 11:30 A.M. at Hotel Natraj, Kala Aam, Delhi Road, Civil Lines, Bulandshahr, Uttar Pradesh 203001.

Dear Sir,

- 1) The Board of Directors of Universus Photo Imagings Limited (hereinafter referred as "the Company") at its meeting held on August 30, 2025 has appointed us as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and voting through ballot paper conducted at Company's 14th Annual General Meeting ("AGM") in fair and transparent manner.
- 2) The Company had engaged KFIN Technologies Limited ("KFIN") as the service provider, for extending the facility of electronic voting facility to the shareholders of the Company.
- 3) As on September 23, 2025 i.e. the cut-off date, there were 28,337 Shareholders of the Company who were entitled to vote on the resolutions



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placed for the approval of the shareholders through remote e-voting as well voting facility through ballot paper at the AGM of the Company.

- 4) The Remote e-voting process was started on Saturday, September 27, 2025 at 09:00 A.M. and ended on Monday, September 29, 2025 at 5.00 P.M.
- 5) At the 14th AGM of the Company, the Chairman of the Company has called the members present in the meeting who could not participate in the remote e-voting, to record their votes through the Ballot paper process in the AGM.
- 6) We have scrutinized and reviewed the remote e-voting and voting facility through ballot paper provided to shareholders during the AGM and votes cast therein based on the data downloaded from the KFIN e-voting system.
- 7) On completion of proceedings during the AGM, the report on voting conducting through ballot paper done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by us in the presence of two witnesses who were not in the employment of the Company. We have downloaded the e-voting report from the website of KFin in respect of Members, who voted through e-voting and votes were counted.
- 8) The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Act, the Rules including MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, relating to remote e-voting prior to the AGM and voting through ballot papers conducted at the AGM on the resolutions contained in the notice of the AGM ("Notice").
- 9) Our responsibility as Scrutinizer for Remote e-voting and voting through ballot paper provided during the AGM is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice, based on the reports generated from the website of KFIN.



10) We now submit our consolidated Report as under on the result of the remote e-voting and voting through ballot paper done during the AGM in respect of the said resolutions.

ORDINARY BUSINESS

RESOLUTION NO.1- ORDINARY RESOLUTION

ADOPTION OF ACCOUNTS

To receive, consider and adopt the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31st March 2025 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

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
82	78,36,249	9	19	78,36,268	87.4555

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
8	11,24,022	0	0	11,24,022	12.5445

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper
0	0	0	0	0



(IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
0	0

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO.2 ORDINARY RESOLUTION

Re-appointment of Mr. Shailendra Sinha, Retiring Director

To re-appoint a director in place of Mr. Shailendra Sinha, Director (DIN: 08649186) who retires by rotation and being eligible, offers himself for re-appointment.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted -Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
80	78,28,589	9	19	78,28,608	87.3701

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted -Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
9	11,31,672	0	0	11,31,672	12.6299



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(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper
0	0	0	0	0

(IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
1	10

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 3 – ORDINARY RESOLUTION

TO APPOINT M/S DMK ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITORS OF THE COMPANY.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
81	78,36,239	9	19	78,36,258	87.4555



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(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
8	11,24,022	0	0	11,24,022	12.5445

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper
0	0	0	0	0

(IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
1	10

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast in against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is approved by the members.

RESOLUTION NO. 4 – ORDINARY RESOLUTION

Approve Material Related Party Transactions with JPFL Films Private Limited

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
77	556	9	19	575	6.9587



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(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper	% of total number of valid votes cast
8	7,688	0	0	7,688	93.0413

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Ballot paper	No. of votes cast (Shares) – Ballot paper	Total no. of votes cast through E-voting and Ballot paper
1	*11,23,984	0	0	0

*Being Related Party holding more than 10% of the total paid up share capital of the Company.

(IV) ABSTAINED VOTES:

Number of Members who abstained from voting	No. of abstained votes
4	78,28,043

RESULT

As the number of votes cast in favour of the resolution was less than the number of votes cast in against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is not approved by the members.



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- 11) The electronic data and other relevant records relating to e-voting and voting conducting through ballot paper at the AGM are under our safe custody until the Chairman considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Date : 01.10.2025
Place : New Delhi
UDIN : F005480G001430211

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**



(MONIKA KOHLI)

PARTNER

B.Com (H), FCS, LLB., IP

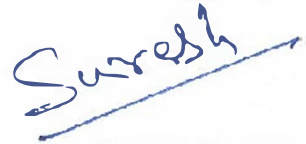
CP No. 4936

FCS No. 5480

Peer Review No. 6896/2025



**For UNIVERSUS PHOTO IMAGINGS
LIMITED**



**Suresh Kumar
Company Secretary & Compliance Officer
(Authorised by the Chairperson)**