

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 Thirty First (31st) Annual General Meeting ("AGM") of the members of Universal Office Automation Limited ("Company") will be held on Tuesday, 26th day of September, 2023 at 3:30 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, 2023 together with the Reports of the Board of Directors and of the Auditors thereon.

ITEM NO. 2 - RE-APPOINTMENT OF MR SUNIL KUMAR SHRIVASTAVA (DIN 03072330) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To re-appoint Mr. Sunil Kumar Shrivastava (DIN - 00259961), who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.

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

August 14,
2023
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, General Circular no 21/2021 dated December 14, 2021 and General Circular no 10/2022 dated December 28, 2022 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.
2. Pursuant to the aforesaid Circulars issued by the MCA, the Thirty first Annual General Meeting (31st AGM) of the Company shall be conducted through VC / OAVM. Deemed Venue for the 31st AGM shall be the Registered Office of the Company – 806, Sidharth, 96, Nehru Place, New Delhi - 110019.
3. Pursuant to the provisions of SEBI Circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with MCA Circular dated December 28, 2022 Annual Report for the year 2022- 23 and notice convening the 31st Annual General Meeting is being sent through electronic mode only. However, a shareholder may obtain physical copy of the same by sending email to the company at investroa@hcl.com .
4. 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 authorized 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 investroa@hcl.com or the Skyline Financial Services Private Limited, Registrar and Share Transfer Agent at admin@skyline.com.
5. 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.
6. Register of Members and Share Transfer Books of the

Company shall remain closed on Book Closure Dates i.e. from Monday, 18th September, 2023 to Thursday 28th September, 2023 (both days inclusive).

7. 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 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.
8. 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.
9. As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 & SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination
10. In terms of SEBI Circular No SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023; It shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank

A/c details and Specimen signature for their corresponding folio numbers. The folios wherein any of the aforementioned details in not updated, shall be frozen by the RTA on or after October 01, 2023.

11. 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 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

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

12. 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.

13. Pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice convening the 31st 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

14. Electronic copies of the Annual Report for the year 2022 - 23 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 2022 23 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.

15. 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.
16. 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.
17. As the AGM will be held through VC / OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice
18. In accordance with the SEBI Circular and the MCA Circulars, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of their board or governing body resolution / authorization, etc., for authorizing their representatives to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/ authorization shall be sent to the Scrutinizer by e-mail at its registered e-mail address at pcsnishantrana@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in.
19. 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 31st 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 by means of e voting only.
- III. The remote e-voting period commences on 23rd September, 2023 (9:00 am) and ends on 25th September, 2023 (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 21st September, 2023 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 two (2) 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.

20. As stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, brief profile of Mr Sunil Kumar Shrivastava, including names of companies in which he hold directorships and memberships / chairmanships of Board Committees, is provided under Table 'A' hereunder:

Table A

Name of Director	Mr. Sunil Kumar Shrivastava (DIN: 00259961)
Date of Birth & Age	15-Jan-1961; 62 Yrs
Date of first Appointment	31-Mar-2017
Disclosure of relationship with other Director, KMP / Manager	None
Past Remuneration	Nil
Proposed Remuneration	Nil
Terms & Conditions of appointment / re appointment	Re appointment of Director retiring by rotation
Nature of expertise in specific functional areas	Corporate Laws & General Management
Experience	28 Yrs (approx.)
Qualifications	MBA, LLB
Board Memberships of other Companies as on 31st March, 2023	<ol style="list-style-type: none"> 1. First Stonex Limited 2. HCL Employees Investments Co Ltd. 3. HCL Infosolutions Limited 4. South Asian Computers Limited 5. Pimpri Chinchwad eServices Limited 6. International Data Management Limited 7. Esthetic Infra – Developers Pvt Ltd. 8. Cityframe Infra – Developers Pvt Ltd. 9. Buoyant Infra – Developers Pvt Ltd. 10. Grotto Infra Developers Pvt Ltd 11. Spire Infra Developers Pvt Ltd 12. Saola Infra Developers Pvt Ltd
Membership / chairmanship of Committees in the company	<ol style="list-style-type: none"> 1. Audit Committee, Member 2. Nomination & Remuneration Committee, Member 3. Stakeholder Relationship Committee, Member 4. CSR Committee, Member

Membership / chairmanship of Committees in other companies	International Data Management Limited: <ol style="list-style-type: none"> 1. Audit Committee, Member 2. Nomination & Remuneration Committee, Member 3. Stakeholder Relationship Committee, Member 4. CSR Committee, Member HCL Infosolutions Limited: <ol style="list-style-type: none"> 1. Audit Committee, Member 2. Nomination & Remuneration Committee, Member
Listed entities in which the Director has resigned in past three years	Nil
Number of shares held in the Company as on date	Shareholding as registered owner: <u>1182</u> Shareholding as beneficial owner: <u>Nil</u>
Brief Resume of the Director	Having experience in Corporate Laws & Compliances, Mr Sunil manages the overall operations & compliances of the company. He holds a degree in MBA & LLB and experience of approx. 28 years
No of Board meetings attended during the FY 2022 23	06

DETAILED INSTRUCTIONS FOR REMOTE E-VOTING

The remote e-voting period begins on **September 23, 2023 at 09:00 A.M. and ends on September 25, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2023.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Detailed Instructions for e voting & joining the Annual General Meeting through VC / OAVM are as follows:

Step 1: Login to Evoting NSDL

Step 2: Cast your E vote

Step 3: Click on link 'VC/ AOVN' to join the Annual General Meeting

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Type of INDIVIDUAL Shareholders	Login Method
Holding securities in demat with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to