

GIRISH MURARKA & CO.

Company Secretaries

Ground Floor, Wing "A", Flat No. 001, Bharateeya Kala Mandal C/2, Co-op. Hsg. Soc. Ltd.

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REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rule 2014]

The Chairman

UNIVERSAL ARTS LIMITED

Ganapati Bhavan, 1st Floor,
M. G. Road, Goregaon (West),
Mumbai 400 062

TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIVERSAL ARTS LIMITED HELD ON FRIDAY, 29TH DAY OF SEPTEMBER, 2023 AT 11.05 AM AT KESHAV GORE SMARAK TRUST HALL, SITUATED AT KESHAV GORE SMARAK TRUST, SMRITI, AAREY ROAD, GOREGAON (WEST), MUMBAI 400 104

Sub: Combined Report of Scrutinizer in respect of votes casted by e-voting and poll on the resolution proposed in the Notice convening aforesaid 28th Annual General Meeting of the Members of the Company.

I, Mr. Girish Murarka, Proprietor of M/s GIRISH MURARKA & CO., Practicing Company Secretaries having Membership No. 7036 and Certificate of Practice No. 4576 appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 for the purpose of remote voting as well as voting by poll taken on the resolution proposed at 28th Annual General Meeting of the Equity Shareholders of the Company held on Friday, 29th September, 2023 at 11.05 am at Keshav Gore Smarak Trust Hall situated at Keshav Gore Smarak Trust Hall, Smriti, Aarey Road, Goregaon West, Mumbai - 400 104 submit my report as under:

1. The Company had appointed Central Depository Services (India) Limited (CDSL) for the purpose of providing the facility of remote e-voting to the Members of the Company.
2. CDSL has set up an electronic voting facility on their website www.evotingindia.com and Company had uploaded all the item of business to be transacted at the 28th Annual General Meeting on the website of CDSL. The EVSN generated for 28th Annual General Meeting is 230906104.
3. The Notice clearly indicate the process and manner of voting by electronic means including stepwise procedure for voting in a secure manner.

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4. The Cut-off / Record date for purpose of identification of Members who is entitled to vote on the resolution was 22nd September, 2023.
5. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published on 7th September, 2023 in Free Press Journal (English) and Navshakti (Marathi) about the Notice of 28th Annual General Meeting.
6. The Company has issued corrigendum regarding the appointment of Statutory Auditor and the same is uploaded on the website of the BSE Limited. The fact of the corrigendum is as below:

The existing auditor M/s. Gonsalves & Associates had consented to be the Statutory Auditor of the Company vide their letter dated 04/08/2023 but due to some technical issues they expressed that they won't be able to continue as statutory auditors of the company vide their letter dated 14/09/2023. The Board of director had identified M/s. B.L.DARSHARDA AND ASSOCIATES (FRN 112615W) Chartered accountants as Statutory Auditors to be appointed at the ensuing 28th Annual General meeting for the first consecutive period of 5 years and recommended him for his appointment at the 28th AGM. The Board and the Committee i.e. Audit Committee and Nomination and Remuneration Committee has gone through the consent letter, eligibility certificate and peer review certificate provided by M/S. B.L.DARSHARDA AND ASSOCIATES (FRN 112615W) which was available for inspection at AGM.

(The details of corrigendum were published on 23rd September 2023 in the Regional language newspaper 'Navshakti' and English language newspaper 'Free Press Journal')

7. The remote e-voting period commenced from 9.00 a.m. on Tuesday, 26th September, 2023 and closed at 5.00 pm on Thursday, 28th September, 2023.
8. At the end of the voting period at 5.00 pm on Thursday, 28th September, 2023 the remote e-voting portal was blocked forthwith and the same was unblocked after the 28th Annual General Meeting was over on 29th September, 2023 in the presence of two witnesses Mr. Nitesh Sonawane and Mr. Abhisekh Chogale.
9. At the venue of the 28th Annual General Meeting of the Company on Friday, 29th September, 2023, the facility to vote through ballot paper was provided to those members presents in person or by Proxy and who did not participate through remote e-voting.
10. At the close of the meeting, Ballot Box kept for polling was locked in my presence.

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11. The locked ballot box was opened in my presence along with two witness Mr. Nitesh Sonawane and Mr. Abhisekh Chogale and the poll papers were diligently scrutinized. The Poll papers were reconciled with the record maintained by the RTA.

12. No poll paper was found defective or invalid.

13. The consolidated results of remote e-voting and voting by poll are as under:

1. Ordinary Resolution:

Adoption of the Audited financial statements (including Consolidated Financial Statement) of the Company for the year ended on 31st March, 2023 and the Board's and Auditors' Reports thereon.

Type of Voting	No. of Members Voted	No. of Vote casted	In favor	Against	Invalid	% of Vote in favour
Remote E-voting	36	101939	101739	200	0	99.80
Voting by Poll	10	800096	800096	0	0	100.00
Total	46	902035	901835	200	0	99.98

The above Resolution as set out in the Notice of 28th Annual General Meeting are passed with requisite majority as Ordinary Resolution

2. Ordinary Resolution:

To appoint a director in place of Mrs. Ulka Manish Shah (DIN No: 00434277) who retires by rotation and, being eligible, offers herself for re-appointment.

Type of Voting	No. of Members Voted	No. of Vote casted	In favor	Against	Invalid	% of Vote in favour
Remote E-voting	36	101939	101739	200	0	99.80
Voting by Poll	10	800096	800096	0	0	100.00
Total	46	902035	901835	200	0	99.98

The above Resolution as set out in the Notice of 28th Annual General Meeting are passed requisite majority as Ordinary Resolution

3. Ordinary Resolution:

To appoint *M/S. B.L.DARSHARDA AND ASSOCIATES, Chartered Accountants, having (FRN 112615W)* as Statutory Auditor for the consecutive period of 5(Five) years for the financial year commencing from 2023-24 to 2027-2028.

Type of Voting	No. of Members Voted	No. of Vote casted	In favor	Against	Invalid	% of Vote in favour
Remote E-voting	36	101939	101739	200	0	99.80
Voting by Poll	10	800096	800096	0	0	100.00
Total	46	902035	901835	200	0	99.98

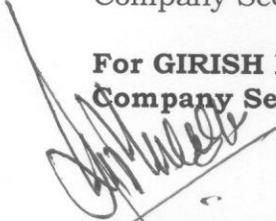


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The above Resolution as set out in the Notice of 28th Annual General Meeting are passed requisite majority as Ordinary Resolution

The Pen drive containing the list of equity shareholders who voted for / Against and also the Poll Paper, other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

**For GIRISH MURARKA & CO.
Company Secretaries**


**Girish Murarka
Proprietor
ACS - 7036
COP - 4576**



**Place: Mumbai
Date : 30.09.2023
UDIN : A007036E001147835
Peer Review No. 2223/2022**