

Universal Arts Limited

30th Annual Report

2024-2025

CORPORATE INFORMATION

BOARD OF DIRECTORS:

- | | | |
|--|---|--|
| a) Managing Director | : | Mr. Manish Shah (DIN: 00434171) |
| b) Non-executive Director (Woman Director) | : | Mrs. Ulka Shah (DIN: 00434277) |
| c) Independent Non-Executive Director | : | Mr. Kishor Gujale (DIN: 09459932) |
| d) Independent Non-Executive Director | : | Mr. Nikesh Kesarimal Oswal
(DIN:07895357) |

KEY MANAGERIAL PERSONNEL:

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| a) Chief Financial Officer | : | Mr. Nandlal Kumar |
| b) Company Secretary and Compliance Officer | : | Mrs. Razia Bashir Mujawar |

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| STATUTORY AUDITORS: | : | B. L. Dasharda and Associates
Chartered Accountants
301, Vastubh Apts,
Near Hanuman Temple,
Datta Pada, Cross Road No. 1,
Borivali (East), Mumbai – 400066 |
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| SECRETARIAL AUDITOR: | : | M/s Girish Murarka & Co.
Company Secretaries
Mumbai |
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| REGISTERED OFFICE: | : | Ganapati Bhavan, 1 st Floor, M. G. Road.,
Goregaon (West),
Mumbai 400 062 |
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| CIN: | : | L22300MH1995PLC091082 |
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| WEBSITE: | : | www.universal-arts.in |
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| EMAIL: | : | universalartslimited@hotmail.com |
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| REGISTRAR & TRANSFER AGENT (RTA): | : | Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai 400 072 |
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| WEBSITE OF RTA: | : | www.bigshareonline.com |
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| EMAIL OF RTA: | : | info@bigshareonline.com |
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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of **UNIVERSAL ARTS LIMITED** will be held on Tuesday, 30th September, 2025 at 10.30 a.m. at Govind Dalvi Sabhagruh, Aarey Road, Above Bank of Maharashtra, Goregaon West, Mumbai – 400 104 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby received, considered and adopted”

2. To appoint a Director in place of Mrs. Ulka Shah (DIN - 00434277), who is liable to retire by rotation and being eligible, offers herself for re-appointment.

To appoint a Director in place of Mrs. Ulka Shah (DIN - 00434277), who retires by rotation and being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, to pass 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mrs. Ulka Shah (DIN - 00434277), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation”.

Registered Office:
Ganpati Bhavan, 1st floor,
M. G. Road, Goregaon West,
Mumbai- 400062

By Order of the Board
For UNIVERSAL ARTS LIMITED

Sd/-

Date : 06/09/2025
Place : Mumbai

Razia Bashir Mujawar
Company Secretary and Compliance Officer

NOTES FOR MEMBERS' ATTENTION

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER.
- **PROXY:** A form of proxy is enclosed to this Notice. No instrument of proxy shall be valid unless:
 - a) It is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting
- Members / proxies are requested to bring duly filled attendance slips, sent herewith, to attend the Meeting and proxy holder shall prove his/her identity at the time of attending the Meeting.
- Institutional Shareholders / Corporate Shareholders (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., authorising its representative to attend the AGM on its behalf and to vote through remote E- voting or during the AGM.
- The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to girishmurarka@gmail.com with a copy marked to universalartslimited@hotmail.com
- The Register of Members of the Company will be closed from 23rd September, 2025 to 29th September, 2025 (Both days inclusive) for the purpose of holding 30th Annual General Meeting.
- **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode.
- SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders, according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), contact details, bank account details and specimen signature, in Form ISR-1 along with the supporting documents to **Bigshare Services Pvt Ltd** at the above mentioned address or by email to info@bigshareonline.com from their registered email id.
- Further, it is mandated that the RTA shall not process any service request or complaint of shareholders till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2024, the folios shall be frozen by the RTA.
- Members holding shares in demat form are requested to provide their e-mail address, mobile number, bank details and details relating to nomination to their Depository Participant(s) ("DPs"), in case the same are not updated.
- **Details of Scrutinizer:** Mr. Girish Murarka, Company Secretary having firm under the name

and style M/s Girish Murarka & Co. (Certificate of Practice No. 4576). The Scrutinizer's decision on the validity of the votes shall be final.

- The Chairman shall declare the results of the electronic voting after the AGM.
- **DISPATCH OF ANNUAL REPORT:** Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36(1)(a) of SEBI Listing Regulations, soft copy of the Annual Report and other communications shall be served to the Members through electronic mode to those Members who have registered their e-mail address either with the Company or **Bigshare Services Pvt. Ltd.** or with any Depositories.
- In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the 30th Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
- Members holding shares in physical form are requested to convert their shareholdings into DEMAT form with their respective Depository Participants.
- Members may also note that the Notice of the AGM and the Annual Report for the financial year 2024- 25 will also be available on the Company's website [www. universal-arts.in](http://www.universal-arts.in).
- In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities
- Documents referred to in the Notice shall be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to **universalartslimited@hotmail.com** for the same.
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 23rd September, 2025 (being the cutoff date), are entitled to vote on the Resolutions set forth in this Notice.
- The facility for voting at AGM shall be made available and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The Remote E-voting facility will commence at 9.00 am on 27th September, 2025 and end at 5.00 pm on 29th September, 2025..
- The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. at <https://ivote.bigshareonline.com>.
- The AGM has been convened in compliance with applicable provisions of the Companies Act, 2013.

PROCEDURE FOR REMOTE E-VOTING:

- 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by iVote by Bigshare Services Private Limited.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on Saturday, September 27, 2025 at 09:00 a.m. and ends on Monday, September 29, 2025 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile number & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

➤ **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.

- Please enter your '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on your register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

➤ Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

➤ Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- **NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘Forgot your password?’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’**.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

➤ Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

- **OTHER INSTRUCTIONS:** Members holding shares as on the Cut-off Date shall be entitled to vote through remote e-voting or vote at the meeting venue. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owner of the Company will be entitled to vote during the AGM.
- The route map of the venue of the Meeting is given in the Notice.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman.
- The Chairman shall declare the results of the voting after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company in the annual reports section.

Regd. Off:
Ganapati Bhavan, First Floor,
M. G. Road, Goregaon (West)
Mumbai - 400 062

Place : Mumbai
Date : 06/09/2025

By Order of the Board
For UNIVERSAL ARTS LIMITED

Sd/-

Razia Bashir Mujawar
Company Secretary and Compliance Officer

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L22300MH1995PLC091082
Name of the company	UNIVERSAL ARTS LIMITED
Registered Office	GANPATI BHAVAN 1 St FLR, M G ROAD GOREGAON WEST MUMBAI - 400062

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No. /Client ID	
DP ID	

I/We, being the member(s) of Universal Arts Limited holding shares of the company.

Hereby appoint:

Name :	
Address:	
E-mail Id:	
Signature, or failing him	

Name :	
Address:	
E-mail Id:	
Signature, or failing him	
Name :	
Address:	
E-mail Id:	
Signature, or failing him	

as my/ our proxy to attend and vote for me/us and on my/our behalf at the 30th ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, 30th September, 2025 at 10.30 a.m. at Govind Dalvi Sabhagruh, Aarey Road, Above Bank of Maharashtra, Goregaon West, Mumbai - 400 104 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote		
		For	Against	Abstain
Ordinary Resolution				
1.	<p>To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:.</p> <p>“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby received, considered and adopted”</p>			
2.	<p>To appoint a Director in place of Mrs. Ulka Shah (DIN - 00434277), who retires by rotation and being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:</p> <p>“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mrs. Ulka Shah (DIN - 00434277), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation”.</p>			

Signature of the Member:

Signature of Proxy holder(s):

Notes:

- 1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting;
- 2. It is optional to indicate your preference. If you leave the ‘for’, ‘against’ or ‘abstain’ column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP FOR 30th ANNUAL GENERAL MEETING

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE AGM HALL

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request.

Name & Address of the Shareholder:		
Joint Holder 1:		
Joint Holder 2:		
Folio No.:	DP ID:	Client ID:
No. of Shares:		

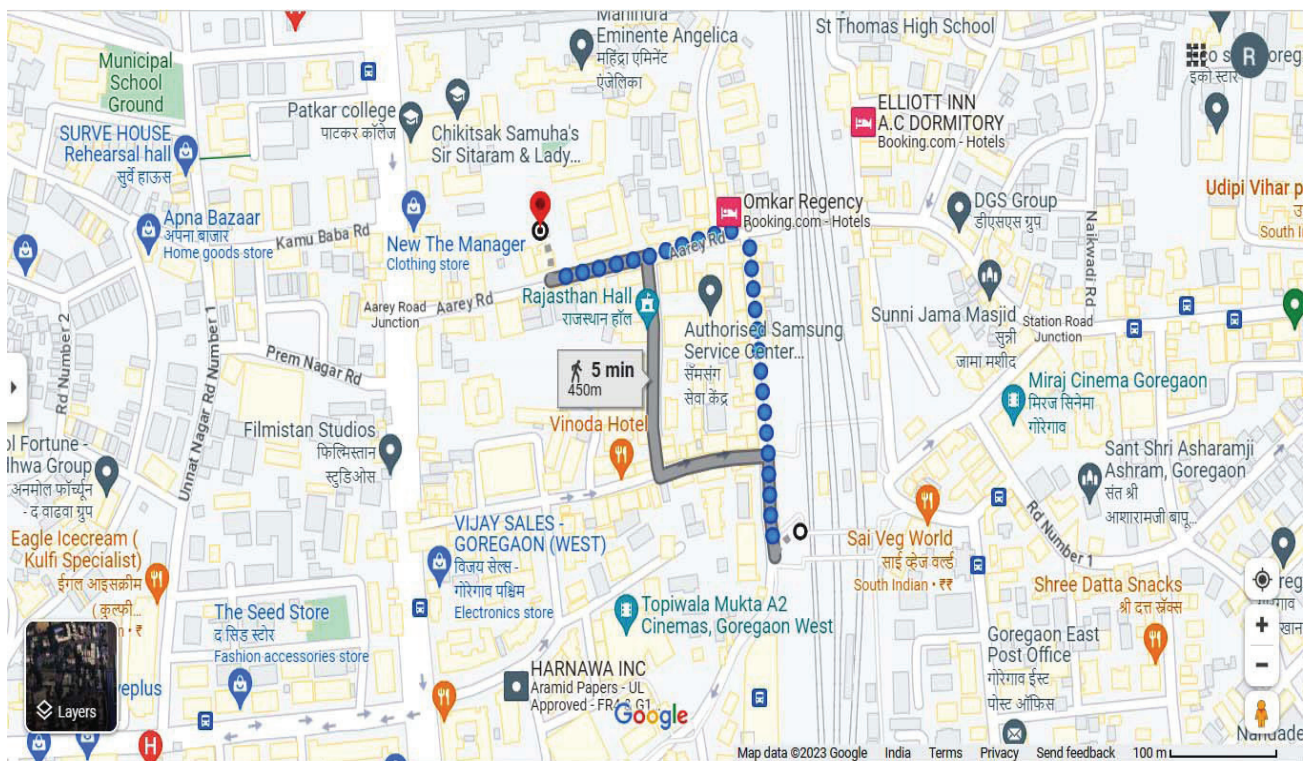
I / We record my / our presence at the **30TH ANNUAL GENERAL MEETING** of the Company being held on Tuesday, 30th September, 2025 at 10.30 a.m. at Govind Dalvi Sabhagruh, Aarey Road, Above Bank of Maharashtra, Goregaon West, Mumbai – 400 104.

Name(s) of the Shareholder(s)/Proxy **(IN BLOCK CAPITALS)**.

Signature(s) of the Shareholder(s) or Proxy

NOTE: You are requested to sign and handover this slip at the entrance of the Meeting venue. You are also requested to bring your copy of Annual Report at the Meeting.

ROUTE MAP TO THE 30TH ANNUAL GENERAL MEETING VENUE



Address: Govind Dalvi Sabhagruh, Aarey Road, Above Bank of Maharashtra, Goregaon West, Mumbai – 400104

Route from Goregaon Station West to Govind Dalvi Sabhagruh – 5 minutes walking distance (450 m)

<https://www.google.com/maps/dir/>

Goregaon+Railway+Station,+Jawahar+Nagar,+Goregaon,+Mumbai,+Maharashtra/GOVIND+DALVI
+SABHAGRUH,+Piramal+Nagar,+Goregaon+West,+Mumbai,+Maharashtra/@19.1658235,72.8483
194,16.75z/data=!4m14!4m13!1m5!1m1!1s0x3be7b652f1c3f105:0xa9bba843ef473425!2m2!1d72.8
493124!2d19.1647574!1m5!1m1!1s0x3be7b65394799111:0x6e5094101d762269!2m2!1d72.84734
95!2d19.1672654!3e2?entry=tту

DIRECTORS’ REPORT

To,
The Members,

The Board of Directors present the Annual Report on the business and operations of your Company along with the audited standalone and consolidated financial statements for the financial year ended 31st March 2025. The Statement of Accounts, Auditors’ Report, Board’s Report, and attachments thereto have been prepared in accordance with the provisions contained in Section 134 of Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

FINANCIAL PERFORMANCE:

The performance of the Company for the financial year ended 31st March 2025 is summarized below:

(Amount in Thousands)

PARTICULARS	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Total Revenue	5,061.15	18,908.25	5,095.69	18,968.41
Total Expenses	2,001.93	15,291.99	2,097.05	15,368.47
Profit / (Loss) before Tax	3,059.22	3,616.26	2,998.65	3,599.95
Less: Tax Expenses				
Earlier Year Tax	1.00	-	1.00	-
Deferred Tax	1,490.35	-	1,490.35	-
Current Tax	-	-	-	-
Profit / (Loss) for the year	1,567.87	3,616.26	1,507.30	3,599.95
Earnings Per Share	0.16	0.36	0.15	0.36

The above results are in compliance of Indian Accounting Standards (IND AS) notified by the Ministry of Corporate Affairs. The results for the previous periods have been restated to comply with Ind AS and are comparable on like to like basis.

DIVIDEND:

The profits earned by the Company during the year under review is on account of revaluation of the investment at market value in compliance with Ind AS, in view of the same, directors do not recommend any dividend for the financial year ended on 31st March, 2025.

TRANSFER TO RESERVES:

During the year under review, profits amounting to Rs. 15,67,870 /- were transferred to the reserves of the Company.

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

The company is engaged in the business of buying and selling of movie rights. Revenue from other services is recognized as and when such services are performed.

Your Company earned a Total Revenue of Rs. 50,61,154 /- during the year under review.

MANAGEMENT'S DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of the Company is covered under **Annexure A** which forms part of this report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the business activity of the Company during the year.

SHARE CAPITAL:

The Authorized Share Capital as on 31st March, 2025 was Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 Equity Shares of Rs. 10/- each. There has been no change in the Equity Share Capital of the Company during the financial year 2024-25.

The issued Share Capital as on 31st March, 2025 was Rs. 10,00,08,000/- divided into 1,00,00,800 Equity Shares of Rs. 10/- each out of which 8,30,900 equity shares were forfeited in July 2001 and 8,00,000 shares were re-issued. Paid-up Capital of the Company during the financial year was Rs. 9,96,99,000/- divided into 99,69,900 Equity Shares of Rs. 10/- each.

REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

A statement pursuant to Section 129 of the Companies Act, 2013 relating to Company's subsidiary is attached to the Annual Report as **Annexure C** and there are no Associate or joint venture Companies.

Bama Infotech Private Limited is the wholly owned subsidiary of Universal Arts Limited.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. The question of non-compliance of the relevant provisions of the law relating to acceptance of deposits does not arise.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(i) Directors

As of March 31, 2025, your Company had 4 Directors, which includes 2 Independent Non-Executive Directors, 1 Managing Director, 1 Woman Director (Non-Executive).

Changes in the Board of Directors

There were following changes in the Board of Directors of the Company during the financial year under review:

Sr. No.	Name of Director	DIN	Designation	Nature of change	Date of change
1	Nikesh Oswal	07895357	Non-executive Independent Director	Cessation	01/04/2024
2	Nikesh Oswal	07895357	Non-executive Independent Director	Appointment	01/07/2024

As per the provisions of the Companies Act, 2013, Mrs. Ulka Shah (DIN: 00434277) will retire as director of the Company at the Annual General Meeting and being eligible, seeks re-appointment. The Board recommends her re-appointment.

(ii) Key Managerial Personnel

There were following changes in the Key Managerial Personnel (KMP) of the Company during the financial year under review:

Sr. No.	Name of KMP	PAN	Designation	Nature of change	Date of change
1	Nandlal Kumar	FCIPK9298D	CFO	Appointment	28/05/2024
2	Sunil Singh	DVTPS4084P	CFO	Cessation	04/06/2024

INDEPENDENT DIRECTORS' MEETING:

Pursuant to Part VII of Schedule IV of the Companies Act, 2013 and provisions of Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors had separate meeting without attendance of Non-Independent Directors during the year and have reviewed the performance of Non-Independent Directors and the Board of Directors as a whole. The Independent Directors assessed the quality, quantity and timeliness of information between the Company and the management and the Board.

CEO / CFO CERTIFICATION:

As required by Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO / CFO certificate for the financial year 2024-25 has been submitted to the Board and the copy thereof is contained in the Annual Report as **Annexure B**.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEE AND INDIVIDUAL DIRECTOR:

As per Rule 8(4) of the Companies (Accounts) Rules, 2014, the Board has also made the formal evaluation of its own performance as well as the evaluation of working of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee. The Board has also evaluated performance of Independent Directors

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received the Declarations of Independence as stipulated under Section 149(7) of the Companies Act, 2013 from each of the Independent Directors confirming that he/she is not disqualified from being appointed/ continuing his/her tenure as an Independent Director on the Board of Directors of the Company.

NUMBER OF BOARD MEETINGS:

During the financial year 2024-25, the Board of Directors of the Company met five (5) times. The intervening gap between the two meetings was within the period as prescribed under the Companies Act, 2013.

The Board meetings were held on 28th May, 2024, 01st July, 2024, 06th August, 2024, 15th October, 2024 and 23rd January, 2025.

The frequency of board meetings and quorum at such meetings were in accordance with the Companies Act, 2013 and the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and compliances of Secretarial Standards-1 (SS1) on Meeting of the Board of Directors issued by ICSI. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013, the Listing Regulations and SS-1.

BOARD COMMITTEES:

AUDIT COMMITTEE:

The Audit Committee is constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. Members of the Audit Committee possess financial / accounting expertise / exposure. Further, all the recommendations made by the Audit Committee were duly accepted by the Board of Directors.

The composition of Audit Committee as on 31st March, 2025 was as follows:

- i) Kishore Nitin Gujale (Chairman & Non-Executive Independent Director)
- ii) Nikesh Kesarimal Oswal (Non-Executive Independent Director)
- iii) Ulka Manish Shah (Non-executive Director)

Four (4) meetings of the Audit Committee members were held during the financial year 2024-25 on 28th May, 2024, 06th August, 2024, 15th October, 2024 and 23rd January, 2025.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. Members of the Nomination and Remuneration Committee possess sound expertise / knowledge / exposure in this field.

The composition of Nomination and Remuneration Committee as on 31st March, 2025 was as follows:

- i) Nikesh Kesarimal Oswal (Chairman & Non-Executive Independent Director)
- ii) Kishore Nitin Gujale (Non-Executive Independent Director)
- iii) Ulka Manish Shah (Non-executive Director)

Three (3) meetings of the Nomination and Remuneration Committee were held during the financial year 2024-25 on 28th May, 2024, 01st July, 2024 and 06th August, 2024.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee is constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. Members of the Stakeholders Relationship Committee possess sound expertise / knowledge / exposure.

The composition of Stakeholders Relationship Committee as on 31st March, 2025 was as follows:

- i) Kishore Nitin Gujale (Chairman & Non-Executive Independent Director)
- ii) Nikesh Kesarimal Oswal (Non-Executive Independent Director)
- iii) Ulka Manish Shah (Non-executive Director)

Two (2) meetings of the Stakeholders Relationship Committee were held during the financial year 2024-25 on 28th May, 2024 and 23rd January, 2025.

ANNUAL RETURN:

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for Financial Year 2024-25 is uploaded on the website of the Company and the same is available on <https://universal-arts.in>

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual financial statements for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate

accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv. The Directors had prepared the annual financial statement for the financial year ended March 31, 2025, on a going concern basis;
- v. The Directors had laid down proper internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT:

The Company has in place adequate internal financial controls commensurate with nature and size of the business activity and with reference to the financial statements. The controls comprise of policies and procedures for ensuring orderly and efficient conduct of the Company's business, including adherence to its policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

According to the Directors of your Company, elements of risks that threaten the existence of your Company are very minimal. Risk Control and Mitigation mechanisms are tested for their effectiveness on regular intervals.

WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical conduct. The Company has a Whistle Blower policy under which employees are free to report violations of the applicable laws and regulations and the code of conduct. The Whistle Blower Policy is available on the website of the Company at www.universal-arts.in.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

- A. The requirements under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies [Audit & Auditors] Rules, 2014 in so far as energy conservation, technology absorption are not applicable to the Company.
- B. Foreign Exchange earnings: NIL
- C. Foreign Exchange outgo: NIL

AUDITORS OF THE COMPANY:

STATUTORY AUDITOR:

The Statutory Auditors, **M/s. B. L. DASHARDA AND ASSOCIATES (FRN 112615W)**, Chartered Accountants, were appointed for a period of five years at the 28th Annual General Meeting of the Company held on 29th September, 2023 until the conclusion of 33rd Annual General Meeting on such remuneration as mutually agreed upon between the Board of Directors and the Statutory Auditors.

During the year, the Statutory Auditors have confirmed that they satisfy the Independence Criteria required under the Companies Act, 2013 and Code of Ethics issued by the Institute of Chartered Accountants of India.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment under section 141 of the Companies Act, 2013 and that they have not been disqualified in any manner from continuing as Statutory Auditors.

STATUTORY AUDITOR'S REPORT:

The observation of the Auditors in their report read with relevant notes on the accounts, as annexed are self-explanatory and do not call for any further explanation under section 134(3) (f)(i) of the Companies Act, 2013.

SECRETARIAL AUDITOR:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed **M/s Girish Murarka & Co.**, Company Secretaries in Practice having membership No. 7036 to undertake Secretarial Audit of the Company.

SECRETARIAL AUDITOR'S REPORT:

The Secretarial Audit Report for the financial year 2024-25 as issued by Secretarial Auditors, M/s Girish Murarka & Co., in the prescribed Form MR-3 is annexed to this Report as **Annexure D**.

COST AUDIT:

The provisions of Cost Audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.

SECRETARIAL STANDARDS:

The Directors state that all the applicable Secretarial Standards have been duly followed by the Company.

CODE OF CONDUCT:

Company's Board has laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct for Board Members and Senior Management during the financial year 2024-25. The declaration in this regard has been made by the Managing Director which forms the part of this report as an **Annexure E**.

CORPORATE GOVERNANCE:

Corporate Governance provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 specified in regulations from 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D, E of Schedule V are not applicable to the Company as paid up share capital of the Company does not exceed Rs. 10 Crores and net worth of the Company does not exceed Rs. 25 Crores as on 31st March, 2025.

PREVENTION OF INSIDER TRADING:

The Company has adopted a code of conduct for Prevention of Insider Trading with a view to regulate trading in securities by Directors and designated employees of the Company. The Code of conduct requires pre-disclosure for dealing in the Company's Shares and prohibit the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when trading windows is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed the compliance of the Code.

HUMAN RESOURCES DEVELOPMENT:

Many initiatives have been taken to support business through-out the organization efficiently, process change support and various employee engagement program which has helped the Organization to achieve higher productivity level. A significant effort has also been undertaken to develop leadership as well as technical / functional capacities in order to meet future talent requirement. The Company's HR process such as hiring and on-boarding, fair and transparent performance evaluation, talent management process, state-of-the-art workmen development process and market assigned policies have been seen as benchmark practice in the Industry. The Employees are encouraged to express their views and are empowered to work independently. The Employees are given the opportunity to learn through various small project which make them look at initiatives from different perspectives and thus provide them with the platform to become result oriented. The Management of the Company enjoy cordial relation with its employees at all levels.

MEANS OF COMMUNICATION:

Quarterly results have been communicated to BSE Limited where the shares of the Company are listed and the same has been published in Two Newspaper-Free Press Journal (in English) and Nav Shakti (in Marathi) in terms of the requirement of Listing Regulations. Annual Reports are dispatched to all the shareholders.

ENHANCING SHAREHOLDERS VALUE:

Your Company believes that its members are among its most important stakeholders. Accordingly, your Company is taking efforts to improve its functioning.

CASH FLOW STATEMENT:

In conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cash Flow Statement for the year ended 31st March, 2025 is annexed hereto.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE FINANCIAL YEAR END OF THE COMPANY TO DATE OF THIS REPORT:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an internal control system commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with the operating system, accounting policies and procedures of the Company. These are routinely tested and certified by Statutory as well as Internal Auditors. The Significant audit observations and the follow up action are reported to the Audit Committee.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

The Company has not taken any new loan during the year. The company has not given any Guarantees, made any Investments and provides any Securities which are covered under the provisions of section 186 of the Companies Act, 2013.

PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

No Related Party Transactions were entered into during the financial year. The requirement of giving particulars of contracts /arrangement made with related parties, in form AOC-2 are not applicable for the year under review.

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

The particulars of remuneration paid to directors and employees and other related information required to be disclosed under Section 197 (12) of the Companies Act, 2013 and the Rules made thereunder are given in **Annexure F** to this Report.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

During the financial year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of Loan taken from Bank and Financials Institutions.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company does not meet the criteria's mentioned under Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and there is no requirement to constitute Corporate Social Responsibility Committee.

GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

The Company has not bought back any of its securities during the year under review.

The Company has not issued any Sweat Equity Shares during the year under review.

No Bonus Shares were issued during the year under review.

The Company has not provided any Stock Option Scheme to the employees.

The Company has not issued any shares with differential rights

The Company has not received any complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has a well-defined Prevention of Sexual Harassment at Workplace Policy.

There were no material changes and commitments affecting the financial position of your Company between the end of the financial year and the date of this report.

ACKNOWLEDGEMENT

Your Directors wish to thank Bankers, Government authorities and various stakeholders, such as, shareholders, customers, Registrar & Share Transfer Agents and suppliers, among others for their support to the Company.

**For and on behalf of the Board of Directors
of Universal Arts Limited**

Sd/-

Sd/-

MANAGING DIRECTOR
MANISH SHAH
DIN: 00434171

DIRECTOR
ULKA SHAH
DIN: 00434277

Dated : 14/08/2025
Place : Mumbai

Annexure A

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. INDIAN ECONOMY AND BUSINESS ENVIRONMENT

The Indian economy continues to be one of the fastest growing in the world. For FY 2025-26, the Reserve Bank of India has projected GDP growth of around 6.5%, supported by strong domestic demand, government reforms, and improving global linkages.

With rising incomes, rapid urbanization, and the widespread adoption of mobile and digital platforms, India's long-term economic outlook remains robust. This growth is also fueling demand in the entertainment space, where consumption of films and digital content is rising rapidly.

2. MEDIA AND ENTERTAINMENT SECTOR OVERVIEW

The Indian Media & Entertainment (M&E) sector has reached a size of approximately INR 2.5 trillion in 2024 and is expected to grow by about 7% in 2025, crossing INR 2.7 trillion. The industry is undergoing a major transformation — digital media has now overtaken television as the largest segment.

However, the subscription-based revenues are under pressure due to changing audience preferences and availability of low-cost or bundled content. In addition, increased competition, changing technology, and rising content costs have created significant challenges for companies operating in this space.

Despite these challenges, the sector holds strong promise as India continues its digital revolution. Companies that can adapt quickly, strengthen their digital presence, and create innovative content are likely to capture long-term growth, although achieving this will also require significant investments in technology, content, and distribution.

3. INDIAN TELEVISION & FILM INDUSTRY

Television, Print and Films are the largest segments constituting nearly 80% of the M&E market. The trajectory for the country's digital revolution is expected to reach more than a billion users by 2028.

India produces over a thousand films every year, making it one of the largest movie producers in the world. While Indian cinema is popular globally for its drama and colour, OTT platforms with over 547 million users in 2024 are now reshaping audience behaviour, as viewers prefer flexible, on-demand access to entertainment.

The movies released in theatres come on the OTT platforms in hardly two months' time period. The OTT platforms are taking over the Indian Television and Film Industry with the presence of giants such as Amazon, Netflix, JioHotstar, etc. in the Indian Entertainment Industry. The merger of Disney+ Hotstar and JioCinema into JioHotstar in 2025 marks a

new phase of consolidation and aggressive content expansion in the industry and it has further intensified competition, creating even bigger players in the market and raising the scale of content expansion across the industry.

Your Company is primarily engaged in the buying and selling of film rights, which continues to be a highly competitive and resource-intensive segment. The industry is witnessing shorter theatrical-to-OTT release windows, increasing demand for diverse content libraries, and rising acquisition costs. Coupled with limited financial resources, this has posed significant challenges for the Company in scaling operations at par with larger players.

Annexure B

**CERTIFICATION BY MANAGING DIRECTOR AND
CHIEF FINANCIAL OFFICER OF UNIVERSAL ARTS LIMITED**

We, Manish Shah, Managing Director and Nandlal Kumar, Chief Financial Officer of **UNIVERSAL ARTS LIMITED** (the Company) to the best of our knowledge and belief certify that:

1. We have reviewed the Financial Statements and Cash Flow Statements on standalone and consolidated basis for the financial year ended on 31st March, 2025 and to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material facts or contain any statement that might be misleading.
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, applicable laws and regulations.
2. We state that to the best of our knowledge and belief, there are no transaction entered into by the Company during year ended 31st March, 2025 which are fraudulent, illegal or violating the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to the financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any of which we are aware and the steps have been taken or proposed to take to rectify these deficiencies.
4. During the year:
 - a) There have not been any significant changes in the internal controls over financial reporting
 - b) There have not been any significant changes in accounting policies and
 - c) There have been no issues of significant fraud of which we are aware that involve management or other employee having a significant role to the Company's internal control system over reporting period

**For and on behalf of the Board
Universal Arts Limited**

Sd/-

**Manish Shah
Managing Director
DIN: 00434171**

Sd/-

**Nandlal Kumar
Chief Financial Officer**

**Place : Mumbai
Date : 14/08/2025**

Annexure C

Form AOC-1 relating to subsidiary company

Statement pursuant to first proviso to subsection (3) of section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rule, 2014

Details of the subsidiary	
Name of the Company	BAMA INFOTECH PRIVATE LIMITED
Country	India
Reporting Currency	INR
Share Capital	1,00,000
Reserves & Surplus	(89,52,672)
Total Assets	4,92,247
Total Liabilities	4,92,247
Turnover	34,300
Profit / (Loss) before Tax	(60,573)
Tax Expenses / Credit	0
Profit / (Loss) After Tax	(60,573)
Proposed Dividend	0
Investment (Except Investment in Subsidiary Companies)	0
% of Holding	100

For and on behalf of the Board
Of Universal Arts Limited

Sd/-

Manish Shah
MANAGING DIRECTOR
DIN: 00434171

Place : Mumbai
Date : 14/08/2025

Annexure E

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, undersigned, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended on 31st March, 2025.

**For and on behalf of the Board
Of Universal Arts Limited**

Sd/-

**Manish Shah
MANAGING DIRECTOR
DIN: 00434171**

**Place : Mumbai
Date : 14/08/2025**

Annexure F

**PARTICULARS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND
RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF
MANAGERIAL PERSONNEL) RULES, 2014.**

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2024-2025:

Not applicable since the Company has not paid any remuneration to the Directors during the year under consideration.

- (ii) The percentage increase in the remuneration of each Director, Chief Financial Officer and Company Secretary or manager in the Financial Year 2024-2025:

Percentage decrease in the remuneration of Company Secretary – 40.33%

Percentage decrease in the remuneration of Chief Financial Officer – 5.51%

- (iii) The percentage decrease in the median remuneration of employees in the Financial Year: 40.33%

- (iv) The number of permanent employees on the rolls of the Company: There were 3 employees on the rolls as on 31st March, 2025.

- (v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Increase of remuneration of employee other than managerial personnel is 5.54%

- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: Yes

**For and on behalf of the Board
Of Universal Arts Limited**

Sd/-

**Manish Shah
MANAGING DIRECTOR
DIN: 00434171**

**Place : Mumbai
Date : 14/08/2025**

GIRISH MURARKA & CO.

Peer Reviewed Firm

Company Secretaries

Ground Floor, Wing "A", Flat No. 001, Bharateeya Kala Mandal C/2, Co-op. Hsg. Soc. Ltd.
Om Nagar, Andheri (East), Mumbai 400 099

Mobile - 9820821209

Email : girishmurarka@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2025

(Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,

The Members

UNIVERSAL ARTS LIMITED

Plot No. 45, First Floor,

Ganapati Bhavan,

M. G. Road, Goregaon (West).

Mumbai 400 064

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practice by **UNIVERSAL ARTS LIMITED** (hereinafter referred to as "the Company"). The Secretarial Audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct / Statutory Compliance and expressing my opinion thereon.

Based on our verification of Company's books, paper, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representative during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ending on 31st March, 2025 complied with the statutory provisions listed hereunder and also that Company has proper Board Process and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. The Companies Act, 2013 and rules made thereunder.
The Company has complied with the Companies Act, 2013 and rules made thereunder during the audit period.
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder. **(Not Applicable to the Company during the audit period)**
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent receipt of funds on non-repatriation basis. **(Not Applicable to the Company during the audit period)**

Contd. on ...2...

...2...

5. The following regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulation, 2011:
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015.
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the audit period)**
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 **(Not Applicable to the Company during the audit period)**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulation 2008 **(Not Applicable to the Company during the audit period)**
- f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act, and dealing with client.
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the audit period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the audit period)**

I/We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standard Issued by the Institute of Company Secretaries of India.
- b) The Listing Agreement entered into by the Company with BSE
- c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I/We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The following changes took place on the Board during the audit period:

- i. During the year under review, the following changes took place in the Constitution of Board of Directors and Key Managerial Personnel:

Directors:

Sr. No.	Name of Director	DIN	Designation	Nature of change	Date of change
1	Anjali Patil	02136528	Independent Women Director	Cessation	16/10/2023
2	Nikesh Oswal	07895357	Non-executive Independent Director	Appointment	18.01.2024
				Resigned	01.04.2024
				Appointment	01.07.2024

Contd. on ...3...

...3...

- ii) During the year under review Mr. Sunil Singh resigned from the position of Chief Financial Officer with effect from 04.06.2024 and Mr. Nandlal Kumar was appointed as Chief Financial Officer with effect from 28th May, 2024
- iii) There is difference in Issued Capital and Listed Capital of the company. The Company had forfeited 8,30,900 Equity Shares in July, 2001 of which 8,00,000 equity shares were re-issued for which the listed is pending till date and balance shares of 30,900 is shown in Share Forfeiture Account.
- b) The Company has internal audit system, commensurate with existing scale of operation. However, the Company is in the process of appointing Internal Auditor.
- c) Adequate Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting
- d) All resolutions / decisions at the Board and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or the Committee

I/We further report that there is inadequate system and process in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Mumbai
Date: .14.08.2025
UDIN : A007036G001011369
Peer Review No. 2223/2022

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GIRISH MURARKA
Proprietor
Girish Murarka & Co.
ACS No. 7036
CP No. 4576

This report is to be read with our letter of even date which is annexed as Annexure "A" and forms an integral part of this report.

GIRISH MURARKA & CO.

Peer Reviewed Firm

Company Secretaries

Ground Floor, Wing "A", Flat No. 001, Bharateeya Kala Mandal C/2, Co-op. Hsg. Soc. Ltd.
Om Nagar, Andheri (East), Mumbai 400 099

Mobile - 9820821209

Email : girishmurarka@gmail.com

Annexure" A" to Secretarial Audit Report

To,
The Members
UNIVERSAL ARTS LIMITED

Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. Our examination was limited to the verification of procedure on test basis
3. We have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the content of the Secretarial Records. The Verification was done on test basis to ensure the correctness of facts as reflected in the secretarial records.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company
5. Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 14.08.2025
UDIN : A007036G001011369
Peer Review No. 2223/2022

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Proprietor
Girish Murarka & Co.
ACS No. 7036
CP No. 4576

ANNEXURE – I

List of documents verified:

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended March 31, 2024 and March 31, 2025.
3. Minutes of meeting of Board of Directors, Audit Committee, Nomination & Remuneration Committee along with attendance register held during the financial year under report.
4. Minutes of General Body Meeting held during the financial year under report.
5. Statutory Registers.
6. Agenda papers provided to all the Directors / Members for the Board Meeting and Committee Meeting.
7. Declaration received from Directors of the Company pursuant to the provisions of section 184 of the Companies Act, 2013.
8. E-forms filed by the Company, from time to time, under the applicable provisions of the Companies Act, 1956/ 2013 and attachments thereof during the financial year under report.

GIRISH MURARKA & CO.

Peer Reviewed Firm

Company Secretaries

Ground Floor, Wing "A", Flat No. 001, Bharateeya Kala Mandal C/2, Co-op. Hsg. Soc. Ltd.
Om Nagar, Andheri (East), Mumbai 400 099

Mobile - 9820821209

Email : girishmurarka@gmail.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
UNIVERSAL ARTS LIMITED
Plot No. 45, 1st Floor, Ganapati Bhavan,
M. G. Road, Goregaon (West)
Mumbai 400 062

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Universal Arts Limited having L22300MH1995PLC091082 and having registered office at Plot No. 45, 1st Floor, Ganapati Bhavan, M. G. Road, Goregaon (West), Mumbai 400 062. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

S.No	Name of Director	DIN NO.	Date of Appointment	Date of Cessation
1.	Mr. Manish Girish Shah	00434171	29/03/2003	---
2.	Mr. Nikesh K. Oswal	07895357	01/07/2024	--
3.	Mrs. Ulka Manish Shah	00434277	22/06/2007	---
4	Mr. Kishore Nitin Gujale	09459932	09/02/2022	----

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 14.08.2025
UDIN : A007036G001011380
Peer Review No. 2223/2022

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GIRISH MURARKA
Proprietor
Girish Murarka & Co.
ACS No. 7036
CP No. 4576

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Universal Arts Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying Ind AS standalone financial statements of Universal Arts Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement, the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Opinion

2. In our opinion and to the best of our information and according to the explanations given to us, the accompanying standalone financial statements give the information required by the Companies Act 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, the Profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

3. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr.No.	Key Audit Matter	Auditor's Response
1	NIL	

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from

fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decision of reasonably knowledgeable user of the financial statements may be influenced. We considered quantitative materiality and qualitative factors in (i) planning the scope of our work and in evaluating the result of work in (ii) to evaluate the effect of any identified misstatement in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those

matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal & regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
9. (A) As required by Section 143(3) of the Act, we report that:
 1. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 3. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
 4. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 5. On the basis of written representations received from the Directors as on 31st March, 2025, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164(2) of the Act.
 6. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure II".
- (B) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigation.
 - ii. The Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There are no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. As per the management representation we report,
 - (a) no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the

company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

- (b) no funds have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding that the such company shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
- (c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) of Rule 11(e) by the management contain any material mis-statement.
- v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Act does not arise.
- vi. Based on the audit procedures performed in terms of Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility, we report that the company has maintained the books of accounts in the software which has a feature of recording audit trail of transactions entered in the software.
- (C) With respect to the matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanation given to us, the company has not paid any remuneration to its directors during the year hence the provision of this Section is not applicable to the company.

**For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R. No.:112615W**

Sd/-

**Sushant Mehta
Partner**

**Place : Mumbai
M.No. : 112489
Dated : 30th May, 2025
UDIN : 25112489BMIUYV4919**

ANNEXURE I TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 8 under the heading of “Report on Other Legal and Regulatory Requirements” Section of our report of even date)

- 1
- a)

The Company has maintained proper records showing full particulars including quantitative details, wherever applicable, and situation of Property, Plant and Equipment and Intangible assets.
- b)

As explained to us, property, Plant and Equipment has been physically verified by the management during the year in a phased periodical manner, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. As informed to us no material discrepancies were noticed on such verification.
- c)

The Company does not have any immovable property in its name. Hence the provision of Clause 3 (i) (c) of the Order is not applicable to the Company.
- d)

The Company has not revalued any of its Property, Plant and Equipment or intangible assets, hence the provision of Clause 3 (i) (d) of the Order is not applicable to the Company.
- e)

There has been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence the provisions of Clause 3 (i) (e) of the Order is not applicable to the Company.
- 2
- a)

As explained to us, inventories constitute intangible rights of movies. Thus the provisions of clause 3(ii) of the Order is not applicable to the Company since it does not have any inventory of goods.
- b)

During the year the Company has not been sanctioned working capital limit in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets, hence the provision of Clause 3(ii) (b) of the Order is not applicable to the Company.
- 3
- a)

According to the information and explanations given to us and based on the audit procedures performed by us, the Company has made investments and has granted loans or advances in the nature of loans, unsecured, to its subsidiary and associate in respect of which the requisite information is as below. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms or limited liability partnerships or any other parties during the year.
- b)

During the year the company has provided interest free loans to the following Subsidiary & Associates:

(Rs in Thousand)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount of Loans granted during the year to Subsidiary	NIL	NIL	40.00	NIL

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Associate	NIL	NIL	NIL	NIL
Balance outstanding as at Balance sheet date in respect of the above amount to				
Subsidiary	NIL	NIL	300.00	NIL
Associate	NIL	NIL	2,710.00	NIL

- c) According to the information and explanations given to us and based on the audit procedures conducted by us, the investments made and the terms and conditions of the Loans granted by the Company are prima-facie not prejudicial to the Company's interest;
 - d) According to the information and explanations given and the records of the company examined by us, as the loans are repayable on demand, no schedule of repayment of principal and interest has been stipulated, hence the provisions of clause (iii) (c) of the Order is not applicable.
 - e) According to the information and explanations given to us and the records of the company examined by us, as the loans are repayable on demand, the provisions of clause (iii) (d) of the Order are not applicable.
 - f) According to the information and explanations given to us and the records of the company examined by us, as the loans are repayable on demand, the provisions of clause (iii) (e) of the Order are not applicable.
 - g) According to the information and explanations given to us and the records of the company examined by us, the company has granted loans to its subsidiary and Associate either repayable on demand or without specifying and terms or period or repayment of Rs 30,10,000 constituting 99% of the total Loans outstanding.
4. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
 5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73, 74, 75 and 76 of the Act and the ruled framed thereunder to the extent notified.
 6. The provisions of clause 3(vi) of the Order is not applicable to the Company as the Company is not covered by the Companies (Cost Records & Audit) Rules, 2014.
 7.
 - a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Cess, GST and any other statutory dues have been generally regularly deposited in time with the appropriate authorities and there are no undisputed statutory dues payable at the year end for a period of more than six months from the date they became payable.
 - b) In our opinion and according to the information and explanations given to us, there are no dues outstanding in respect of Income Tax, Custom Duty, GST and any other statutory dues on account of any dispute.

8. According to the information and explanations given by the management and based on the procedures carried out during the course of our audit, we have not come across any transactions not recorded in the books of account, and which have been surrendered or disclosed as Income in the tax assessments under the Income Tax Act, 1961.
9. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence paragraphs (a), (b), (c), (d), (e) & (f) of Clause 3 (ix) of the Order are not applicable.
10. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and has not availed and term loans during the year under audit. Hence the provision of clause 3 (x) of the Order is not applicable to the Company.
11.
 - (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to information and explanations given to us, no material fraud by the company or on the company has been noticed or reported during the course of our audit. Hence the provisions of Clause 3 (xi) of the Order is not applicable to the Company.
 - (b) There has been no report filed under sub-Section (12) of Section 143 of the Act by the auditors as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) As represented to us by the management there were no whistle blower complaints received during the year under audit.
12. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company, hence the provisions of Clause 3 (xii) of the Order is not applicable to the Company.
13. In our opinion and according to information and explanations given to us, transactions with related parties are in compliance with Section 177 and 188 of Act, wherever applicable, and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Since the turnover of the company is less than Rs two hundred crore and there are no outstanding loans or borrowings from banks or public financial institutions at any point of time during the financial year the requirement of Internal audit is not applicable to the company.
15. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of Clause 3 (XV) the Order is not applicable to the Company.
16. According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the Order are not applicable to the Company.
17. The Company has not incurred any cash loss during the current financial year and in the immediately preceding financial year. Hence the provision of Clause 3 (xvii) is not applicable to the Company.

18. There has not been any resignation of the Statutory auditors during the year. Hence the provision of Clause 3 (xviii) is not applicable to the Company.
19. According to the information and explanations given to us on the basis of our examination of the records of the company, no material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date on the financial ratios, ageing, expected dates of realisation of financial assets, payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans. We further state that our reporting is based on the facts up to date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
20. According to the information and explanations given to us and on the basis of our examination of the records the Company was not required to spend any amount under Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Act;

**For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W**

Sd/-

**Sushant Mehta
Partner
M.No. : 112489**

**Place : Mumbai
Dated : 30th May, 2025
UDIN : 25112489BMIUYV4919**

Annexure-II

Annexure to the Independent Auditor's Report of even date on the standalone financial statements of Universal Arts Limited on the Internal Financial Controls under clause (i) of Sub- Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Universal Arts Limited** as of 31st March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed u/s 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depends upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W**

Sd/-

**Sushant Mehta
Partner
M. No.: 112489**

**Place : Mumbai
Dated : 30th May, 2025
UDIN : 25112489BMIUYV4919**

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
CIN : L22300MH1995PLC091082
Standalone Balance Sheet as on 31st March 2025

Particulars	Note No	AS AT 31 st MARCH 2025 (Rs. In "000")	AS AT 31 st MARCH 2024 (Rs. In "000")
1. ASSETS			
NON-CURRENT ASSETS			
a. Property, Plant and Equipment	4	464.61	477.22
b. Financial Assets			
i. Investments	5	9,100.00	9,100.00
ii. Loans and advances	6	-	253.02
c. Other Non-Current Assets	7	1,623.89	-
Total Non-Current Assets (A)		11,188.50	9,830.24
2. CURRENT ASSETS			
a. Inventories	17	800.00	800.00
b. Financial Assets			
i. Investments	8	67,324.54	64,013.01
ii. Trade receivables		-	-
iii. Cash and cash equivalents	9	140.21	244.83
iv. Loans and advances	10	3,010.00	3,140.40
v. Other Financial Assets		-	-
c. Other Current Assets	11	94.66	1,388.98
Total Current Assets (B)		71,369.41	69,587.23
TOTAL (A)+(B)		82,557.91	79,417.47
EQUITY AND LIABILITIES			
EQUITY			
a. Equity Share Capital	12	99,699.00	99,699.00
b. Other Equity		(18,779.98)	(20,347.85)
Total Equity (A)		80,919.02	79,351.15
1. NON CURRENT LIABILITIES			
a. Deferred Tax Liability	13	1,490.35	-
2. CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
a. Trade payables	14		
i. Total outstanding dues of micro enterprises and small enterprises		7.20	-
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises		42.24	31.26
b. Other Current Liabilities	15	99.11	35.06
Total Current Liabilities (B)		148.55	66.32
TOTAL (A)+(B)		82,557.91	79,417.47

Summary of Significant Accounting policies 1 - 3

The notes referred to above are an integral part of the Financial Statements
As per our separate Audit Report of Even Date Attached

FOR B L DASHARDA & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
SUSHANT MEHTA
PARTNER
M. No.: 112489
F.R. No.: 112615W

PLACE : MUMBAI
DATED : 30th May, 2025
UDIN : 25112489BMIUYV4919

For and on Behalf of The Board of Directors

Sd/-
MANISH SHAH
MANAGING DIRECTOR
DIN:-00434171

Sd/-
NANDLAL KUMAR
CHIEF FINANCIAL OFFICER
PLACE : MUMBAI
DATED : 30th May, 2025

Sd/-
ULKA SHAH
DIRECTOR
DIN:-00434277

Sd/-
RAZIA MUJAWAR
COMPANY SECRETARY

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
CIN : L22300MH1995PLC091082

Statement of Standalone Profit and Loss for the year ended on 31st March 2025

Particulars	Note No	Year Ended 31 st March, 2025 (Rs. In “000”)	Year Ended 31 st March, 2024 (Rs. In “000”)
I. Revenue from operations			
Revenue from Operation		21.80	13,314.53
II. Other Income	16	5,039.35	5,593.72
III. Total Revenue (I +II)		5,061.15	18,908.25
IV. Expenses:			
a] Purchase of Stock-in-Trade		—	—
b] Changes in Inventories	17	—	12,925.00
c] Direct Expenses		—	3.20
d] Employee Benefit expenses	18	947.70	1,162.47
e] Depreciation and amortization expense	4	12.61	12.61
f] Finance Cost	19	1.45	0.32
g] Other expenses	20	1,040.17	1,188.39
IV. Total Expenses		2,001.93	15,291.99
V. Profit / (Loss) before tax (III-IV)		3,059.22	3,616.26
VI. Tax expense:			
Current tax		—	—
Earlier Year Tax		1.00	—
Deferred tax		1,490.35	—
MAT Credit		—	—
VII. Profit/(Loss) for the period (V-VI)		1,567.87	3,616.26
VIII. Earning per equity share of Rs.10 each: (Refer Note No. 28)			
(1) Basic		0.16	0.36
(2) Diluted		0.16	0.36

Summary of Significant Accounting policies 1 - 3

The notes referred to above are an integral part of the Financial Statements
As per our separate Audit Report of Even Date Attached

FOR B L DASHARDA & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
SUSHANT MEHTA
PARTNER
M. No.: 112489
F.R. No.: 112615W

PLACE : MUMBAI
DATED : 30th May, 2025
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UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
CIN : L22300MH1995PLC091082

Standalone Cash Flow Statement for the year ended 31st March 2025

Particulars	As at 31 st March 2025 (Rs. In “000”)	As at 31 st March 2024 (Rs. In “000”)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit /(Loss) before Tax	3,059.22	3,616.26
Adjustment for		
Gain on Sale of Investments	—	—
Depreciation	12.61	12.61
Preliminary and issue expenses written off	—	—
Operating profit before working capital charges	3,071.83	3,628.87
Adjustment for		
(Increase)/Decrease in current Assets		
Loans & Advances	130.40	2,063.52
Trade and other receivable	—	10.00
Inventories	—	12,925.00
Other Current Assets	(76.54)	—
Increase/(Decrease) in current liabilities		
Trade payables	18.19	(223.50)
Other Current Liabilities	64.04	(24.73)
Cash generated from/(used in) operations	3,207.91	18,379.17
Less :- Taxes Paid	(1.00)	(1,317.00)
Net cash flow from/(used in) operating activities (A)	3,206.91	17,062.17
B CASH FLOW FROM INVESTING ACTIVITIES		
Sale/(Purchase) of Fixed Assets	—	—
Sale/(Purchase) of Investment	(3,311.53)	(16,988.01)
Net cash used in investing activities (B)	(3,311.53)	(16,988.01)
C CASH FLOW FROM FINANCING ACTIVITIES		
Unsecured Loans	—	—
Net cash used in financing activities (C)	—	—
NET INFLOW/(OUTFLOW) [A+B+C]		
D NET INCREASES IN CASH & CASH EQUIVALENTS (A+B+C)	(104.61)	74.16
Cash & Cash equivalents opening balance	244.83	170.67
Cash & Cash equivalents closing balance	140.21	244.83
	(104.61)	74.16

Notes:

- The above Cash Flow Statement has been prepared under the ‘Indirect method’ as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Previous year’s figures have been regrouped and rearranged wherever necessary.
The accompanying notes are an integral part of the financial statements.

As per our Report of Even Date

FOR B L DASHARDA & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
SUSHANT MEHTA
PARTNER
M. No.: 112489
F.R. No.: 112615W

PLACE : MUMBAI
DATED : 30th May, 2025
UDIN : 25112489BMIUYV4919

For and on Behalf of The Board of Directors

Sd/-
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Sd/-
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Sd/-
RAZIA MUJAWAR
COMPANY SECRETARY

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
CIN : L22300MH1995PLC091082
Statement of Changes in Equity

(A) Equity Share Capital

(₹ in Thousand)		
Particulars	Number of Shares	Amount
At 1 st April, 2024	99,69,900	99,699.00
Changes in Equity Share Capital due to prior period errors	—	-
Restated balance at the beginning of the current reporting period	99,69,900	99,699.00
Changes in Equity Share Capital during the period	—	—
At 31 st March, 2025	99,69,900	99,699.00
Particulars	Number of Shares	Amount
At 1 st April, 2023	99,69,900	99,699.00
Changes in Equity Share Capital due to prior period errors	—	—
Restated balance at the beginning of the current reporting period	99,69,900	99,699.00
Changes in Equity Share Capital during the Year	—	—
At 31 st March, 2024	99,69,900	99,699.00

(B) Other Equity

Particulars	Reserves and Surplus		Total
	Retained Earnings	Capital Reserve	Other Equity
Balance as at 1 st April, 2023	(28,462.86)	4,498.75	(23,964.11)
Profit for the Year	3,616.26	—	3,616.26
Non Current Financial Assets	—	—	—
Deferred Tax (Charges)/ Credit	—	—	—
Balance as at 31 st March, 2024	(24,846.60)	4,498.75	(20,347.85)
Profit/ (Loss) for the Year	1,567.87	—	1,567.87
Non Current Financial Assets	—	—	—
Deferred Tax (Charges)/ Credit	—	—	—
Balance as at 31 st March, 2025	(23,278.73)	4,498.75	(18,779.98)

The accompanying notes are an integral part of the financial statements.

As per our Report of Even Date Attached

FOR B L DASHARDA & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
SUSHANT MEHTA
PARTNER
M. No.: 112489
F.R. No.: 112615W

PLACE : MUMBAI
DATED : 30th May, 2025
UDIN : 25112489BMIUYV4919

For and on Behalf of The Board of Directors

Sd/-
MANISH SHAH
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PLACE : MUMBAI
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RAZIA MUJAWAR
COMPANY SECRETARY

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)

CIN : L22300MH1995PLC091082

Notes to the Standalone financial statement

1 Corporate Information

Universal Arts Limited (Formerly Known as Goldmines Media Limited) is a Company limited by shares, incorporated and domiciled in India. The Company was incorporated on 27th July, 1995 under Chapter IX of the Companies Act, 1956. Company is engaged in the business of Trading of Film Rights.

2 Summary of Significant Accounting Policies

(a) Basis of Preparation & Presentation

The financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the Act) (as amended) and other relevant provisions of the Act.

The Financial statements have been prepared as a going concern under the historical cost convention.

The Financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest Thousand, except otherwise stated as per the requirement of Schedule III.

(b) Classification of Current and Non-Current

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle,
- ii) Held primarily for the purpose of trading,
- iii) Expected to be realized within twelve months after the reporting period, or
- iv) Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle,
- ii) It is held primarily for the purpose of trading,
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to determine the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non – current.

(c) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

(d) Taxes on Income

Current Tax

Income tax expense represents the sum of current tax and deferred tax and includes any adjustments related to past periods in current and /or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant year. Current income tax is based on the taxable income and calculated using the applicable tax rates.

Deferred Tax

Deferred tax is provided using the Balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at the end of reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(e) Revenue Recognition.

In Case of Sale of rights, the company recongnizes the income When all the following criteria are met:

- 1) A license agreement is signed by both the parties.
- 2) The Licensee is able to freely exploit the rights granted.
- 3) Effective date of grant of rights to the licensee has commenced as per the agreement or complete payment with respect to the rights has been recieved, whichever is earlier.
- 4) The Enterprise has no remaining performance obligations.
- 5) The arrangement is fixed and determinable.
- 6) Collection of fee is reasonably assured.

Other Stream of income

In all other cases, revenue is recognized when the company has the undisputable right to receive the income.

(f) Purchase of Movie rights

The Enterprise recognizes purchase of movie rights when all the below mentioned criteria are met:

- A license agreement is signed by both the parties.
- The Enterprise is able to freely exploit the rights granted.
- Effective date of grant of rights to the Enterprise has commenced as per the agreement or complete payment for the same has been made, whichever is earlier.
- The Seller has no remaining performance obligations.
- The arrangement is fixed and determinable.

(g) Provisions

A provision is recognized when the Company has a present obligation Legal or Constructive that is reasonably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. These estimates are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(h) Earnings per Share

Basic earnings per share are calculated by dividing the net profit/ loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of diluted potential equity shares, if any.

(i) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(j) Financial Instruments

A Financial Instruments (assets and liabilities) is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Instruments are recognised when the Company becomes a party to the contractual provisions of the instruments. For tradable securities, the company recognizes the financial instruments on settlement date.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial Assets:

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivable and cash and cash equivalents.

Financial assets are classified into various measurement categories as per Ind AS 109 "Financial Instruments" and Ind AS 32 "Financial Instruments: Presentation" as follows.

i) "Financial Assets measured at Amortized Cost:

A financial asset is subsequently measured at Amortized Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dated to cash flows thar are solely payments of principal and interest on the principal amount outstanding.

ii) "Debt instruments at Fair Value Through Other Comprehensive Income (FVTOCI):

A debt instrument is subsequently measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured at each reporting date at fair value with such changes being recognized in Other Comprehensive Income (OCI).

The interest income on these assets is recognized in the Statement of Profit and Loss.

iii) Equity instruments at Fair Value Through Other Comprehensive Income (FVTOCI):

An unquoted equity asset, not held for trading, is subsequently measured at FVTOCI at each reporting date at fair value with such changes being recognized in the Statement of Profit and Loss.

iv) Equity instruments through Fair Value Through Profit and Loss Account (FVTPL):

Equity investments that are not classified to be measured through FVTOCI are measured through FVTPL. Subsequent changes in fair value are recognized in the Statement of Profit and Loss.

The Company derecognizes a financial asset when the contractual cash flows from the asset expires or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

On derecognition of the asset, cumulative gains or loss previously recognized in OCI is reclassified from OCI to the Statement of Profit and Loss.

v) Investments in associate companies:

Investment in equity of associate companies are valued at cost less impairment, if any.

vi) Financial Liabilities and Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company is recognized at the proceeds received, net of directly attributable transaction cost.

Financial liabilities are liabilities that represent a contractual obligation to deliver cash or another financial asset to another entity, or a contract that may or will be settled in the entity's own equity instruments. Trade payables, debt securities and other borrowings and subordinated debts are various types of financial liabilities.

After initial recognition, all financial liabilities are subsequently measured at amortized cost. Any gains or losses arising on derecognition of liabilities are recognized in the Statement of Profit and Loss.

A Financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

(k) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The Preparation of Company's financial Statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustments to the carrying amount of assets or liabilities affected in next financial years.

a Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgements to existing facts and circumstances, which can be subject to change. The carrying amount of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

b Current versus non-current classification:

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

c Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

d Impairment of non-financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The impairment provision for of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate evaluation model is used.

e Recognition of Deferred Tax Assets and Liabilities: Impairment of non-financial assets:

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

f Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
CIN : L22300MH1995PLC091082
Notes forming part of the Standalone Financial Statements
NOTE 4 : PROPERTY, PLANT AND EQUIPMENT

Reconciliation of gross amounts and net carrying amounts at the beginning and at the end of the year

		(Rs. In “000”)									
Sr. No.	Description	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
		As on 31-03-2024	Additional adjustment during the year	Deductions during the year	As on 31-03-2025	As on 31-03-2024	Provided during the year	Deductions during the year	As on 31-03-2025	As on 31-03-2025	As on 31-03-2024
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(10)=(4)-(8)	(9)=(1)-(5)
1	Building	750.00	—	—	750.00	272.78	12.61	—	285.39	464.61	477.22
2	Plant and Machinery	2,057.40	—	—	2,057.40	2,057.40	—	—	2,057.40	—	—
3	Portal & Content Right	1,475.23	—	—	1,475.23	1,475.23	—	—	1,475.23	—	—
	TOTAL	4,282.63	—	—	4,282.63	3,805.41	12.61	—	3,818.02	464.61	477.22
	Previous Year	4,282.63			4,282.63	3,792.80	12.61	—	3,805.41	477.22	

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)

CIN : L22300MH1995PLC091082

Notes forming part of the Standalone Financial Statements

PARTICULARS	As at 31 st March 2025 (Rs. In “000”)	As at 31 st March 2024 (Rs. In “000”)
Note 5 : Investment		
Non Trade Investments		
i. Investments in equity Instruments		
Unquoted		
Bama Infotech Pvt. Ltd. of Rs. 10/- each qty 10000- (Subsidiary)	100.00	100.00
ii. Investments in convertible debentures		
Bama Infotech Pvt. Ltd. of Rs. 1000/- each 9000 (9000) - (Subsidiary)	9,000.00	9,000.00
TOTAL	9,100.00	9,100.00
Note 6:- Loans And Advances		
i. Security Deposits		
Reliance Energy Limited	—	1.02
ii. Balances with Government authorities		
T.D.S. - A.Y.2005-2006	—	103.62
T.D.S. - A.Y.2008-2009	—	63.92
T.D.S. - A Y 2012-2013	—	45.44
Income Tax Refund	—	212.98
MAT Credit - A Y 2017-2018	—	1.67
MAT Credit - A Y 2020-2021	—	34.99
MAT Credit	—	36.66
Professional Tax- F Y 2020-2021	—	2.37
TOTAL	—	253.02
Note 7 : Other Non Current Assets		
Security Deposits - Reliance Energy Limited	1.02	—
Balance with Government Authorities	1,581.35	—
Electricity Charges paid in Advance	41.51	—
TOTAL	1,623.89	—
Note 8 : Investment		
Traded Investments		
i. Investments in Mutual Funds		
Axis Banking and PSU Debt Fund– Growth	67,324.54	64,013.01
(Market Value as on 31-03-2025 Rs. 6,73,21,670.69/-)		
(Market Value as on 31-03-2024 Rs. 6,40,13,012.93/-)		
TOTAL	67,324.54	64,013.01
Note 9 : Cash And Cash Equivalents		
A) Balances with Banks		
In Current Account	17.32	81.72
B) Cash in hand	122.89	163.11
TOTAL	140.21	244.83
Note 10 : Loans And Advances		
a. Inter Corporate Deposits given to Companies having common Directors.		
Unsecured, Considered good	3,010.00	3,140.40
TOTAL	3,010.00	3,140.40
Note 11 : Other Current Assets		
Electricity Charges paid in Advance	-	45.35
Prepaid Expenses	-	5.84
Balances with Government authorities		
Income Tax	2.57	1,331.72
GST	89.72	2.84
Professional Tax	2.37	3.25
TOTAL	94.66	1,388.98

UNIVERSAL ARTS LIMITED
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Notes forming part of the Standalone Financial Statements

PARTICULARS	As at 31 st March 2025 (Rs. In “000”)	As at 31 st March 2024 (Rs. In “000”)
Note 12 : Equity		
Equity Share Capital		
Authorised Share Capital		
1,10,00,000 Equity Shares of Rs.10/- each	1,10,000.00	1,10,000.00
Issued and Subscribed Share Capital		
1,10,00,000 Equity Shares of Rs.10/- each	1,10,000.00	1,10,000.00
Paid Up Capital		
99,69,900 Equity Share of Rs.10/- each fully paid up	99,699.00	99,699.00
TOTAL	99,699.00	99,699.00

(A) Terms/rights attached to Equity shares

The Company has only one class of Equity shares having par value of Rs.10 per share. Each holder of Equity shares is entitled to one vote per share.

(B) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	As at 31 st March 2025		As at 31 st March 2024	
	No of Shares	(Rs. In “000”)	No of Shares	(Rs. In “000”)
At the beginning of the Year	99,69,900	99,699	99,69,900	99,699
Changes during the year	—	—	—	—
Outstanding at the end of the period	99,69,900	99,699	99,69,900	99,699

(C) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31 st March 2025		As at 31 st March 2024	
	No of Shares	(Rs. In “000”)	No of Shares	(Rs. In “000”)
NIL	NIL	NIL	NIL	NIL

(D) Details of Shareholding of Promoters and Promoter Group

Promoters and Promoter Group	As at 31 st March 2025		As at 31 st March 2024		% of Change During the period
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Tabassum V Govil	100	0.00	100	0.00	0.00

PARTICULARS	As at 31 st March 2025	As at 31 st March 2024
Note 13 : Deferred Tax Liability	1,490.35	—
TOTAL	1,490.35	—
Note 14 : Trade Payable		
(i) Total outstanding dues of micro enterprises and small enterprises	7.20	—
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	42.24	31.26
TOTAL	49.44	31.26

Trade Payables ageing schedule: As at 31st March 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	7.20	—	—	—	7.20
(ii) Others	42.24	—	—	—	42.24
(iii) Disputed dues- MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—

Trade Payables ageing schedule: As at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	—	—	—	—	—
(ii) Others	31.26	—	—	—	31.26
(iii) Disputed dues- MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—

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Notes forming part of the Standalone Financial Statements

PARTICULARS	As at 31st March 2025 (Rs. In “000”)	As at 31st March 2024 (Rs. In “000”)
Note 15 : Other Current Liabilities		
Outstanding Expenses	99.11	35.06
TOTAL	99.11	35.06
Note 16 : Other Income		
Interest Income	2.83	12.56
Fair Value Gain on Financial Assets at FVTPL	4,814.86	5,204.31
Profit on Sale of Investments	221.67	133.70
Sundry Balances written back	—	243.15
TOTAL	5,039.35	5,593.72
Note 17 : Changes in Inventories		
Opening Stock	800.00	3,725.00
Less: Closing Stock	(800.00)	(800.00)
TOTAL	-	12,925.00
Note 18 : Employee Benefit Expenses		
Salary, Bonus & Leave Encashment	923.68	1,120.02
Staff Welfare Expenses	24.02	42.45
TOTAL	947.70	1,162.47
Note 19 : Finance Cost		
Interest and Late Fee on Statutory Dues	1.45	0.32
TOTAL	1.45	0.32
Note 20 : Other Expenses		
Advertising Expenses	60.40	68.80
Audit Fees	60.00	40.00
AGM Expenses	47.08	50.48
Annual Charges	49.67	53.17
Bank Charges	0.01	0.02
Books and Periodicals	9.90	21.16
Business Promotion expenses	35.77	39.46
Electricity charges	6.66	6.37
Conveyance Expenses	46.75	68.91
Listing fees	325.00	325.00
Miscellaneous expenses	36.86	50.57
Office expenses	36.21	38.91
Postage & Telegram	9.48	79.20
Printing & Stationery	31.06	69.35
Membership & Subscription	2.10	—
Professional Fees	121.75	110.50
Profession Tax	2.50	2.50
Registrar fees	52.85	52.80
Repairs & Maintenance	42.48	52.50
Filing Fees	7.00	5.40
Rent, Rates & Taxes	26.50	19.00
Telephone, Telex & Courier	6.04	10.80
Property Tax	10.28	9.66
Website Development Charges	13.84	13.83
TOTAL	1,040.17	1,188.39

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
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Notes to the Standalone financial statement

21 Leases

The Company has not entered into any significant lease aggrement during the year

22 Contingent liabilities & Capital Commitments:NIL

23 Forward contracts outstanding as at the Balance Sheet date

There are no forward contracts outstanding as at balance sheet date.

24 The liability for encashment of Gratuity and earned leave has been provided as per actual entitlements. Hence the company has not provided for the employees liability as required by Ind AS-19 revised 2005 “Employees Benefits”.

25 Details of foreign Exchange Earning and Outgo: NIL

26 Corporate Social Responsibility (CSR)

The company is not liable to incur any expenditure under the CSR guidelines notified by The Ministry of Company Affairs.

27 Earnings per share

Basic and Diluted earnings per share

The following reflects the income and share data used in the Basic and Diluted EPS computation:
(Rs in “000”)

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Profit for the year attributable to equity holders for Basic and Diluted Earnings	1,567.87	3,616.26
Number of equity shares for Basic/ Diluted EPS (in Nos.)	99,69,900	99,69,900
Earnings per share - Basic/ Diluted (in ₹) (face value of ₹ 10 per share)	0.16	0.36

28 Segment Reporting

Segment reporting in accordance with Ind AS 108 is not applicable to Company.

UNIVERSAL ARTS LIMITED
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Notes to the Standalone financial statement

29 Ratios:

Sr. No.	Particulars	Current Year	Previous Year	Difference	Change %	Reason for Variance
1	Current Ratio (Current Assets/Current Liability)	480.46	1049.31	-568.86	-54.21%	As current liability has reduced more then the current asset the ratio has improved.
2	Debt-Equity Ratio Borrowings/ Net Worth)	-	-	-	0.00%	-
3	Debt Service Coverage Ratio (Net Profit before tax and Interest Borrowings/Interest on Borriwings)	-	-	-	0.00%	-
4	Return on Equity Ratio (Net Profit after Taxes/Average Shareholder's Equity)	1.96%	4.66%	-2.71%	-58.05%	Due to decrease in Profit the ratio has declined.
5	Inventory Turnover Ratio (Cost of Goods Sold / Average Inventory)	0.00	1.78	-1.78	-100.00%	Due to decrease in inventory the ratio has improved.
6	Trade Receivables Ratio (Revenue from Operation/ Average Trade receivables)	-	2,662.91	(2,662.91)	-100.00%	Since Trade Receivable is NIL the ratio has not been given.
7	Trade Payables Ratio (Net Credit Purchases / Average Trade Payable)	-	-	-	0.00%	Since Purchase is NIL the ratio has not been given.
8	Net Capital Turnover Ratio (Revenue from Operations / Net Working Capital)	0.00	0.19	-0.19	-99.84%	Due to decrease in Revenue the ratio has declined.
9	Net Profit Ratio (Net profit After Tax /Revenue from operation)	7191.77%	27.16%	7164.61%	26378.99%	Due to decline in revenue and revaluation of Mutual Funds as per IND AS, Net Profit ratio has improved.
10	Return on Capital employed (EBIT /Average Capital Employed minus deferred tax assets)	3.78%	4.56%	-0.78%	-17.04%	-
11	Return on Investment (Interest Income/Average Loans & Fixed Deposit Investment)	0.00%	0.00%	0.00%	0.00%	-

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Notes to the Standalone financial statement

30 Fair value Measurements

30.1 Financial assets & Liabilities

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below.

(₹ in thousands)

As at 31st March 2025	Fair Value through Profit & Loss	Fair Value through other comprehensive income	Amortised Cost
Financial assets			
(i) Investments – Mutual Funds	67,324.54	–	–
(ii) Cash and Cash equivalents	–	–	140.21
(iii) Loans	–	–	3,010.00
(iv) Other financial assets	–	–	–
Total	67,324.54	–	3,150.21
Financial Liabilities			
(i) Trade payables	–	–	49.44
(ii) Other liabilities	–	–	99.11
Total	–	–	148.55
Financial assets			
(i) Investments – Mutual Funds	64,013.01	–	–
(ii) Cash and Cash equivalents	–	–	244.83
(iii) Loans	–	–	3,393.42
(iv) Other financial assets	–	–	–
Total	64,013.01	–	3,638.25
Financial Liabilities			
(i) Trade payables	–	–	31.26
(ii) Other liabilities	–	–	35.06
Total	–	–	66.32

30.2 Fair value hierarchy

The different levels of fair value have been defined below:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transaction in the same instrument nor are they based on available market data.

(₹ in thousands)

As at 31 st March 2025	Note	Level 1	Level 2	Level 3
Financial assets				
(i) Investments - Mutual Fund	8	67,324.54	—	—
(ii) Cash and Cash equivalents	9	—	—	140.21
(iii) Loans	10	—	—	3,010.00
Total Financial assets		67,324.54	—	3,150.21
Financial Liabilities				
(i) Trade payables	14	—	—	49.44
(ii) Other liabilities	15	—	—	99.11
Total Financial Liabilities		—	—	148.55

(₹ in thousands)

As at 31 st March 2024	Note	Level 1	Level 2	Level 3
Financial assets				
(i) Investments- Mutual Fund	8	64,013.01	—	—
(ii) Cash and Cash equivalents	9	—	—	244.83
(iii) Loans	10	—	—	3,393.42
Total Financial assets		64,013.01	—	3,638.25
Financial Liabilities				
(i) Trade payables	14	—	—	31.26
(ii) Other liabilities	15	—	—	35.06
Total Financial Liabilities		—	—	66.32

Valuation process and technique used to determine fair values

(i) The fair value of investments in shares is based on last traded price on stock exchange as at reporting date.

Fair value of financial assets & liabilities measured at amortised cost

The fair values of loans are not materially different from the amortised cost thereof. Further, the management assessed that fair values of cash and cash equivalents, Loans and other current financial liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

31 Financial instruments and risk management

31.1 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maximise the shareholder value and to safeguard the companies ability to remain as a going concern.

The company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants. The current capital structure of the company is equity based with no financing through borrowings. The company is not subject any externally imposed capital requirement.

No changes were made in the objectives, policies or processes during the year ended 31st March, 2025 and 31st March, 2024 respectively.

31.2 Financial Risk Management- Objectives And Policies

Due to insignificant business operations the company does not possess any market risk.

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Notes to the Standalone financial statement

31.3 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily from trade receivables, cash and cash equivalents, and financial assets measured at amortised cost.

A Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

B Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously and is based on the credit worthiness of those parties.

31.4 Liquidity risk is the risk that the company will not be able to meet its financial obligation as they fall due. Liquidity risk arises because of the possibility that the company could be required to pay its liabilities earlier than expected. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments. The company manages its liquidity risk by maintaining sufficient bank balance . As on 31st March, 2025, the company's financial liabilities of ₹ 148.55 Thousand (31st March, 2024 ₹ 66.32 Thousand) are all current and due in the next financial year.

Particulars	31 st March, 2025	31 st March, 2024
Current Ratio	480.46	1,049.31
Liquid Ratio	0.94	3.69

32 According to the information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to micro and small enterprises under the said Act as at 31st March,2025 as follows:

(₹ in Thousand)

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Principal Amount Not Due	7.20	—
Interest due on above	—	—
Amount of interest paid in terms of section 16 of the MSME Act,2006	—	—
Amount of interest due and payable for the period of delay	—	—
Amount of interest accrued and remaining unpaid as at year end	—	—
Amount of further interest remaining due and payable in the succeeding year	—	—

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Notes to the Standalone financial statement

33 Related Party Disclosure:

A Related Parties:

As per Ind AS 24 issued by the Institute of Chartered Accountants of India the company's related parties and transactions are disclosed below:

(i) List of related parties where control exists and with whom transactions have taken place and relationships:

Sr. No.	Name	Relationship
1	Manish Girish Shah	Director
2	Ulka Manish Shah	
3	Kishor Gujale	Independent Director
4	Nikesh Kesarimal Oswal	
5	Nandlal Kumar	Chief Financial Officer
6	Sunil Ambika Singh	Chief Financial Officer
7	Razia Mujawar	Company Secretary and Compliance officer
8	Bama Infotech Private Limited	Wholly owned subsidiary
9	Midastouch Cinevision LLP	Enterprise over which Key Managerial Personnel are able to exercise significant Control

B Transactions with related parties

		(₹ in Thousand)		(₹ in Thousand)	
Nature of transactions		Wholly owned subsidiary		Enterprises over which key Managerial Personnel are able to exercise significant control	
		2024-25	2023-24	2024-25	2023-24
a)	Bama Infotech Private Limited (Loan Given)	40.00	50.00	—	—
b)	Bama Infotech Private Limited (Loan Received back)	170.40	85.00	—	—
c)	Kishor Gujale	50.00	40.00	—	—
d)	Nikesh Kesarimal Oswal	30.00	10.00	—	—
e)	Nandlal Kumar	438.00	—	—	—
f)	Sunil Ambika Singh	105.10	497.48	—	—
g)	Razia Mujawar	320.65	53.52	—	—

C Balance with related parties

		(₹ in Thousand)		(₹ in Thousand)	
Nature of transactions		Wholly owned subsidiary		Enterprises over which key Managerial Personnel are able to exercise significant control	
		As at 31 st March, 2025	As at 31 st March, 2024	As at 31 st March, 2025	As at 31 st March, 2024
a)	Loans & Advances (Midastouch Cinevision LLP)	—	—	2,710.00	2,710.00
b)	Loans & Advances (Bama Infotech Pvt LTD)	300.00	430.40	—	—

Universal Arts Limited

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Notes to the Standalone financial statement

34 Income Tax & Deferred Tax:

Due to revaluation income as per IND AS (which is not chargeable under the Income Tax Act), no provision for Income tax has been made. Deferred Tax Assets arising out of significant timing differences between the books of Account and Income Tax has not been recognised as a matter of prudence.

35 Additional regulatory information required by Schedule III of Companies Act,2013

35.1 Details of Benami property:

No proceeding have been initiated or are pending against the Company for holding any Benami property under the Benami Transaction (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder.

35.2 Utilisation of borrowed funds and share premium:

- (a) The Company has not advanced or loaned or invested funds to any other person (s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - ii) provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.
- (b) The Company has not received any fund from any person (s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - ii) provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.

35.3 Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act,2013.

35.4 Compliance with approved scheme (s) of arrangements:

The Company has not entered into any scheme or arrangement which has an accounting impact on current or previous year.

35.5 Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

35.6 Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

35.7 Valuation of Property, Plant and Equipment:

The Company has not revalued its property, plant and equipment (including right-of-use-assets) during the current or previous year.

35.8 Willful Defaulter:

The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

35.9 Details of Transaction with Struck of Companies:

There are no Transactions with Struck of Companies during the Current and Previous Year.

36 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

SIGNATORIES TO SCHEDULES "1 TO 36"

As per our report of even date attached

For and on behalf of

For B L Dasharda & Associates

Chartered Accountants

Firm No.112615W

Sd/-

Sushant Mehta

Partner

For and on behalf of the Board of Directors

Sd/-

MANISH SHAH
MANAGING DIRECTOR

DIN:-00434171

Sd/-

ULKA SHAH
DIRECTOR

DIN:-00434277

Sd/-

NANDLAL KUMAR
CHIEF FINANCIAL OFFICER
M.No. 112489

PLACE : MUMBAI

DATED : 30th May, 2025

Sd/-

RAZIA MUJAWAR
COMPANY SECRETARY

PLACE : MUMBAI

DATED : 30th May, 2025

UDIN : 25112489BMIUYV4919

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Universal Arts Limited

Report on the Audit of Consolidated Financial Statements

1. We have audited the accompanying consolidated Ind AS financial statements of **Universal Arts Limited** ("the Company") comprising its subsidiary M/s Bama Infotech Private Limited ("the Subsidiary") together referred to as ("the Group") which comprise of the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss including other Comprehensive Income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Opinion

2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate financial statements and on the other financial information of such Subsidiary as were audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act 2013, as amended ("the Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2025, the consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis of Opinion

3. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our audit report.

Sr. No.	Key Audit Matters	Auditor's Response
1	NIL	

Information other than the Consolidated Financial Statements and Auditor's Report thereon

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the Company included in the Group are also responsible for overseeing the Company's financial reporting process of each Company.

Auditor's responsibilities for the Audit of the Consolidated Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of the Company. For the Subsidiary included in the consolidated financial

statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decision of reasonably knowledgeable user of the financial statements may be influenced. We considered quantitative materiality and qualitative factors in (i) planning the scope of our work and in evaluating the result of work in (ii) to evaluate the effect of any identified misstatement in the financial statements.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (8) of the Other Matters paragraph hereinbelow, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal & Regulatory Requirements

- 8 (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of Subsidiary, as noted in the 'Other matters' paragraph above we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and reports of the other auditor;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of written representations received from the Directors as on 31st March,

2025, taken on record by the Board of Directors of the Company, and the reports of the statutory auditors who are appointed under Section 139 of the Act of the Subsidiary, none of the directors of the Group are disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financials control over financial reporting of the Company and its Subsidiary and the operative effectiveness of such controls, refer to our separate report in “**Annexure I**”.
- (B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements of the Subsidiary, as noted in the ‘Other Matters’ paragraph:
- i. The Group does not have any pending litigations.
 - ii. The Group does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. As per the management representation of the Company and its Subsidiary we report,
 - (a) no funds have been advanced or loaned or invested by the Company or its Subsidiary to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (b) no funds have been received by the Company or its Subsidiary from any person(s) or entities, including foreign entities (“Funding Parties”), with the understanding that the such Company shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) of Rule 11(e) by the management contain any material mis-statement.
 - v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Act does not arise.
 - vi. Based on the audit procedures performed and as communicated by the other auditor, in terms of Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility with effect from 1st April 2023, we report that the same has been operative throughout the year for all the relevant transactions entered in the software.
- (C) With respect to the matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act as amended,

Universal Arts Limited

In our opinion and to the best of our information and according to the explanation given to us, the company has not paid any remuneration to its directors during the year hence the provision of this Section is not applicable to the company.

**For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R. No.:112615W**

Sd/-

**Sushant Mehta
Partner
M.No. : 112489**

**Place : Mumbai
Dated : 30th May, 2025
UDIN : 25112489BMIUYW2985**

Annexure - I to the Independent Auditor's Report

(Referred to in paragraph 8 (f) under the heading of "Report on Other Legal and Regulatory Requirements" Section of our report of even date)

Report on the Internal Financial Controls under clause (i) of Sub- Section 3 of Section 143 of the Act

In conjunction with our audit of the consolidated financial statements of Universal Arts Limited as of and for the year ended 31st March, 2025 we have audited the internal financial controls over financial reporting of Universal Arts Limited ("the Company") and its Subsidiary Bama Infotech Private Limited together referred to as (" the Group"), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Group are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depends upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditor is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R. No.:112615W**

Sd/-

**Sushant Mehta
Partner
M.No. : 112489**

**Place : Mumbai
Dated : 30th May, 2025
UDIN : 25112489BMIUYW2985**

UNIVERSAL ARTS LIMITED
CIN : L22300MH1995PLC091082
(Formerly Known as Goldmines Media Limited)
Consolidated Balance Sheet as on 31st March 2025

Particulars	Note No	AS AT 31 ST MARCH 2025 (Rs in Thousand)	AS AT 31 ST MARCH 2024 (Rs in Thousand)
A. ASSETS			
1. NON-CURRENT ASSETS			
a. Property, Plant and Equipment	4	464.61	477.22
b. Financial Assets			
i. Investments	5	321.57	344.00
ii. Loans and advances	6	–	284.11
iii. Other Financial Asset	7	10.00	–
c. Other Non-Current Assets	8	1,654.97	–
Total Non-Current Assets (A)		2,451.15	1,105.33
2.CURRENT ASSETS			
a. Inventories	19	835.00	835.00
b. Financial Assets			
i. Investments	9	67,324.54	64,013.01
ii. Trade receivables	10	–	157.66
iii. Cash and cash equivalents	11	231.37	364.94
iv. Loans and advances	12	2,710.00	2,710.00
v. Other Current Assets	13	98.09	1,394.99
Total Current Assets (B)		71,199.00	69,475.60
Total Assets (A)+(B)		73,650.15	70,580.92
EQUITY AND LIABILITIES			
EQUITY			
a. Equity Share Capital	14	99,699.00	99,699.00
b. Other Equity		(27,732.65)	(29,194.39)
Total Equity (A)		71,966.35	70,504.61
1.CURRENT LIABILITIES			
a. Deferred Tax Liability	15	1,513.45	–
2. Current Liabilities			
a.Trade Payables	16		
(i) Total outstanding dues of micro enterprises and small enterprises		9.00	–
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		42.24	35.01
b. Other Current Liabilities	17	119.11	41.31
Total Current Liabilities (B)		170.35	76.32
Total Equity And Liabilities (A)+(B)		73,650.15	70,580.92

Summary of Significant Accounting policies 1-3

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W

Sd/-
Sushant Mehta
Partner
M. No. 112489
Place : Mumbai
DATED : 30th May, 2025
UDIN NO : 25112489BMIUYW2985

For and on behalf of Board Of Directors

Sd/-
MANISH SHAH
MANAGING DIRECTOR
DIN:-00434171

Sd/-
ULKA SHAH
DIRECTOR
DIN:-00434277

Sd/-
NANDLAL KUMAR
CHIEF FINANCIAL OFFICER
Place : Mumbai
DATED : 30th May, 2025

Sd/-
RAZIA MUJAWAR
COMPANY SECRETARY

UNIVERSAL ARTS LIMITED
CIN : L22300MH1995PLC091082

(Formerly Known as Goldmines Media Limited)

Consolidated Statement of Profit and Loss for the year ended on 31st March 2025

Particulars	Note No	Year Ended 31 st March, 2025 (Rs in Thousand)	Year Ended 31 st March, 2024 (Rs in Thousand)
I Revenue from operations			
Sales		56.10	13,374.56
II Other Income	18	5,039.59	5,593.86
III. Total Revenue (I + II)		5,095.69	18,968.41
IV Expenses:			
a] Purchase of Stock-in-Trade		—	—
b] Changes in Inventories	19	—	12,925.00
c] Direct Expenses		—	3.20
d] Employee Benefit expenses	20	947.70	1,162.47
e] Depreciation and amortization expense	4	12.61	12.61
f] Finance Cost	21	1.46	0.32
f] Other expenses	22	1,135.28	1,264.87
IV. Total Expenses		2,097.05	15,368.47
V Profit Before / (Loss) Taxes (III-IV)		2,998.65	3,599.95
VI Tax expense:			
Current tax		—	—
Earlier Year Tax		1.00	—
Deferred tax		1,490.35	—
MAT Credit		—	—
		1,491.35	—
VII Profit/(Loss) After Taxes (V-VI)		1,507.30	3,599.95
VI Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
MTM gain on equity Investments		(22.43)	172.38
Income tax on items that will not be reclassified		—	—
MTM gain on equity Investments		(23.12)	—
Other Comprehensive Income / (Loss), net of tax		(45.55)	172.38
VII Total Comprehensive Income / (Loss) for the Year (V - VI)		1,461.75	3,772.33
VIII Earning per equity share:			
(1) Basic		0.15	0.36
(2) Diluted		0.15	0.36

Summary of Significant Accounting policies

1-3

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of Board Of Directors

B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W

Sd/-
Sushant Mehta
Partner

M. No. 112489

Place : Mumbai

DATED : 30th May, 2025

UDIN NO : 25112489BMIUYW2985

Sd/-
MANISH SHAH
MANAGING DIRECTOR
DIN:-00434171

Sd/-
NANDLAL KUMAR
CHIEF FINANCIAL OFFICER
Place : Mumbai
DATED : 30th May, 2025

Sd/-
ULKA SHAH
DIRECTOR
DIN:-00434277

Sd/-
RAZIA MUJAWAR
COMPANY SECRETARY

UNIVERSAL ARTS LIMITED
CIN : L22300MH1995PLC091082
(Formerly Known as Goldmines Media Limited)
Consolidated Cash Flow as on 31st, March 2025

Particulars	As at 31 st March 2025 (Rs. In “000”)	As at 31 st March 2024 (Rs. In “000”)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit /(Loss) before Tax	2,998.65	3,599.95
Adjustment for		
Unrealised (gain)/loss on fair value on financial assets	—	—
Depreciation	12.61	12.61
Preliminary and issue expenses written off	—	—
Operating profit before working capital charges	3,011.26	3,612.55
Adjustment for		
(Increase)/Decrease in current Assets		
Loans & Advances	284.11	9.13
Trade and other receivable	157.66	10.00
Inventories	—	12,925.00
Other Current Assets	(368.08)	2,025.48
Increase/(Decrease) in current liabilities		
Trade payables	16.24	(215.00)
Other Current Liabilities	77.79	(33.23)
Net cash used in operating activities (A)	3,178.97	18,333.94
Less :- Taxes Paid	(1.00)	(1,325.66)
Net cash flow from/(used in) operating activities (A)	3,177.97	17,008.28
B CASH FLOW FROM INVESTING ACTIVITIES		
Sale/(Purchase) of Fixed Assets	—	—
Sale/(Purchase) of Investment	(3,311.53)	(16,988.01)
Net cash used in investing activities (B)	(3,311.53)	(16,988.01)
C CASH FLOW FROM FINANCING ACTIVITIES		
Unsecured Loans	—	—
Net cash used in financing activities (C)	—	—
NET INFLOW (OUTFLOW) [A+B+C]	(133.57)	20.26
D NET INCREASES IN CASH & CASH EQUIVALENTS		
Cash & Cash equivalents opening balance	364.94	344.67
Cash & Cash equivalents closing balance	231.37	344.67
	(133.57)	20.26

Notes:

- The above Cash Flow Statement has been prepared under the ‘Indirect method’ as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Previous year’s figures have been regrouped and rearranged wherever necessary.

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W
Sd/-
Sushant Mehta
Partner
M. No. 112489
Place : Mumbai
DATED : 30th May, 2025
UDIN NO : 25112489BMIUYW2985
For and on behalf of Board Of Directors
Sd/-
MANISH SHAH
MANAGING DIRECTOR
DIN:-00434171
Sd/-
ULKA SHAH
DIRECTOR
DIN:-00434277
Sd/-
NANDLAL KUMAR
CHIEF FINANCIAL OFFICER
Place : Mumbai
DATED : 30th May, 2025
Sd/-
RAZIA MUJAWAR
COMPANY SECRETARY

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
CIN: -L22300MH1995PLC091082
Statement of Changes In Equity

(A) Equity Share Capital

Particulars	Number of Shares	Amount
At 1st April, 2024	9,969,900	99,699.00
Changes in Equity Share Capital due to prior period errors	—	—
Restated balance at the beginning of the current reporting period	9,969,900	99,699.00
Changes in Equity Share Capital during the Year	—	—
At 31st March, 2025	9,969,900	99,699.00
Particulars	Number of Shares	Amount
At 1st April, 2023	9,969,900	99,699.00
Changes in Equity Share Capital due to prior period errors	—	—
Restated balance at the beginning of the current reporting period	9,969,900	99,699.00
Changes in Equity Share Capital during the Year	—	—
At 31st March, 2024	9,969,900	99,699.00

(B) Other Equity

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	Retained Earnings	Capital reserve	Equity Instrument through OCI	Total Equity
Balance as at 1st April, 2023	(37,465.47)	4,498.75	—	(32,966.72)
Profit for the Year	3,599.95	—	—	3,599.95
Non Current Financial Assets	—	—	172.38	172.38
Balance as at 31 st March, 2024	(33,865.52)	4,498.75	172.38	(29,194.39)
Profit for the Year	1,507.30	—	(45.55)	1,461.75
Non Current Financial Assets	—	—	—	—
Balance as at 31 st March, 2025	(32,358.23)	4,498.75	126.83	(27,732.65)
Note: The amount of Rs. 1,73,030 received on 30,900 Forfeited shares has been grouped in other equity.				

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of Board of Directors
For B L Dasharda & Associates
Chartered Accountants
Firm No.112615W

Sd/-
MANISH SHAH
MANAGING DIRECTOR
DIN:-00434171

Sd/-
ULKA SHAH
DIRECTOR
DIN:-00434277

Sd/-
Sushant Mehta
Partner
M.No. 112489
PLACE : MUMBAI
DATED : 30th May, 2025
UDIN : 25112489BMIUYW2985

Sd/-
NANDLAL KUMAR
CHIEF FINANCIAL OFFICER
DATED : 30th May, 2025
Place : Mumbai

Sd/-
RAZIA MUJAWAR
COMPANY SECRETARY

UNIVERSAL ARTS LIMITED
CIN : L22300MH1995PLC091082
(Formerly Known as Goldmines Media Limited)
Notes to the Consolidated financial statement

- 1 The consolidated financial statements include results of the following Subsidiary company of Universal Arts Limited

Name of the Company	Country of incorporation	% Shareholding	Consolidated as
Bama Infotech Private Limited	India	100%	Subsidiary

2 **Basis of Preparation & Presentation**

The consolidated financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the Act) (as amended) and other relevant provisions of the Act.

The Financial statements have been prepared as a going concern under the historical cost convention, except for the following assets & liabilities which has been measured at fair value amount.

Quoted Investments are measured at fair value (refer note 28 of Standalone Financials).

The Financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest thousands, except otherwise stated as per the requirement of Schedule III.

Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the company. Recognising this purpose, the company has disclosed only such notes from the standalone financial statements, which fairly represent the needed disclosures.

- 3 The accounting policies of the parent are best viewed in its standalone financial statements, Note 1-3. Difference in accounting policies followed by the other entity consolidated have been reviewed and no adjustments have been made, since the impact of these differences is not significant.

UNIVERSAL ARTS LIMITED
CIN : L22300MH1995PLC091082
(Formerly Known as Goldmines Media Limited)

NOTE 4 :PROPERTY, PLANT AND EQUIPMENT

Reconciliation of gross amounts and net carrying amounts at the beginning and at the end of the year

(Rs in Thousand)										
Sr No.	Description	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amount		
		As on 31-03-2024	Additional adjustment during the year	Deductions during the year	As on 31-03-2025	As on 31-03-2024	Provided during the year	Deductions during the year	As on 31-03-2025	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)=(1)-(5) (10)=(4)-(8)
1	Building	750.00	—	—	750.00	272.78	12.61	—	285.39	477.22 464.61
2	Plant and Machinery	2,057.40	—	—	2,057.40	2,057.40	—	—	2,057.40	—
3	Portal & Content Right	1,475.23	—	—	1,475.23	1,475.23	—	—	1,475.23	—
	TOTAL - CY	4,282.63	—	—	4,282.63	3,805.41	12.61	—	3,818.02	464.61
	TOTAL - PY	4,282.63	—	—	4,282.63	3,792.80	12.61	—	3,805.41	489.83 477.22

Universal Arts Limited

UNIVERSAL ARTS LIMITED
(Formerly Known as Goldmines Media Limited)
CIN: - L22300MH1995PLC091082

Notes forming part of the Consolidated Financial Statements for the year ended on 31st March 2025

Particulars	As at 31 st March 2025 (Rs in Thousand)	As at 31 st March 2024 (Rs in Thousand)
Note 5 : INVESTMENT		
INVESTMENTS (Traded, Long term at cost)		
In Equity Shares (Quoted & fully paid up)	321.57	344.00
TOTAL	321.57	344.00
Note 6 : LOANS & ADVANCES		
i. Security Deposits		
Reliance Energy Limited	—	1.02
ii. Balances with Government Authorities		
T.D.S. - A.Y.2005-2006	—	103.62
T.D.S. - A.Y.2008-2009	—	63.92
T D S A Y 2012-2013	—	45.44
T.D.S. - A.Y.2015-2016	—	19.04
T.D.S. - A.Y.2016-2017	—	12.04
MAT Credit - A.Y.2017-2018	—	1.67
MAT Credit - A.Y.2020-2021	—	34.99
Professional Tax	—	2.37
TOTAL	—	284.11
Note 7 : OTHER FINANCIAL ASSETS		
Security deposits	10.00	—
TOTAL	10.00	—
Note 8 : OTHER NON-CURRENT ASSETS		
Security Deposits - Reliance Energy Limited	1.02	—
Balance with Government Authorities	1,612.44	—
Electricity Charges paid in Advance	41.51	—
TOTAL	1,654.97	—
Note 9 : INVESTMENT		
INVESTMENTS (Traded, Short term at FVTPL)		
In Mutual Funds (Quoted & fully paid up)	67,324.54	64,013.01
TOTAL	67,324.54	64,013.01
Note 10 : TRADE RECEIVABLES		
Trade Receivables outstanding for more than six months from the date they became due for payment :		
Unsecured considered good	—	157.66
Other Trade receivable		
Unsecured considered good	—	—
TOTAL	—	157.66

UNIVERSAL ARTS LIMITED
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Trade Receivables ageing schedule as at 31 st March,2025	Outstanding for following periods from due date of payment					
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	—	—	—	—	—	—
(ii) Undisputed Trade receivables -considered doubtful	—	—	—	—	—	—
(iii) Disputed trade receivables considered good	—	—	—	—	—	—
(iv) Disputed trade receivables considered doubtful	—	—	—	—	—	—
Total	—	—	—	—	—	—

Trade Receivables ageing schedule as at 31 st March,2024	Outstanding for following periods from due date of payment					
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	—	—	—	—	157.66	157.66
(ii) Undisputed Trade receivables -considered doubtful	—	—	—	—	—	—
(iii) Disputed trade receivables considered good	—	—	—	—	—	—
(iv) Disputed trade receivables considered doubtful	—	—	—	—	—	—
Total	—	—	—	—	157.66	157.66

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Particulars	As at 31 st March 2025 (Rs in Thousand)	As at 31 st March 2024 (Rs in Thousand)
Note 11 : CASH AND CASH EQUIVALENTS		
A) Balances with Banks		
Cash at Bank (in current A/c)	73.60	144.39
B) Cash in hand	157.78	220.55
TOTAL	231.37	364.94
Note 12 : LOANS AND ADVANCES		
a. Loans and advances due by private companies in which director is a director/member		
Unsecured Considered Good	2,710.00	2,710.00
TOTAL	2,710.00	2,710.00
Note 13 : OTHER CURRENT ASSETS		
a. Balance with Government Authorities		
Income Tax	6.00	1,337.72
GST Receivables	89.72	2.84
Professional Tax	2.37	-
TDS paid in excess	-	3.25
Sub Total	98.09	1,343.81
b. Prepaid Expenses		
Electricity Charges paid in Advance	-	45.35
Annual Charges	-	5.84
Sub Total	-	51.18
TOTAL	98.09	1,394.99

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Particulars	As at 31 st March 2025 (Rs in Thousand)	As at 31 st March 2024 (Rs in Thousand)
Note 14 : EQUITY		
EQUITY SHARE CAPITAL		
Authorised Share Capital		
1,10,00,000 Equity Share of Rs.10/- Each	1,10,000.00	1,10,000.00
Issued and Subscribed Share Capital		
1,00,00,800 Equity Share of Rs.10/- Each	1,00,008.00	1,00,008.00
Paid Up Capital		
99,69,900 Equity Share of Rs.10/- each fully paid up	99,699.00	99,699.00
TOTAL	99,699.00	99,699.00
Note 15: Deferred Tax Liability		
Deferred Tax Liability	1,513.47	—
TOTAL	1,513.47	—
Note 16: TRADE PAYABLE		
(i) Total outstanding dues of micro enterprises and small enterprises	9.00	—
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	42.24	35.01
TOTAL	51.24	35.01

Trade Payables ageing schedule: As at 31 st March 2025					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	9.00	—	—	—	9.00
(ii) Others	42.24	—	—	—	42.24
(iii) Disputed dues- MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—
Trade Payables ageing schedule: As at 31 st March 2024					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	—	—	—	—	—
(ii) Others	35.01	—	—	—	35.01
(iii) Disputed dues- MSME	—	—	—	—	—
(iv) Disputed dues - Others	—	—	—	—	—

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Particulars	As at 31 st March 2025 (Rs in Thousand)	As at 31 st March 2024 (Rs in Thousand)
Note 17 : OTHER CURRENT LIABILITIES		
Audit Fees Payable	20.00	—
Outstanding Expenses	99.11	41.31
TOTAL	119.11	41.31
Note 18 : OTHER INCOME		
Interest Income	2.83	12.56
Profit on Sale of Investments	221.67	133.70
Fair Value Gain on Financial Assets at FVTPL	4,814.86	5,204.31
Interest on IT Refund	0.24	0.14
Sundry Balances Written back	—	243.15
TOTAL	5,039.59	5,593.86
Note 19 : CHANGES IN INVENTORIES		
Opening Stock	835.00	13,760.00
Less: Closing Stock	(835.00)	(835.00)
TOTAL	—	12,925.00
Note 20 : EMPLOYEE BENEFIT EXPENSES		
Salaries and wages, bonus, gratuity and allowances;		
Salary, Bonus & Exgratia	923.68	1,120.02
Staff Welfare Expenses		
Staff Welfare Expenses	24.02	42.45
TOTAL	947.70	1,162.47
Note 21 : Finance Cost		
Interest on late payment of Statutory Dues	1.46	0.32
TOTAL	1.46	0.32
Note 22 : OTHER EXPENSES		
Account Writing Charges	60.40	5.00
Advertising Expenses	-	68.80
Audit Fees	71.80	50.00
AGM Expenses	47.08	50.48
Annual Charges	70.32	53.17
Bank Charges	0.12	0.05
Balance Written off	37.50	22.57
Books and Periodicals	13.26	24.07
Business Promotion expenses	35.77	50.78
Electricity charges	6.66	6.37
Conveyance Expenses	46.75	68.91
Listing fees	325.00	325.00
Miscellaneous expenses	44.02	57.37
Office expenses	36.21	38.91
Postage & Telegram	9.48	79.20
Printing & Stationery	35.74	73.44
Membership & Subscription	2.10	—
Professional Fees	124.25	115.50
Profession Tax	2.50	2.50
Registrar fees	52.85	52.80
Repairs & Maintenance	42.48	52.50
Filing Fees	8.60	7.80
Rent, Rates & Taxes	26.50	19.00
Telephone, Telex & Courier	11.78	17.16
Property Tax	10.28	9.66
Website Development Charges	13.84	13.83
TOTAL	1,135.28	1,264.87

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Notes to the Consolidated financial statement

23 Detail of Subsidiary and Composition of Group

Following Subsidiary have been considered in the preparation of consolidated financial statements.

Sr. No.	Name of the Company	Country of Incorporation	Proportion of ownership Interest (%)	
			As at 31 st March, 2025	As at 31 st March, 2024
1	Bama Infotech Private Limited	India	100%	100%

23.1 Financial information of Bama Infotech Private Limited

(Rs in Thousand)

Particulars	“As at 31 st March, 2025”	“As at 31 st March, 2024”
Non current assets	362.65	375.09
Current assets	129.59	318.77
Current liabilities	21.80	10.00
Borrowings	9,323.12	9,430.40
Equity attributable to the owners of the equity	(8,852.67)	(8,746.55)
Proportion of the Group's Ownership	100%	100%
Carrying amount of the Investment	321.57	344.00

Reconciliation of Carrying amount of the Investment in Subsidiary

(Rs in Thousand)

Particulars	Amount
Carrying amount of the Investment as on 31 st March, 2024	344.00
Less: Share of Loss of Subsidiary for the year	45.55
Add: Deferred Tax on MTM gain on equity Investments	23.12
Carrying amount of the Investment as on 31 st March, 2025	321.57

Summarised Statement of Profit and Loss of the Subsidiary : (Rs in Thousand)

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Income		
Revenue	34.30	60.02
Other Income	0.24	0.14
Total Revenue	34.54	60.16
Expenses:		
Employee benefit expense	—	—
Finance Costs	—	—
Other Expenses	95.11	76.48
Depreciation and amortization expenses	—	—
Total Expenses	95.11	76.48
Profit / (Loss) Before Tax	-60.57	-16.32
Tax Expense	—	—
Profit / (Loss) for the Year	-60.57	-16.32
Group's Share of Profit / (Loss) for the Year	-60.57	-16.32
Dividend received from Subsidiary	—	—

UNIVERSAL ARTS LIMITED
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Notes to the Consolidated financial statement

24 Additional information as required under Schedule III to the Companies Act, 2013

As on 31st March, 2025

Name of the entities in the Group	Net assets, i.e. total assets minus total liabilities as at 31 st March, 2025		Share of profit or loss for the year ended 31 st March, 2025		“Share in other Comprehensive Income / (loss) for the year ended 31 st March, 2025”		Share in total Comprehensive Income / (loss) for the year ended 31 st March, 2025	
	As % of consolidated net assets	(Rs in Thousand)	As % of consolidated profit or loss	(Rs in Thousand)	As % of other comprehensive income / (loss)	(Rs in Thousand)	As % of total comprehensive income / (loss)	(Rs in Thousand)
Parent Group								
Universal Arts Limited	112.44%	80,919.02	104.02%	1,567.87	0.00%	-	107.26%	1,567.87
Subsidiary								
Indian								
Bama Infotech Private Limited	(12.44%)	(8,952.67)	-4.02%	(60.57)	100.00%	(45.55)	-7.26%	(106.12)
Grand Total	100.00%	71,966.35	100.00%	1,507.30	100.00%	(45.55)	100.00%	1,461.75

As on 31st March, 2024

Name of the entities in the Group	Net assets, i.e. total assets minus total liabilities as at 31 st March, 2024		Share of profit or loss for the year ended 31 st March, 2024		“Share in other Comprehensive Income for the year ended 31 st March, 2024”		Share in total Comprehensive Income for the year ended 31 st March, 2024	
	As % of consolidated net assets	(Rs in Thousand)	As % of consolidated profit or loss	(Rs in Thousand)	As % of consolidated other comprehensive income / (loss)	(Rs in Thousand)	As % of total comprehensive income / (loss)	(Rs in Thousand)
Parent Group								
Universal Arts Limited	112.55%	79,351.15	100.45%	3,616.26	0.00%	-	95.86%	3,616.26
Subsidiary								
Indian								
Bama Infotech Private Limited	-12.55%	(8,846.55)	-0.45%	(16.32)	100.00%	172.38	4.14%	156.06
Grand Total	100.00%	70,504.61	100.00%	3,599.95	100.00%	172.38	100.00%	3,772.33

UNIVERSAL ARTS LIMITED
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Notes to the Consolidated financial statement

25 Earnings per share

The following reflects the income and share data used in the Basic and Diluted EPS computation:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Profit / (Loss) for the year attributable to equity holders for Basic and Diluted Earnings (Rs in Thousand)	1,507.30	3,599.95
Number of equity shares for Basic/ Diluted EPS	99,69,900	99,69,900
Earnings per share - Basic/ Diluted (in ₹) (face value of ₹ 10 per share)	0.15	0.36
(Refer Note below)		

26 Ratios:

Sr No.	Particulars	Current Year	Previous Year	Difference	Change %	Reason for Variance
1	Current Ratio (Current Assets/Current Liability)	417.97	910.36	-492.39	-54.09%	As current liability has reduced more then the current asset the ratio has improved.
2	Debt-Equity Ratio	-	-	-	-	-
3	Debt Service Coverage Ratio	-	-	-	-	-
4	Return on Equity Ratio (Net Profit after Taxes/ Average Shareholder's Equity)	2.12%	5.25%	-3.13%	-59.67%	Due to decrease in Profit the ratio has declined.
5	Inventory Turnover Ratio (Cost of Goods Sold / Average Inventory)	0.00	1.77	-1.77	-100.00%	Due to decrease in inventory the ratio has improved.
6	Trade Receivables Ratio (Revenue from Operation/ Average Trade receivables)	0.71	82.23	-81.51	-99.13%	Since Trade Receivable is NIL the ratio has not been given.
7	Trade Payables Ratio (Net Credit Purchases / Average Trade Payable)	0.00	0.00	0.00	-	Since Purchase is NIL the ratio has not been given.
8	Net Capital Turnover Ratio (Revenue from Operations / Average Working Capital)	0.00	0.13	-0.13	-99.39%	Due to decrease in Revenue the ratio has declined.
9	Net Profit Ratio (Net profit After Tax /Revenue from operation)	2686.80%	26.92%	2659.89%	9882.04%	Due to decline in revenue and revaluation of Mutual Funds as per IND AS, Net Profit ratio has improved.
10	Return on Capital employed (EBIT /Average Capital Employed plus Deferred Tax Liabilities)	4.21%	0.00%	4.21%	0.00%	-
11	Return on Investment (Interest Income/Average Loans & Fixed Deposit Investment)	0.00	0.00	0.00	0.00%	-

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27 Related Party Disclosure:

A Related Party Disclosures:

As per Ind AS 24 issued by the Institute of Chartered Accountants of India the company's related parties and transactions are disclosed below:

(i) List of related parties where control exists and with whom transactions have taken place and relationships:

Sr No	Name	Relationship
1	Manish Girish Shah	Director
2	Ulka Manish Shah	
3	Kishor Gujale	Independent Director
4	Nikesh Kesarimal Oswal	
5	Nandlal Kumar	Chief Financial Officer
6	Sunil Ambika Singh	
7	Razia Mujawar	Company Secretary and Compliance officer
8	Bama Infotech Private Limited	Wholly owned subsidiary
9	Fast track Trade Finvest Ltd	Enterprise over which Key Managerial Personnel are able to exercise significant Control
10	Midastouch Cinevision LLP	

B Transactions with related parties

		(₹ in Thousand)		(₹ in Thousand)	
Nature of transactions		Enterprises over which key Managerial Personnel are able to exercise significant control		Key Managerial Personnel	
		2024-25	2023-24	2024-25	2023-24
a)	Kishor Gujale	50.00	40.00	—	—
b)	Nikesh Kesarimal Oswal	30.00	10.00	—	—
c)	Nandlal Kumar	438.00	—	—	—
d)	Sunil Ambika Singh	105.10	497.48	—	—
e)	Razia Mujawar	320.65	53.52	—	—
f)	Fast track Trade Finvest Ltd	120.16	—	—	—

C Balance with related parties

		(₹ in Thousand)		(₹ in Thousand)	
Nature of transactions		Enterprises over which key Managerial Personnel are able to exercise significant control		Key Managerial Personnel	
		2024-25	2023-24	2024-25	2023-24
a) Loans & Advances (Midastouch Cinevision LLP)		2,710.00	2,710.00	—	—
b) Trade Debtors (Fast track Trade Finvest Ltd)		—	120.16	—	—

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Notes to the Consolidated financial statement

28 Income Tax & Deferred Tax:

Due to revaluation income as per IND AS (which is not chargeable under the Income Tax Act), no provision for Income tax has been made. Deferred Tax Assets arising out of significant timing differences between the books of Account and Income Tax has not been recognised as a matter of prudence.

29 Additional regulatory information required by Schedule III of Companies Act,2013

29.1 Details of Benami property:

No proceeding have been initiated or are pending against the Company for holding any Benami property under the Benami Transaction (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder.

29.2 Utilisation of borrowed funds and share premium:

- (a) The Company has not advanced or loaned or invested funds to any other person (s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - ii) provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.
- (b) The Company has not received any fund from any person (s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - ii) provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.

29.3 Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act,2013.

29.4 Compliance with approved scheme (s) of arrangements:

The Company has not entered into any scheme or arrangement which has an accounting impact on current or previous year.

29.5 Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

29.6 Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

29.7 Valuation of Property, Plant and Equipment:

The Company has not revalued its property, plant and equipment (including right-of-use-assets) during the current or previous year.

UNIVERSAL ARTS LIMITED
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Notes to the Consolidated financial statement

29.8 Willful Defaulter:

The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

29.9 Details of Transaction with Struck of Companies:

There are no Transactions with Struck of Companies during the Current and Previous Year.

30 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

SIGNATORIES TO SCHEDULES “1 TO 30”

As per our report of even date attached
For and on behalf of
For B L Dasharda & Associates
Chartered Accountants
Firm No.112615W

Sd/-
Sushant Mehta
Partner
M.No. 112489
PLACE : MUMBAI
DATED : 30th May, 2025
UDIN : 25112489BMIUYW2985

For and on behalf of the Board of Directors

Sd/-
MANISH SHAH
MANAGING DIRECTOR
DIN:-00434171

Sd/-
NANDLAL KUMAR
CHIEF FINANCIAL OFFICER
DATED : 30th May, 2025
Place : Mumbai

Sd/-
ULKA SHAH
DIRECTOR
DIN:-00434277

Sd/-
RAZIA MUJAWAR
COMPANY SECRETARY

Book-Post

If undelivered please return to

Universal Arts Limited

Plot No. 45, Ganpati Bhavan, 1st Floor, M. G. Road
Goregaon (West), Mumbai 400062.