

NOTICE

UNIVERSAL OFFICE AUTOMATION LTD.

REGD. OFFICE : 806, SIDDHARTH, 96, NEHRU PLACE, NEW DELHI 110019

NOTICE is hereby given that the Twentieth Annual General Meeting of the Company will be held on Thursday, the 20th September, 2012 at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 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, 2012, 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. 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 (FRN No 003789), 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 pursuant to the provisions of Section 198, 269, 309 and all other applicable provisions if any, of the Companies Act, 1956, read with Schedule XIII and pursuant to Articles 121 of the Articles of Association of the Company, Approval of the Company be and is hereby accorded to the appointment of Mr. Kul Bhushan Rattan, Director as "Whole Time Director" of the Company for a period of 5 years w.e.f. 30th July, 2012 without payment of any remuneration."

By Order of the Board
For Universal Office Automation Limited

Noida
30th July, 2012

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 17th day of September 2012 to Thursday, the 20th day of September 2012 (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, 2012:-

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. 10th September, 2005. Mr. P.S.Ravishankar is an independent non-executive Director. He is a

Commerce Graduate and has over 30 years of experience in Accounts & Finance. He is Director in following other Companies.

S.No	Name of Companies/Firms	Nature of Interest
1	International Data Management Limited	Director
2	First Stonex Limited	Director

The shareholding of Mr.P.S. Ravishankar in the Company as on 31st March, 2012 is **NIL**

EXPLANATORY STATEMENT

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 (ANNEXED TO THE NOTICE DATED 30TH JULY, 2012)

Item No. 4:-

The Board of Directors in their meeting held on 30th July, 2012 had approved the appointment of Mr. Kul Bhushan Rattan, Director as the "Whole Time Director" of the Company without payment of any remuneration for a period of five years with effect from 30th July, 2012.

The appointment of Mr. Kul Bhushan Rattan, Director as the "Whole Time Director "of the Company is subject to the approval of the shareholders.

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 Directors therefore recommend the resolution set out at item No 4 for approval.

Except Mr. Kul Bhushan Rattan, none of the Director of the Company is interested in this resolution.

This should also be treated as an abstract of the terms and condition of the appointment of the aforesaid Whole - time Director and the memorandum of interest of the Director in the said appointment, as contemplated under Section 302 of the Companies Act, 1956.

By Order of the Board
For Universal Office Automation Limited

Noida
30th July, 2012

Preeti Saxena
Company Secretary

DIRECTORS' REPORT

To the Members,

The Directors of your Company herewith present the Twentieth Annual Report together with the Audited Accounts for the financial year ended 31st March, 2012.

FINANCIAL RESULTS

	(₹ in lacs)	
	2011-12	2010-11
1. Sales and other income	32.83	37.05
2. Profit/Loss before Interest, Depreciation and Tax	15.38	14.91
3. Finance Charges	0.00	0.00
4. Depreciation	8.07	8.30
5. Profit/(Loss) before Tax	7.31	6.61
6. Provision for Taxation	1.39	1.23
7. Net Profit/(Loss) after tax for the current year	5.92	5.38
8. Capital Reserve	297.63	297.63
9. Securities Premium Reserve	333.37	333.37
10. Closing Balance (Profit & Loss Account)	(2414.06)	(2419.98)
11. Total Reserve and Surplus (10-9-8)	(1783.06)	(1788.98)

PERFORMANCE

The other income of the Company was ₹ 32.83 Lacs as against ₹ 37.05 Lacs in the previous year. The profit for the year ended 31st March, 2012 was ₹ 5.92 Lacs as against profit of ₹ 5.38 Lacs in the previous year.

FIXED DEPOSITS

As on 31st March, 2012, there was no unclaimed deposit.

DIRECTORS

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 the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirm that:

- in the preparation of the annual accounts for the year ended March 31, 2012, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- the Directors have 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 as at March 31, 2012 and of the profit of the Company for the year ended on that date;

- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- the Directors have prepared the annual accounts of the Company 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. A certificate from the auditors has been received to the effect that their re-appointment, if made, would be in accordance with section 224(1B) of the Companies Act, 1956.

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
28th May, 2012

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, 2011	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	4	4	Yes	-	2	-	-
Mr. Sushil Kumar Jain	Independent & Non-Executive Director	4	4	Yes	-	NIL	-	-
Mr. Kul Bhushan Rattan	Independent & Non-Executive Director	4	3	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:

30th May, 2011, 29th July, 2011, 7th November, 2011 and 9th February, 2012.

- (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	4
Mr. Sushil Kumar Jain (Member)	4	4
Mr. Kul Bhushan Rattan (Member)	4	3

- (v) The Committee met 4 times during the financial year 2011-12 on the following dates :
- 30th May, 2011, 29th July, 2011, 7th November, 2011 and 9th February, 2012.
- (vi) The previous Annual General Meeting of the Company was held on 20th September, 2011 and it was 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, 2012.

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	4
Mr. Kul Bhushan Rattan (Member)	Independent, Non Executive	4	3

- (iii) The Committee met 4 times during the financial year 2011-12 on the following dates:

30th May, 2011, 29th July, 2011, 7th November, 2011 and 9th February, 2012.

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 received one complaint from The Bombay Stock Exchange Limited - Mumbai which was resolved. No complaints were pending either at beginning or at the end of the year. There were no shares pending for transfer as on 31st March, 2012.

6. GENERAL BODY MEETINGS:

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

Year	Date	Time	Venue
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
2010-11	20 th September, 2011	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, 2012, 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 Yes www.uniofficeautomation.com
 - 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 2012	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, 2012	30 th July, 2012
Adoption of results for the quarter ending 30 th September, 2012	29 th October, 2012
Adoption of results for the quarter ending 31 st December, 2012	30 th January, 2013
Adoption of Audited Results for the financial year ended 31 st March, 2012	30 th May, 2013

(iii) Dates of Book Closure

Monday, the 17th day of
September, 2012 to Thursday, the
20th day of September, 2012
(both days inclusive)

(iv) Dividend Payment Date

Not Applicable (No dividend was
recommended by the Board of
Directors during the financial year)

(v) Listing on Stock Exchanges

The Stock Exchange, Mumbai
Listing fees for the financial
year 2012-13 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, 2011	3.68	2.41	19811.14	18976.19
MAY, 2011	3.64	2.19	19253.87	17786.13
JUNE, 2011	10.24	3.45	18873.39	17314.38
JULY, 2011	9.66	4.34	19131.70	18131.86
AUGUST, 2011	4.55	3.11	18440.07	15765.53
SEPTEMBER, 2011	4.20	3.06	17211.80	15801.01
OCTOBER, 2011	3.56	2.62	17908.13	15745.43
NOVEMBER, 2011	3.25	2.52	17702.26	15478.69
DECEMBER, 2011	3.00	2.28	17003.71	15135.86
JANUARY, 2012	3.75	2.33	17258.97	15358.02
FEBRUARY, 2012	3.61	2.87	18523.78	17061.55
MARCH, 2012	3.16	2.62	18040.69	16920.61

Report on Corporate Governance (contd...)

(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
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Tel: +91 11 30857575 (10 Lines), Fax: +91 11 30857562
Web: www.skylinerta.com

(ix) Share Transfer System:

Transfer of dematerialized shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer document can be lodged with M/s. Skyline Financial Services Private Limited at their address mentioned above.

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) (b) Distribution of Shareholding as on March 31, 2012:

No. of Equity shares	Shareholders		Total Shares	
	Number	%	Number	%
Upto 500	11468	92.15	929958	6.35
501-1000	511	4.11	445113	3.04
1001-2000	231	1.86	368784	2.52
2001-3000	63	0.51	168345	1.15
3001-4000	42	0.34	148345	1.01
4001-5000	35	0.28	168167	1.15
5001-10000	46	0.37	342181	2.34
10001 and above	49	0.39	12081893	82.44
Total	12445	100.00	14652686	100.00

(b) Shareholding pattern as on March 31, 2012

Category	No. of shares	Percentage
Promoters / Promoters Group	9,489,173	64.76
Mutual Funds/ UTI	3,432	0.02
Financial Institutions /Banks	64,160	0.44
Foreign Institutional Investors	-	-
Bodies Corporate	1,013,281	6.92
Indian Public	4,034,421	27.53
NRI / OCBs	48,219	0.33
GRAND TOTAL	14,652,686	100.00

(xi) Dematerialization of shares

The shares of the Company are compulsorily traded in dematerialised form and are available for trading on both the depositories in India i.e. NSDL & CDSL. As on March 31, 2012, 32.30% equity shares of the

Report on Corporate Governance (contd...)

Company are held in dematerialised form. The Company's shares are regularly traded on the BSE in electronic form.

Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE 951CO1012

(xii) **The Company has not issued any GDRs/ADRs/Warrants or Convertible instruments.**

(xiii) **Plant locations:** The Company does not have any manufacturing unit.

(xiv) **Address for Correspondence:**

The shareholders may address their communication/ suggestions/ grievances/ queries to the Registrar and Share Transfer Agents at the address mentioned above, or to:

The Company Secretary
Universal Office Automation Ltd.
E - 4, 5, 6, Sector - XI, NOIDA (U.P.) - 201 301.
Tel. No.: 0120-2526490, Fax: 0120-2525196
Email: investoroa@hcl.in
Website: www.uniofficeautomation.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As the Company could not take any business activity during the year under review, there is nothing significant to be reported as Management Discussion & Analysis.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Shareholders of UNIVERSAL OFFICE AUTOMATION LIMITED

1. We have examined the compliance of conditions of corporate governance by **UNIVERSAL OFFICE AUTOMATION LIMITED** for the year ended 31st March, 2012, as stipulated in Clause 49 of the listing agreement of the Company with Stock Exchange.
2. The Compliance of conditions of corporate governance is the responsibility of the management .Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance .It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us , we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement .
4. We state that in respect of investor grievances. the Registrar and Share Transfer Agents of the Company has maintained the relevant records and certify that as on March 31, 2012 there was no investor grievances pending against the Company for a period exceeding one month.
5. We further state such compliance neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

S.D. Chopra
Proprietor

For and on behalf of
S.D. Chopra & Associates
Chartered Accountants
Membership No. 82537

Place: New Delhi
Date : 28th May, 2012