

2015 – 2016

24th
Annual
Report

**UNIVERSAL OFFICE
AUTOMATION LIMITED**

CORPORATE INFORMATION

Board of Directors	P.S. Ravishankar Rita Gupta Sushil Kumar Jain Vikas Agarwal
Chief Financial Officer	Suresh Chand Sharma
Company Secretary & Compliance Officer	Preeti Saxena
Auditors	S. D. Chopra & Associates
Banker	ICICI Bank, 9A, Philips, CP, New Delhi-110001
Registered Office	806, Siddharth 96, Nehru Place, New Delhi-110 019
Corporate Officer	E-4, 5, 6, Sector XI, Noida Distt. Gautam Budh Nagar (U.P.)
Registrar & Share transfer Agents	M/s. Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Listed at	Bombay Stock Exchange Ltd., Mumbai

CONTENTS

Notice, Attendance Slip, Proxy Form and Share Holder Information	1-10
Directors' Report	11
- Annexure "A" (Nomination and Remuneration Policy)	17
- Annexure "B" (MGT-9)	21
- Annexure "C" (MR-3 Secretarial Audit Report)	27
Report on Corporate Govenment (Annexure "D")	29
Auditors' Report	40
Balance Sheet	45
Profit and Loss Account	46
Cash Flow Statement	47
Notes to financial statements	49

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019. Tel : 011-26444812

Corporate Office : E-4,5,6 Sector XI, Noida-201301. Tel : 0120-2526518

Website : www.uniofficeautomation.com, E-mail : investor@hcl.com

NOTICE

NOTICE is hereby given that the Twenty fourth Annual General Meeting of the members of the Company will be held on Wednesday , the 14th September, 2016 at 3.30 P.M. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms.Rita Gupta (DIN:00899240) who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants the Auditors are eligible for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S.D.Chopra & Associates , Chartered Accountants (Firm Registration No. 003789N), as the Statutory Auditors of the Company to hold office from the conclusion of the 24th Annual General meeting until the conclusion of the 25th Annual General Meeting.

"RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to fix remuneration in consultation with them and reimburse travelling and out of pocket expenses of incurred by them for the purpose of audit. "

By Order of the Board
For Universal Office Automation Limited
CIN: L34300DL1991PLC044365

Noida
10th August, 2016

Preeti Saxena
Company Secretary

NOTES

1. The register of members and the share transfer books of the Company will remain closed from Saturday 10th September, 2016 to Wednesday 14th September, 2016 (both days inclusive) for the purpose of Annual General meeting of the Company (Seven days closure suggested in Rule 10 of Companies(Management and Administration) Rules, 2014.)
2. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members.

Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "Meeting") IS ENTITLED TO

APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED.

3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
5. Date of determining shareholders for dispatch of Notice and Annual Report is 9th August, 2016 and dispatch shall be on 20th August, 2016.
6. 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 at the address given below :-

M/s. Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020. Tel.: +91 11 26812682 (10 Lines) | Fax: +91 11 26812683, Web: www.skylinerta.com

The shareholders holding shares in electronic form are requested to notify any change in their addresses, mandates/bank details to their depository participants.
7. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.

8. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination Form SH 13 prescribed by the Government can be obtained from the RTA or the registered office of the Company. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Electronic copies of the Notice of 24th Annual General meeting is being sent to all the members whose email id's are registered with the Company/Depository participants for communication purposes unless any member has requested for the hard copies of the same. For members who have not registered their email addresses, physical copies of the Annual report 2016 is being sent in the permitted mode.
10. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA at the address given below :-

M/s. Skyline Financial Services Private Limited
at D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and

relationships between directors inter-se as stipulated under sub regulation (3) of Regulation 36 of the Listing Regulation.

14. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulation and Secretarial Standards on General Meetings (SS2) issued by Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Polling Paper"

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 11th September, 2016 (9:00 am) and ends on 13th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

V. The process and manner for remote e-voting are as under:

A In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Universal Office Automation Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to primekoss@hotmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM) :

EVEN (Remote e-voting Event Number) USER ID
PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th September, 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 9th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained

by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. K.O. Siddiqui, Company Secretary (Membership No. FCS : 2229) and Proprietor M/s. Siddiqui & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE : The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Polling Paper”

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company(www.uniofficeautomation.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

15. The route map showing directions to reach the venue of the twenty fourth Annual General Meeting is enclosed as Annexure “B”.

16. Information for Director seeking appointment / reappointment in Annual general Meeting scheduled to be held on Wednesday, the 14th September, 2016 (Pursuant to sub regulation (3) of Regulation 36 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed and forms part of this notice as Annexure “A”:-

ANNEXURE "A"

Details of Directors as on March 31, 2016 seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on Wednesday, the 14th September, 2016 (Pursuant to sub regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-II on General Meetings.

Name of Director	Ms. Rita Gupta (DIN :00899240)
1 Date of Birth	21/10/1962
2 Date of Appointment	13.08.2014
3 Qualifications	Associate Member of the Institute of Chartered Accountants of India
4 Expertise in specific functional areas of the Company	Vast knowledge and expertise in the area of Corporate Finance.
5 Relationship with any other Director and KMPs of the Company	None
Board Memberships of other Companies as on 31st March, 2016	1. HCL Technologies Solutions Limited 2. Vama Sundari Investments (Pondicherry) Private Limited 3. Digilife Distribution and Marketing Services Ltd. 4. HCL Infotech Ltd. 5. RMA Software Park (P) Ltd. 6. HCL Services Ltd. 7. International Data Management Ltd.
Chairman /Member of the Committee of Board of Directors as on 31st March, 2016	NONE
Chairman/Member of the Committee of Board of Directors of the other Companies as on 31st March, 2016. Audit Committee. Stakeholders Relationship Committee. Nomination and Remuneration Committee.	NONE
Number of meetings of the Board attended during the year.	5
Details of Remuneration paid during year 2015-16	NIL
Number of shares held in the Company as on date	NIL
Brief Profile of the Director	She has vast knowledge and expertise in the area of Corporate Finance

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act:

Members had, at the 22nd Annual General Meeting held on 22nd September 2014, approved the appointment of M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants as Statutory Auditors of the Company for the three (3) financial years 2014-2015, 2015-16 and 2016-17. Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, states that appointment of the auditor shall be subject to ratification by the members at every annual general meeting till the expiry of the term of the Auditor. In view of the above, the appointment of M/s. S.D.

Chopra & Associates (FRN No 003789N), Chartered Accountants from the conclusion of this Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 is being placed for members' ratification.

The Board recommends the passing of the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

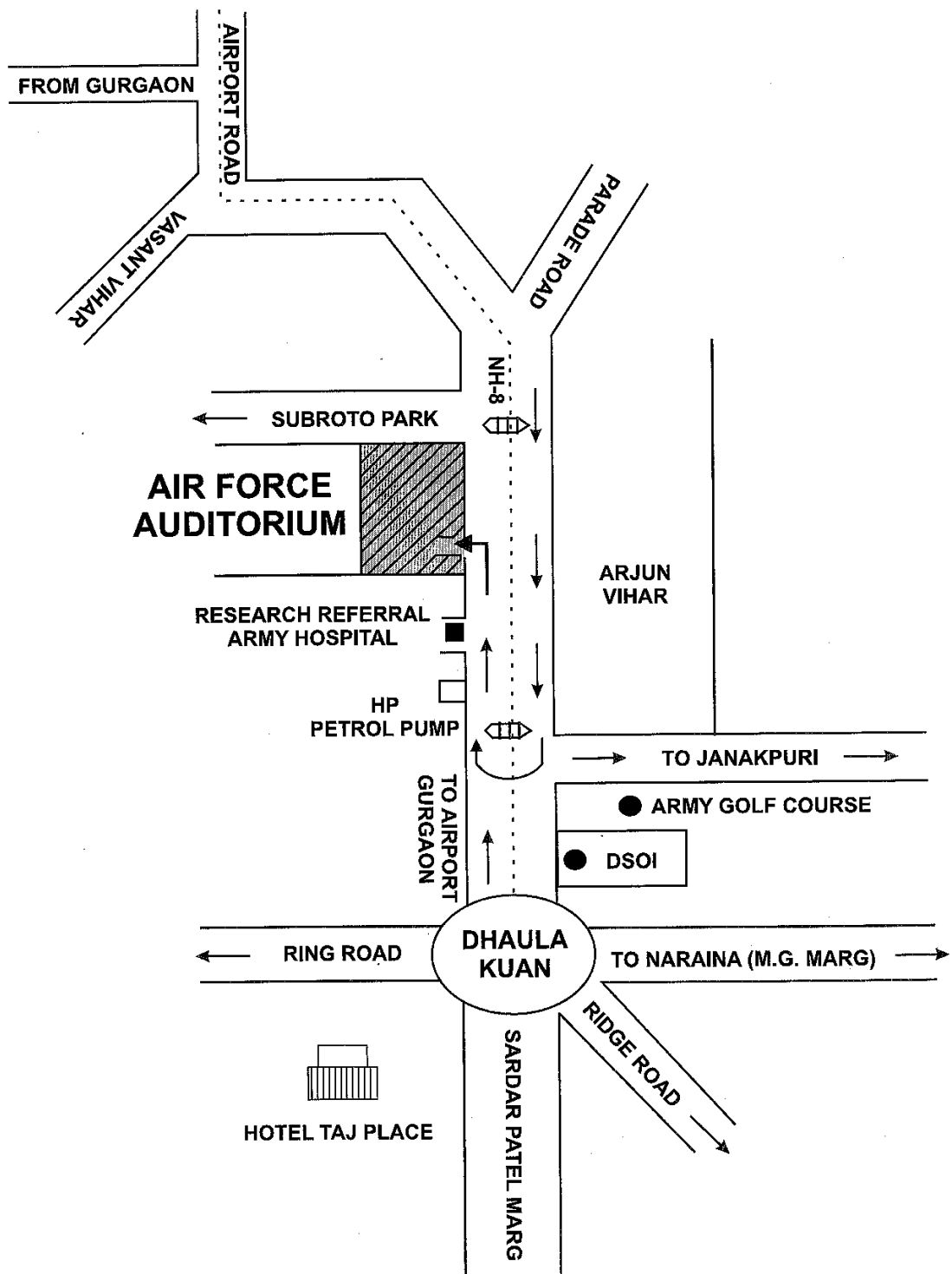
None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

By Order of the Board
For Universal Office Automation Limited
CIN: L34300DL1991PLC044365

Noida
10th August, 2016

Preeti Saxena
Company Secretary
Regd. Office: 806, Siddhartha,
96, Nehru Place, New Delhi-110 019.
Email: investoroa@hcl.com

ROUTE MAP



UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019. Tel : 011-26444812

Corporate Office : E-4,5,6 Sector XI, Noida-201301. Tel : 0120-2526518

Website : www.uniofficeautomation.com, E-mail : investoroa@hcl.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
(Joint shareholders may obtain additional slip at the venue of the meeting)

Dp id*	
Client id*	

Folio No	
No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I/we have recorded my/our presence at the 24th ANNUAL GENERAL MEETING of the Company held on Wednesday, September 14, 2016 at 3:30 p.m at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010

*Applicable for investors holding shares in electronics from

**PROXY FORM**

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

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019. Tel : 011-26444812

Corporate Office : E-4,5,6 Sector XI, Noida-201301. Tel : 0120-2526518

Website : www.uniofficeautomation.com, E-mail : investoroa@hcl.com

Name of the members(s)		e-mail Id :	
Registered address		Folio No/*Client id :	
		*DP Id :	

I/We, being the members(s) of _____ shares of Universal Office Automation Limited, hereby appoint:

- 1) _____ of _____ having e-mail id or failing him
- 2) _____ of _____ having e-mail id or failing him
- 3) _____ of _____ having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th **Annual General Meeting** of the Company, to be held on Wednesday, September 14, 2016 at 3:30 p.m., Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sl No.	RESOLUTIONS	FOR	AGAINST
1.	To consider and adopt Audited Financial Statments for the period ended 31 st March, 2016 including Audited Balance sheets and statement of profit and loss account for the period ended on that date together with Reports of Board of Directors and Auditors		
2.	Reappointment of Ms. Rita Gupta who retires by rotation		
3.	Ratification of appointment of Auditors and fixing their remuneration		

* Applicable for investors holding shares in electronic form.