

NOTICE

UNIVERSAL OFFICE AUTOMATION LTD.

REGD. OFFICE : 806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI 110 019

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Company will be held on Tuesday, the 20th September, 2011 at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010 at 3.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011, the Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kul Bhushan Rattan 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 (FRN No 003789), Chartered Accountants, the retiring Auditors, being eligible offer themselves for re-appointment.

By Order of the Board
For Universal Office Automation Ltd.

New Delhi
30th May, 2011

Preeti Saxena
Company Secretary

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 12th day of September 2011 to Tuesday, the 20th day of September 2011 (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 under Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement of the Director proposed to be re-appointed in Annual General Meeting scheduled to be held on Tuesday, 20th September, 2011:-

Mr. Kul Bhushan Rattan, aged 57 yrs was co-opted on the Board w.e.f. 3rd October, 2008. Mr. Kul Bhushan Rattan is an independent non-executive Director. He is a Commerce Graduate and has over 30 years of experience in Accounts & Finance.

The shareholding of Mr.Kul Bhushan Rattan in the Company as on 31st March, 2011 is **NIL**

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

By Order of the Board
For Universal Office Automation Ltd.

New Delhi
30th May, 2011

Preeti Saxena
Company Secretary

DIRECTORS' REPORT

To the Members,

The Directors of your Company herewith present the Nineteenth Annual Report together with the Audited Accounts for the financial year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS

	(₹ in lacs)	
	2010-11	2009-10
Sales and other income	37.05	37.89
Profit/Loss before Interest, Depreciation and Tax	14.91	13.76
Finance Charges	0.00	0.00
Depreciation	8.30	8.77
Profit/(Loss) before Tax	6.61	4.99
Provision for Taxation	1.23	0.77
Net Profit/(Loss) after tax	5.38	4.22
Balance of Profit/(Loss) carried forward to next year	(2447.38)	(2452.76)

PERFORMANCE

The other income of the Company was ₹ 37.05 Lacs as against ₹ 37.89 Lacs in the previous year. The profit for the year ended 31st March, 2011 was ₹ 5.38 Lacs as against profit of ₹ 4.22 Lacs in the previous year.

FIXED DEPOSITS

As on 31st March, 2011, there was no unclaimed deposit.

DIRECTORS

In accordance with the Articles of Association of the company, Mr. Kul Bhushan Rattan, 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 that:

- i) in the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- ii) appropriate accounting policies have been selected and applied consistently and that the judgements and estimates made 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 financial year and of the profit of the Company for that period;
- iii) proper and sufficient care has been taken 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) the annual accounts have been prepared 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. Your Directors recommend their reappointment.

The notes to Accounts are self explanatory and therefore does not call for any further comments.

PERSONNEL

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

New Delhi
30th May, 2011

Kul Bhushan Rattan
DIRECTOR

P.S.Ravishankar
DIRECTOR

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON 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. The Company is committed to maintain the highest standards of Corporate Governance.

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 20 th September, 2010	No. of Directorships in other public companies		No. of Committee positions held in other public companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. P.S.Ravishankar	Independent & Non-Executive Director	5	4	No	-	2	-	-
Mr. Kul Bhushan Rattan	Independent & Non-Executive Director	5	5	Yes	-	NIL	-	-
Mr. Sushil Kumar Jain	Independent & Non-Executive Director	5	5	Yes	-	NIL	-	-

- (iii) Five 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:

16th April, 2010, 28th May, 2010, 10th August, 2010, 29th October, 2010 and 31st January, 2011.

- (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 Agreements 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.

Report on Corporate Governance (contd...)

- (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 reasonable knowledge of finance and accounting and two members possess financial and accounting expertise.
- (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.P.S.Ravishankar (Chairman)	4	3
Mr. Sushil Kumar Jain (Member)	4	4
Mr. Kul Bhushan Rattan (Member)	4	4

- (v) The Committee met 4 times during the financial year 2010-11 on the following dates :
- 28th May, 2010, 10th August, 2010, 29th October, 2010 and 31st January, 2011.
- (vi) The previous Annual General Meeting of the Company was held on 20th September, 2010 and it was not attended by Mr. P.S.Ravishankar, 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, 2011.
- (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:

Names	Category	No of Meetings	
		Held	Attended
Mr. Sushil Kumar Jain (Chairman)	Independent, Non Executive	4	4
Mr.P.S.Ravishankar (Member)	Independent, Non Executive	4	3
Mr. Kul Bhushan Rattan (Member)	Independent, Non Executive	4	4

- (iii) The Committee met 4 times during the financial year 2010-11 on the following dates:

28th May, 2010, 10th August, 2010, 29th October, 2010 and 31st January, 2011.

Report on Corporate Governance (contd...)

- (iv) Name, designation and address of Compliance Officer:

Ms.Preeti Saxena

Company Secretary

Universal Office Automation Limited

E- 4, 5, 6, Sector 11, Noida

Tel: 0120-2526490 / Fax: 0120-2525196

- (v) During the year the Company did not receive any complaint from any regulation authority. There were no shares pending for transfer as on 31st March, 2011.

6. GENERAL BODY MEETINGS:

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

Year	Date	Time	Venue
2007-08	22 nd September, 2008	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2008-09	12 th September, 2009	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2009-10	20 th September, 2010	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi

- ii) Postal Ballot: During the year no resolution has been passed through postal ballot.

- iii) There are no special resolutions passed at any last 3 AGMs.

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 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 Siddiqui & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year ended March 31, 2011, 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 Financial Express (English), Jansatta (Hindi)
 - Any website where displayed Under creation
 - Whether it also displays official news release No

Report on Corporate Governance (contd...)

- whether presentations made to institutional
Investors or to analyst No

9. GENERAL SHAREHOLDERS' INFORMATION:

- (i) Annual General Meeting :

Day & Date	Time	Venue
Tuesday, September 20 th 2011	3.30 p.m.	Air Force Auditorium Subroto Park NewDelhi

- (ii) Financial Calendar (tentative) for the year 2011-12:

Adoption of Results for the quarter ending 30 th June, 2011	29 th July, 2011
Adoption of results for the quarter ending 30 th September, 2011	28 th October, 2011
Adoption of results for the quarter ending 31 st December, 2011	30 th January, 2012
Adoption of Audited Results for the financial year ended 31 st March, 2012	28 th May, 2012

- (iii) Dates of Book Closure 12th September, 2011 to
20th September, 2011
(Both days inclusive)

- (iv) Dividend Payment Date Not Applicable

- (v) Listing on Stock Exchanges Bombay Stock Exchange
Limited - Mumbai
Listing fees for the financial
year 2011-12 has been paid.

- (vi) Stock Codes/ Symbol :
The Bombay Stock Exchange Ltd. : Electronic form - 523519

- (vii) Market price data:

Month	Company's Share Price		BSE Index	
	High (₹)	Low (₹)	High	Low
APRIL, 2010	3.25	2.52	18047.86	17276.80
MAY, 2010	3.48	2.83	17536.86	15960.15
JUNE, 2010	3.37	2.57	17919.62	16318.39
JULY, 2010	3.26	2.84	18237.56	17395.58
AUGUST, 2010	3.20	2.71	18475.27	17819.99
SEPTEMBER, 2010	3.52	2.43	20267.98	18027.12
OCTOBER, 2010	3.70	2.54	20854.55	19768.96
NOVEMBER, 2010	3.75	2.86	21108.64	18954.82
DECEMBER, 2010	3.71	2.75	20552.03	19074.57
JANUARY, 2011	3.87	2.92	20664.80	18038.48
FEBRUARY, 2011	3.48	2.54	18690.97	17295.52
MARCH, 2011	3.64	2.29	19575.16	17792.17