

# 15<sup>TH</sup> ANNUAL REPORT

2006-2007



**UNIVERSAL OFFICE AUTOMATION LTD.**

<b>Board of Directors</b>	S. Murali P.S. Ravishankar Sushil Kumar Jain
<b>Company Secretary</b>	Preeti Saxena
<b>Auditors</b>	S. D. Chopra & Associates
<b>Registered Office</b>	806, Siddharth, 96, Nehru Place, New Delhi - 110 019
<b>Corporate Office</b>	E-4, 5, 6, Sector XI, Noida Distt. Gautam Budh Nagar (U.P.)

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**UNIVERSAL OFFICE AUTOMATION LIMITED***(formerly known as HCL Office Automation Limited)***Notice****UNIVERSAL OFFICE AUTOMATION LTD.****REGD. OFFICE : 806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI 110 019**

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Company will be held on Friday, the 7<sup>th</sup> September, 2007 at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010 at 3.30 P.M. to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2007, the Profit and Loss Account for the financial year ended on that date and the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. P.S. Ravishankar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. S.D. Chopra & Associates, Chartered Accountants, the retiring Auditors, being eligible offer themselves for re-appointment.

**SPECIAL BUSINESS:**

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

"RESOLVED that Mr. Sushil Kumar Jain, Additional Director, appointed in accordance with Section 260 of the Companies Act, 1956 and Article 94 of the Articles of Association to hold office till the conclusion of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

By Order of the Board  
For Universal Office Automation Ltd.

New Delhi  
28<sup>th</sup> June, 2007

Preeti Saxena.  
Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED. THE PROXY FORM DULY FILLED IN AND SIGNED ACROSS THE REVENUE STAMP OF Re 1. SHOULD REACH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 3<sup>rd</sup> day of September 2007 to Friday, the 7<sup>th</sup> day of September 2007 (both days inclusive).
3. The Members are requested to notify any change in their addresses, mandates/bank details immediately to the Company's Registrar and Share Transfer Agents for shares held in physical mode. The shareholders holding shares in electronic form are requested to notify any change in their addresses, mandates/bank details to their depository participants.
4. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.
5. Information regarding re-appointment of Director:-

Mr. P.S. Ravishankar, Director retires by rotation and being eligible, offers himself for re-appointment. Mr. P.S. Ravishankar was co-opted on the Board w.e.f. 10<sup>th</sup> September, 2005. Mr. P.S. Ravishankar is an independent non-executive Director. He is a Commerce Graduate and has over 30 years of experience.

**UNIVERSAL OFFICE AUTOMATION LIMITED**

(formerly known as HCL Office Automation Limited)

**Notice (contd.)**

**EXPLANATORY STATEMENT**

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 (annexed to the notice dated 28th June, 2007).

**Item No: 4**

In terms of Section 260 of the Companies Act, 1956, Mr. Sushil Kumar Jain was co-opted on the Board as Additional Director with effect from 20<sup>th</sup> December, 2006.

Mr. Sushil Kumar Jain is an Associate member of Institute of Company Secretaries of India and Institute of Cost & Works Accountants of India and has 20 years of experience in the Secretarial & Accounts.

Due notice under Section 257 of the Companies Act,

1956 alongwith requisite deposit has been received from a member, proposing the appointment of Mr. Sushil Kumar Jain as Director whose period of office shall be liable to determination by retirement of Directors by rotation.

The Directors recommend the resolution as set out at Item No. 4 for your approval.

None of the Directors of the Company except Mr. Sushil Kumar Jain is interested in this resolution.

By Order of the Board  
For Universal Office Automation Ltd.

New Delhi  
28th June, 2007

Preeti Saxena  
Company Secretary



**UNIVERSAL OFFICE AUTOMATION LIMITED**

(formerly known as HCL Office Automation Limited)

**Directors' Report****To the Members,**

The Directors of your Company herewith present the Fifteenth Annual Report together with the Audited Accounts for the financial year ended 31st March, 2007.

**FINANCIAL HIGHLIGHTS**

	(Rs. in lacs)	
	2006-2007	2005-2006
Sales and other income	33.56	32.96
Profit/Loss before Interest, Depreciation and Tax	1.01	3.98
Finance Charges	0.00	0.00
Depreciation	10.70	11.33
Profit/(Loss) before Tax	(9.69)	(7.35)
Provision for Taxation	0.14	0.21
Net Profit/(Loss) (After Tax)	(9.83)	(7.56)
Balance of Profit/(Loss) carried forward to next year	(2459.27)	(2449.44)

**PERFORMANCE**

The other income of the Company was Rs. 33.56 Lacs as against Rs. 32.96 Lacs in the previous year. The loss for the year ended 31st March, 2007 was Rs. 9.83 Lacs as against loss of Rs. 7.56 Lacs in the previous year.

**FIXED DEPOSITS**

As on 31st March 2007, 1 nos. of Fixed deposit aggregating to Rs. 0.96 Lacs was unclaimed.

**CHANGE OF NAME OF THE COMPANY**

As a part of business restructuring, the name of the Company was changed from "HCL Office Automation Limited" to "Universal Office Automation Limited." w.e.f 31st August, 2006.

**DIRECTORS**

During the year under review, Mr. Sushil Kumar Jain was co opted as Additional Director w.e.f 20<sup>th</sup> December, 2006, who will hold office till the conclusion of the forthcoming Annual General Meeting. The Company has received notice under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose the appointment of Mr. Sushil Kumar Jain as Director of the Company.

During the year under review, Mr. S.Rajaraman has resigned as Director on 20<sup>th</sup> December, 2006.

In accordance with the Articles of Association of the Company Mr.P. S. Ravishankar, a Director retires by rotation and being eligible offers himself for re-appointment

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm:

- i) that in the preparation of the annual accounts, the applicable accounting standards has been followed

alongwith proper explanation relating to material departures;

- ii) that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) that the directors had prepared the annual accounts on a going concern basis.

**AUDITORS AND AUDITORS' REPORT**

The Auditors of the Company, M/s. S.D. Chopra & Associates, Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Auditors' Report is self explanatory.

**PERSONNEL**

Inter-personnel Relations in the Company during the period under review continued to be harmonious. The Board wishes to place on record their appreciation for the contribution made by all the employees to the operations of the Company during the year under review.

During the year, there were no employees covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**ADDITIONAL INFORMATION RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.**

During the year under review considering the nature of activities undertaken by your Company, there are no particulars to be furnished in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo.

**CORPORATE GOVERNANCE**

A separate report on "Corporate Governance" is annexed hereto as part of Annual Report.

**ACKNOWLEDGEMENT**

Your Directors wish to thank the Government authorities, financial institutions, bankers and shareholders for their co-operation and assistance extended to the Company.

On behalf of the Board of Directors

28th June, 2007  
New Delhi

S. Murali  
DIRECTOR

P.S. Ravishankar  
DIRECTOR

## UNIVERSAL OFFICE AUTOMATION LIMITED

(formerly known as HCL Office Automation Limited)

## Report on Corporate Governance

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company is committed to maintaining the highest standards of Corporate Governance. The Company is conscious of its responsibility towards good corporate governance. The Company also believes that it is necessary to be fair, transparent and equitable treatment to all stakeholders comprising shareholders, creditors, financiers and the like to achieve the goals of the Company.

### 2. BOARD OF DIRECTORS:

- (i) All the Directors of the Company are non executive and independent.
- (ii) The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and the number of Directorships and Committee Chairmanship / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship/ Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Names	Category	No. of Board Meetings		Whether attended last AGM held on July 29, 2006	No. of Directorships in other public companies		No. of Committee positions held in other public companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. S.Murali	Independent & Non-Executive Director	8	8	Yes	-	3	-	-
Mr. P.S.Ravishankar	Independent & Non-Executive Director	8	8	Yes	-	2	-	-
Mr. K.R.Radhakrishnan*	Independent & Non-Executive Director	8	1	N/A	-	6	-	-
Mr.S. Rajaraman **	Independent & Non-Executive Director	8	6	Yes	-	2	-	-
Mr. Sushil Kumar Jain***	Independent & Non-Executive Director	8	1	N/A	-	-	-	-

\*Resigned w.e.f 1.05.2006

\*\*Resigned w.e.f 20. 12.2006

\*\*\*Appointed w.e.f 20.12.2006

- (iii) Eight Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

1st May, 2006, 24th May, 2006, 12th June, 2006, 28th July, 2006, 8th September, 2006, 30th October, 2006, 20th December, 2006 and 25th January, 2007.

- (iv) None of the Non - Executive Directors has any material pecuniary relationship or transactions with the Company.
- (v) Necessary information as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board for their consideration.

### 3. ACCOUNTS AND AUDIT COMMITTEE:

- (i) The Accounts and Audit Committee of the Company was constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The Company Secretary acts as Secretary of the Committee.
- (ii) The primary objective of the Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and ensure the integrity and quality of financial reporting and internal controls.
- (iii) The composition, powers, roles and the terms of reference of the Committee are in terms of the requirement of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. All the committee members have specialised knowledge of finance and accounting and two members possess financial and accounting expertise.

**UNIVERSAL OFFICE AUTOMATION LIMITED**

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**Report on Corporate Governance (contd...)**

- (iv) The Composition of the Accounts and Audit Committee and details of meetings attended by its members are given below:

Names	No of Audit Committee Meetings	
	Held	Attended
Mr. S.Murali , (Chairman )	4	4
Mr. P.S.Ravishankar (Member)	4	4
Mr.S. Rajaraman *(Member)	4	3
Mr. Sushil Kumar Jain** (Member)	4	1

\* Resigned on 20.12.2006

\*\* Appointed w.e.f 20.12.2006

- (v) The Committee met 4 times during the financial year 2006-2007 on the following dates: 12th June, 2006, 28th July 2006, 30th October, 2006 and 25th January, 2007.
- (vi) The previous Annual General Meeting of the Company was held on July 29, 2006 and it was attended by Mr. S.Murali, the Chairman of the Committee.
- (vii) Compensation policy for Non - Executive Directors (NEDs): neither remuneration nor sitting fees is paid to the Directors.

**4. REMUNERATION COMMITTEE :**

- (i) As no remuneration is paid to the Directors, no remuneration committee has been set up.
- (ii) None of the Directors of the Company held any share of the Company as on March 31, 2007.
- (iii) The Company has not issued any convertible instruments.

**5. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE:**

- (i) The Board has constituted Shareholders' / Investors' Grievance Committee to oversee and review all matters connected with the transfer of Shares of the Company and redressal of Shareholders' / Investors' complaints.
- (ii) The composition of the Shareholders' / Investors' Grievance Committee and the details of meeting attended by its members are given below:

Name	Category	No of meetings	
		Held	Attended
Mr. S.Rajaraman* (Chairman)	Independent, Non Executive	4	3
Mr. S.Murali, Member	Independent, Non Executive	4	4
Mr. P.S.Ravishankar Member	Independent, Non Executive	4	4
Mr. Sushil Kumar Jain ** (Chairman)	Independent, Non Executive	4	1

\* Resigned w.e.f 20.12.2006

\*\* Appointed w.e.f 20.12.2006

Mr. Sushil Kumar Jain was appointed as "Chairman" of the Committee subsequent to resignation of Mr. S. Rajaraman on 20<sup>th</sup> December, 2006

- (iii) The Committee met 4 times during the financial year 2006-2007 on the following dates: 12<sup>th</sup> June, 2006, 28th July, 2006, 30th October, 2006 and 25th January, 2007.
- (iv) Name, designation and address of Compliance Officer:  
 Mrs. Preeti Saxena, Company Secretary  
 Universal Office Automation Limited  
 E- 4, 5, 6, Sector XI, Noida. U.P. 201 301 Tel No.: 0120-2526490, Fax: 0120-2525196
- (v) During the year the Company did not receive any complaints from SEBI/Stock Exchanges/MCA. No complaints were pending either at beginning or at the end of the year. There were no shares pending for transfer as on 31<sup>st</sup> March, 2007.

**UNIVERSAL OFFICE AUTOMATION LIMITED**

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**Report on Corporate Governance (contd...)****6. GENERAL BODY MEETINGS:**

- i) The last three Annual General Meetings were held as under:

Year	Date	Time	Venue
2003-04	4th September, 2004	10.00 A.M.	Air Force Auditorium, Subroto Park, New Delhi
2004-05	10th September, 2005	03.00 P.M.	Air Force Auditorium, Subroto Park, New Delhi
2005-06	29th July, 2006	03.30 P.M.	Air Force Auditorium, Subroto Park, New Delhi

- ii) Postal Ballot:

During the year no resolution has been passed through postal ballot.

- (iii) Special Resolutions passed at last three AGMs:

- (a) At the AGM held on 29
- <sup>th</sup>
- July, 2006, Special Resolution was passed for change of name of the Company from " HCL Office Automation Limited " to " Universal Office Automation Limited ".

There are no other special resolutions passed at any last 3 AGMs other than stated above.

**7. DISCLOSURES:**

- i) There are no materially significant related party transactions of the Company, which have potential conflict with the interests of the company at large.
- ii) The Company has complied with the requirements of the Stock Exchanges/SEBI/any Statutory Authority on all matters related to capital markets during the last three years. There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authorities relating to the above.
- iii) The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. The Company has further complied with non - mandatory as defined in para (4) of annexure - 1D to Clause 49 as the Statutory Financial Statements of the Company are unqualified.
- iv) A qualified Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- v) The company has voluntarily appointed M/s Siddiqii & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year ended March 31, 2007, who has submitted his report confirming the compliance with all the applicable provisions of the various corporate laws

**8. MEANS OF COMMUNICATION:**

- a. At present quarterly / half yearly reports are not being sent to each household of shareholders.
- b. The quarterly/half yearly/annual accounts results are published in the English and Hindi Newspapers.
- Which newspaper normally published in The Pioneer (English)  
Veer Arjun (Hindi)
  - Any website where displayed No
  - Whether it also displays official news release No
  - Whether presentations made to institutional Investors or to analyst No

**9. GENERAL SHAREHOLDERS' INFORMATION:**

- (i) Annual General Meeting :

Day & Date	Time	Venue
Friday, September 7, 2007	3.30 P.M.	Air Force Auditorium Subroto Park, New Delhi

- (ii) Financial Calendar (tentative) for the year 2007-08:

a. Financial reporting for the quarter ending 30 <sup>th</sup> June, 2007	: 30 <sup>th</sup> July, 2007.
b. Financial Reporting for the quarter ending 30 <sup>th</sup> September, 2007	: 29 <sup>th</sup> October, 2007
c. Financial Reporting for the quarter ending 31 <sup>st</sup> December, 2007	: 28 <sup>th</sup> January, 2008
d. Audited Results for the financial year ending 31 <sup>st</sup> March, 2008	: 28 <sup>th</sup> June, 2008



## UNIVERSAL OFFICE AUTOMATION LIMITED

(formerly known as HCL Office Automation Limited)

## Report on Corporate Governance (contd...)

- (iii) Next dates of Book Closure : 3<sup>rd</sup> September, 2007 to 7<sup>th</sup> September, 2007 (Both days inclusive)
- (iv) Dividend Payment Date : Not Applicable
- (v) Listing on Stock Exchanges : The shares of the Company are listed on The Bombay Stock Exchange Ltd., Mumbai. Listing Fees for the period April 07 to March 08 has been paid to Stock Exchange.
- vi) Stock Codes/ Symbol : Electronic form - 523519  
The Bombay Stock Exchange Ltd.
- (vii) Market price data:

Month	Company's Share Price		BSE Index	
	High (Rs.)	Low (Rs.)	High	Low
APRIL, 2006	9.01	5.75	12042.56	11237.23
MAY, 2006	9.20	6.39	12612.38	10398.61
JUNE, 2006	6.53	5.16	10609.25	8929.44
JULY, 2006	7.50	5.01	10930.09	10007.34
AUGUST, 2006	8.00	5.06	11723.92	10751.66
SEPTEMBER, 2006	7.90	5.17	12454.42	11550.69
OCTOBER, 2006	6.95	5.43	13024.26	12204.01
NOVEMBER, 2006	12.27	5.95	13773.59	13072.51
DECEMBER, 2006	14.89	9.31	13972.03	12995.07
JANUARY, 2007	12.58	9.00	14282.72	13362.16
FEBRUARY, 2007	10.30	7.99	14652.09	12938.09
MARCH, 2007	8.93	6.69	13308.03	12415.04

Source: High/Low share price at the Bombay Stock Exchange, Mumbai

## (viii) Registrar and Share Transfer Agents

As per the provisions of the Listing Agreement entered with the Stock Exchange, Mumbai the Company has appointed M/s. Skyline Financial Services Private Limited as a Common Registrar and Share Transfer Agents for the shares of the Company held in both physical as well as electronic modes. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Share Registrar and Transfer Agents at the address given below:

M/s. Skyline Financial Services Private Limited  
246, 1st Floor, Sant Nagar, East of Kailash, New Delhi-110 065.  
Tel: 011-26292682-83, Fax: 011-26292681

## (ix) Share Transfer System:

The shares received in physical mode by the Company's Registrar and Share Transfer Agents are transferred within a period of 15 days from the date of receipt.

## (x) Distribution of Shareholding as on March 31, 2007:

No. of Equity shares	Shareholders		Total Shares	
	Number	%	Number	%
Upto 5000	10715	99.40	1819891	12.42
5001-10000	27	0.25	189829	1.29
10001-20000	12	0.11	148952	1.02
20001-30000	6	0.06	147293	1.01
30001-40000	3	0.03	102783	0.70
40001-50000	3	0.03	134678	0.92
50001-100000	6	0.06	484245	3.30
100000 and above	7	0.06	11625015	79.34
Total	10779	100.00	14652686	100.00