

UNIVERSAL OFFICE AUTOMATION LIMITED
CIN: L34300DL1991PLC044365
Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110
019 Tel: 011-26444812
Website : www.uniofficeautomation.com, E-mail :
investor@hcl.com

NOTICE is hereby given that the 30th Annual General Meeting (“AGM”) of the members of Universal Office Automation Limited (“Company”) will be held on Tuesday, 19th day of July, 2022 at 2:30 P.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), as mentioned in the notes to this Notice, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and of the Auditors thereon.

ITEM NO. 2 - RE-APPOINTMENT OF MR SASHI SEKHAR MISHRA (DIN 03072330) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To re-appoint Mr. Sashi Sekhar Mishra (DIN - 03072330), who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.

ITEM NO 3 – RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To Re - appoint Purushothaman Bhutani & Co, Chartered accountants (FRN - 005484N) as Statutory Auditors of the company for a term of five years

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN

No 005484N) be and is hereby re-appointed as Statutory Auditors of the Company to hold office for another term commencing from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2027.

RESOLVED FURTHER THAT Mr Sunil Kumar Shrivastava, Managing Director of the Company be and is hereby authorised to fix their remuneration in consultation with them and reimburse travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution

Item No. 4 - APPOINTMENT OF MR VIKRAM SHASTRY (DIN 09633011) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (“Act”) and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vikram Shastri (DIN 09633011), who was appointed as an Additional Director of the Company with effect from June 10, 2022 to hold office as an Independent Director in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member of the Company proposing candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years w.e.f. June 10, 2022 to June 09, 2027.

RESOLVED FURTHER That the Board of Directors be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 5 – RECLASSIFICATION OF SHAREHOLDING OF AJAI CHOWDHARY & GROUP from ‘PROMOTERS AND PROMOTERS GROUP’ CATEGORY TO ‘PUBLIC’ CATEGORY

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant provisions including any modification or re-enactments thereof for the time being in force and subject to necessary approval from the Stock Exchange (‘BSE Limited’) and other appropriate statutory authorities as may be required, approval of the members be and is hereby accorded for reclassification of the following promoter(s) and persons related to promoter(s) from ‘Promoters & Promoters Group’ category to ‘Public’ category

- i. Ajai Chowdhry
- ii. Gita Chowdhry
- iii. Akshay Chowdhry
- iv. Appolo Trading and Finance Private Limited
- v. BFL Investments and Financial Consultants Private Limited

RESOLVED FURTHER THAT Mr. Sunil Kumar Shrivastava, Managing Director and Ms. Naina Luthra, Company Secretary of the Company be and are hereby severally authorised to sign & execute application and other documents to be submitted to the stock exchange (s) and to do all such acts deeds and things as may be necessary proper or expedient for the purpose of giving effect to the foregoing resolution.”

**By Order of the Board
For Universal Office Automation Limited**

June 10, 2022
New Delhi

**Sd/-
Naina Luthra
Company Secretary & Compliance Officer**

NOTES:

1. Ministry of Corporate Affairs (“MCA”) issued General Circular no 20/2020 dated May 05, 2020, General Circular no 02/2021 dated January 13, 2021, General Circular no 19/2021 dated December 08, 2021 and General Circular no 21/2021 dated December 14, 2021 permitting the companies to convene their General Meetings via online mode i. e. through Video Conferencing / Other Audio Visual Means (VC/ OAVM) without physical presence at a common venue.

In view of the continuing COVID - 19 pandemic, the MCA vide its Circular No 02/2022 dated May 05, 2022 allowed the Companies to hold their Annual General Meetings for the year 2022 through Video Conferencing / Other Audio Visual Means till 31st December 2022.

2. Pursuant to the aforesaid Circulars issued by the MCA, the Thirtieth Annual General Meeting (30th AGM) of the Company shall be conducted through VC / OAVM. Deemed Venue for the 30th AGM shall be the Registered Office of the Company – 806, Sidharth, 96, Nehru Place, New Delhi - 110019.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. The Resolution/Authorization in pursuance of Section 112 and Section 113 of the Companies Act, 2013 shall be sent to the Company at investor@hcl.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skyline.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e. from Monday, 11th July, 2022 to Thursday 21st July, 2022 (both days inclusive).

6. 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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020; April 13, 2020; May 05, 2020 & January 13, 2021 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 entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as on the date of the AGM will be provided by NSDL.
7. Members can join AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
8. The Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 issued Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination.

In accordance with the provisions contained therein the relevant forms have been enclosed herewith this notice as 'Annexure B' for updating their KYC & nomination details by the shareholders more specifically mentioned hereunder:

Form ISR 1 - Availing investor services (such as updating PAN / address / Signature / email/ mobile / Demat account etc.)

Form ISR 2 - Updating Signature & KYC documents

Form ISR 3 – Declaration to Opt Out

Form SH 13 – Updating Nomination details

Form SH 14 – Change in nomination details

Further, pursuant to the provisions of SEBI Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2022 / 8 dated 25th January, 2022 listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request:

i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition;

Accordingly, the shareholders are requested to submit Form ISR 4 (annexed at the end this notice) for issue of Duplicate Certificate and other Service Requests with the RTA , who shall issue a letter of confirmation (LC). The shareholders shall then submit the LC to their respective Depository participant within a period 120 days of the issue of LC. *Please note that in case the shareholder is not able to submit the LC within the prescribed period of 120 days the securities shall be credited to the Suspense Escrow Demat Account of the Company.*

Attention of shareholders is also drawn to SEBI's Circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022 wherein the procedure and documentation requirements for issuance of duplicate securities has been further simplified.

The above forms are also uploaded on the website of the company and may be accessed at www.uniofficeautomation.com

9. The SEBI has vide its circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 issued simplified procedure and standardization of formats of documents for Transmission of securities. As per the aforesaid circular transmission of securities is permitted only in demat mode. Shareholders are requested to take note of the same and follow the procedure prescribed therein.

10. Pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 & the Notice convening the

30th AGM has been uploaded on the website of the Company at www.uniofficeautomation.com The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the Remote e - Voting facility) i. e. www.evoting.nsdl.com

11. Electronic copies of the Annual Report for the year 2021 - 22 is being sent to all the members whose email address are registered with the Company / Depository participants. For members who have not registered their email address, can access the Annual report for the year 2021 22 at website of the company at www.uniofficeautomation.com and should update their email address with the respective depository participants and /or with the RTA of the company at admin@skylinerta.com
12. Relevant documents referred to in the Notice and the Annual Report are open for inspection by the members at the Registered Office of the Company on all week days i.e. except Saturday & Sunday, during business hours up to the date of the AGM.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. 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.
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. Since the 30th AGM of the company is being convened through VC, the facility for voting through ballot paper shall not be 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.
- III. The remote e-voting period commences on 16th July, 2022 (9:00 am) and ends on 18th July, 2022 (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 14th July, 2022 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 AGM

- IV. The detailed instruction, process and manner for remote e-voting is annexed herewith the notice.
 - V. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the meeting. The Results shall be declared after the Annual General Meeting and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL & the Company immediately after their declaration.
15. As stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, brief profile of Mr Sashi Sekhar Mishra & Mr Vikram Shastry, including names of companies in which they hold directorships and memberships /

chairmanships of Board Committees, is provided under Table 'A' hereunder:

Table A

Name of the Director	SASHI SEKHAR MISHRA	VISTNUBHOTL A GANGADHAR RAM SHASTRY VIKRAM SHASTRY ('VIKRAM SHASTRY')
Age	53 Years (DOB 01/11/1968)	37 yrs (DOB 19/06/1984)
Qualification	B.COM & LLB	MBA – Finance & Marketing B Tech – Electronics
Experience	Experience of more than 26 yrs. in Treasury, Finance and Accounts	Approx. 14 yrs. of experience in Treasury & Financial Management
Terms and Conditions of appointment	Non – Executive; Non Independent Director	Independent Director
Details of remuneration	Nil	Nil
Date of first appointment on the Board	31-03-2017	NA
Shareholding in the Company	Nil	Nil
Relationship with other director/Manager and other KMP	NA	NA
Directorships of other Board	<ul style="list-style-type: none"> • International Data Management Ltd • HCL Employees Investment Co Ltd • Buoyant Infra-Developers Pvt Ltd • Esthetic Infra – Developers Pvt Ltd • Cityframe 	NA

	Infra – Developers Pvt Ltd <ul style="list-style-type: none"> • Pimpri Chinchwad Eservices Ltd • South Asian Computers Ltd • HCL Infosolutions Ltd 	
Membership / Chairmanship of Committees in other Companies	Nil	Nil
Membership/Chairmanship of Committees in the Company	Nil	Member of – Audit Committee; Nomination & Remuneration Committee; Stakeholder Relationship Committee
No of Board Meetings attended during the financial year 2021 22	4	Nil