

Universal Office Automation Limited

CIN : L34300DL1991PLC044365

E-4, 5, 6, Sector 11, NOIDA 201 301, U.P., India

Tel: +91 120 2520977, 2526518, 2526519 Fax : +91 120 2523791

Registered Office: 806 Siddharth, 96, Nehru Place, New Delhi-110019, India.

October 4, 2016

The Secretary,  
The Bombay Stock Exchange Limited – Mumbai  
Phiroz Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai-400 001

Re : Universal Office Automation Limited : BSE Code : 523519

Sub: Copy of 24<sup>th</sup> Annual Report of the Company as per the requirements of Regulation 34 of the SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015

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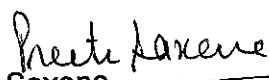
Dear Sir,

PI find enclose herewith the Copy of 24<sup>th</sup> Annual Report of the Company as per the requirements of Regulation 34 of the SEBI .(Listing Obligations and Disclosure Requirements) Regulation, 2015 for your records and perusal.

The same is being uploaded on is <http://listing.bseindia.com>.

Please acknowledge receipt.

Very truly yours,  
For Universal Office Automation Limited

  
Preeti Saxena  
Company Secretary

Encl: as above

2015 – 2016

**24<sup>th</sup>**  
**Annual**  
**Report**

**UNIVERSAL OFFICE  
AUTOMATION LIMITED**

**ANNUAL REPORT**

## CORPORATE INFORMATION

<b>Board of Directors</b>	P.S. Ravishankar Rita Gupta Sushil Kumar Jain Vikas Agarwal
<b>Chief Financial Officer</b>	Suresh Chand Sharma
<b>Company Secretary &amp; Compliance Officer</b>	Preeti Saxena
<b>Auditors</b>	S. D. Chopra & Associates
<b>Banker</b>	ICICI Bank, 9A, Philips, CP, New Delhi-110001
<b>Registered Office</b>	806, Siddharth 96, Nehru Place, New Delhi-110 019
<b>Corporate Officer</b>	E-4, 5, 6, Sector XI, Noida Distt. Gautam Budh Nagar (U.P.)
<b>Registrar &amp; Share transfer Agents</b>	M/s. Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
<b>Listed at</b>	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 : investoroa@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  
10<sup>th</sup> 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 10<sup>th</sup> September, 2016 to Wednesday 14<sup>th</sup> 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](mailto:primekoss@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto: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](http://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](http://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 (Pondi) 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.

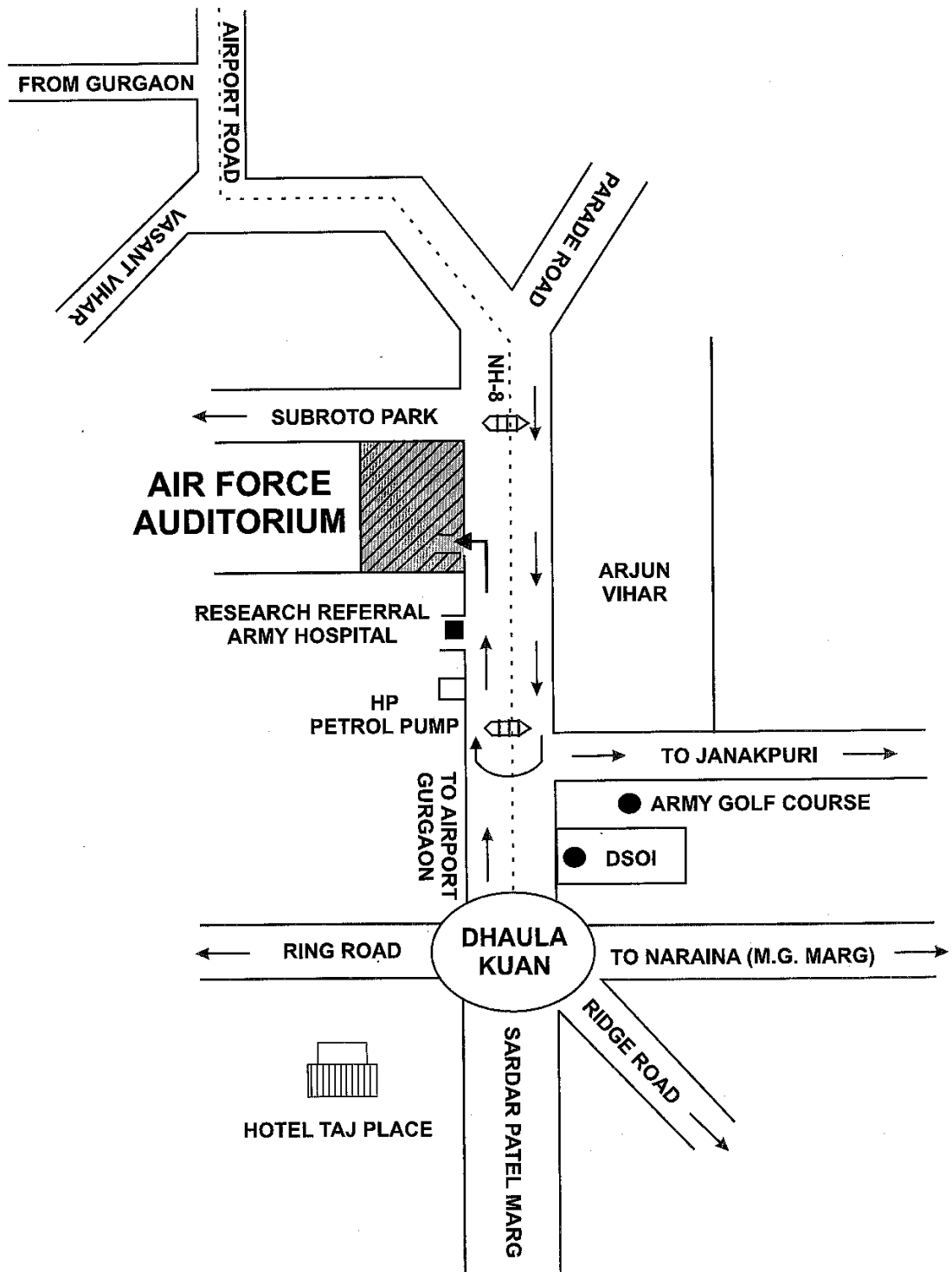
None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

**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 24<sup>th</sup> 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 24<sup>th</sup> 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 Statements for the period ended 31 <sup>st</sup> 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.

Signed this ..... day of.....2016



**(Signature of shareholder) (Signature of first proxy holder) (Signature of second proxy holder) (Signature of third proxy hold)**

**Notes:**

- (1) This form of proxy in order to be elective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Comany carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of the joint holdrs should be statred.

To,  
Universal Office Automation Limited  
806, Siddhartha, 96, Nehru Place,  
New Delhi-110019

**UPDATION OF SHAREHOLDERS INFORMATION**  
**(For Electronic communication)**

S.No	Shareholder's Particular	Details
1	Folio No.	
2	Name of the First Shareholder	
3	Name of Joint Shareholder/s, if any	
4	No. of Shares held	
5	E-mail ID (to be registered) (Mandatory)	
6	PAN (Mandatory)	
7	Mobile/Phone No	
8	CIN (applicable to corporate shareholders)	

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No./beneficiary account.

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

**(Shareholder)**

Note: You may also send this information by e-mail to [investor@hcl.com](mailto:investor@hcl.com)



## DIRECTORS' REPORT

### To the Members,

The Directors of your Company have pleasure in presenting the 24th Annual Report together with the Financial Statements for the financial year ended 31st March, 2016.

### 1. FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

S.No.	Particulars	2015-16 (As on 31 <sup>st</sup> March, 2016)	2014-15 (As on 30 <sup>th</sup> June, 2015) 15 Months
1	Sales and other income	13.03	15.01
2	Profit/Loss before Interest, Depreciation and Tax	-9.96	9.35
3	Finance Charges	0.39	0.63
4	Depreciation	0.10	0.12
5	Profit/(Loss) before Tax	-9.47	-8.60
6	Provision for Taxation		0.00
7	Net Profit/(Loss) after tax for the current year	-9.47	-8.60
8	Capital Reserve	297.63	297.63
9	Securities Premium Reserve	333.37	333.37
10	Closing Balance (Profit & Loss Account)	(2413.20)	(2403.24)
11	Balance of Profit/(Loss) carried forward to next year	(1782.20)	(1772.24)

### 2. DIVIDEND

In view of the losses incurred during the year under review and past accumulated losses, the Board of Directors do not recommend any dividend for the year 2015-16.

### 3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING/OPERATIONS DURING THE FINANCIAL YEAR

The other income of the Company was Rs 13.03 Lacs as against Rs 15.01 Lacs in the previous year. The loss for the year ended 31st March, 2016 was Rs 9.47 Lacs as against loss of Rs. 8.60 Lacs in the previous year.

No business could be undertaken due to paucity of working capital and other business constraints.

In view of the losses incurred during the financial year 2015-16, and past accumulated losses, no amount was transferred to reserves.

### 4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

No changes occur during the year in the nature of business.

### 5. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED AFTER CLOSE OF THE YEAR AND BEFORE THIS REPORT

No material changes and commitments have occurred after the close of the year till the date of this report which affect the financial position of the company

### 6. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting going concern status and company's operations in future

## Directors' Report (Contd...)

### 7. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

### 8. DETAILS OF SUBSIDIARY /JOINT VENTURE /ASSOCIATE COMPANIES

The details as required under this section are as follows:

Holding Company :	HCL Corporation Private Limited
Other Group Company :	HCL Infosystems Limited and its subsidiaries HCL Technologies Limited and its subsidiaries
Subsidiary Company :	NIL

### 9. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS

During the year under review , consolidated statements are not required .

### 10. DEPOSITS

As on 31st March, 2016, neither the company has accepted any fixed deposit nor there is any unclaimed deposit. As such, no amount of principal or interest was outstanding as on the balance sheet date.

### 11. STATUTORY AUDITORS

In the year 2014, the Auditors of the Company, M/s. S.D. Chopra & Associates, Chartered Accountants, were appointed for 3 ( three ) years i.e. till the Annual general meeting to be held in 2017 , subject to ratification of their appointment at every Annual General Meeting , accordingly they will retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment as Statutory Auditors for the financial year 2016-17.

Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under the Company has received certificate dated April 2, 2016 from the Auditor to the effect, inter-alia that their reappointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such re - appointment under the provisions of applicable laws and also there is no proceeding against them with respect to professional matter of conduct.

Your Directors recommend ratification of their reappointment

### 12. AUDITORS' REPORT

The notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments from the Directors. The Auditors report doesn't contain any qualification , reservation or adverse remarks.

### 13. SHARE CAPITAL : There was no change in the share capital of the Company during the year.

- Issue of equity Shares with differential rights - NIL
- Issue of sweat equity shares - NIL
- Issue of employee stock option - NIL
- Provisions of moneys by company for purchase of its own shares - NIL

### 14. EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as annexure "B" in Form MGT - 9



## Directors' Report (Contd...)

### 15. CORPORATE SOCIAL RESPONSIBILITY

In view of the criteria of net worth / turnover and net profit of the Company as envisaged under Section 135 of the Companies Act, 2013 , the constitution of CSR Committee is not applicable in case of the Company

### 16. DIRECTORS

#### a. Retirement by rotation

Pursuant to Section 149, 152 and other applicable provisions if any of the Companies Act, 2013, one third of such of the Directors as are liable to retire by rotation , shall retire every year at the , and if eligible ,offer themselves for re - appointment at every Annual General Meeting . Consequently Ms.Rita Gupta, Director will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment in accordance with the provisions of Companies Act, 2013..

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Your Directors' recommend their appointment /reappointment at the ensuing Annual General meeting.

#### b. Changes in Directors and Key Managerial Personnel

There was change in compisition of the Board of Directors. Mr. Bhupinder Gupta, Managing Director resigned on 10th June, 2016 causing casual vacancy. The Board places on record their appreciation of the invaluable contribution and guidance provided by him.

#### c. Declaration by an Independent Director(s) and re-appointment

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI ( Listing Obligations and Disclosure Requirements ) Regulation 2015.

#### d. Formal Annual Evaluation

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of Directors on various parameters such as

- Board Dynamics and relationships
- Information flows
- Decision making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and Committees effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal evaluation needs to be made by the Board of its own performance and that of its committees . Schedule IV of the Companies Act, 2013 , states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process is being explained in Corporate Governance report. The Board approved the evaluation results as collated by the Nomination & Remuneration Committees.

## Directors' Report (Contd...)

### 17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

There were 5 Board Meetings during the year ( 1st July, 2015 to 31st March, 2016- a period of nine months) i.e. 27th August, 2015, 23rd October, 2015, 30th January, 2016, 12th February, 2016 and 28th March, 2016. The details of the Board meetings are stated in the Corporate Governance report.

### 18. AUDIT COMMITTEES

The details pertaining to Audit Committee are included in the Corporate Governance Report which forms part of this report.

### 19. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS & EMPLOYEES

In terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has formulated the Whistle Blower Policy / Vigil Mechanism under Audit Committee.

The Audit Committee was reconstituted after the resignation of Mr. Bhupinder Gupta and consists of the following members

- a. Mr. Vikas Agarwal – Chairman
- b. Mr.Sushil Kumar Jain - Member
- c. Ms. Rita Gupta - Member

The above composition of the Audit Committee consists of independent Directors viz., Mr.Vikas Agarwal and Mr Sushil Kumar Jain who form the majority.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company

The policy on vigil mechanism may be, accessed on the Company's website [www.uniofficeautomaion.com](http://www.uniofficeautomaion.com)

During the year under review no complaint was received from any Whistle Blower.

### 20. NOMINATION AND REMUNERATION POLICY

The Board on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors & KMPs and their remuneration. The Nomination & Remuneration Policy is annexed as Annexure "A".

### 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There are no loans, guarantees or investments applicable to company under Section 186 of the Companies Act, 2013.

### 22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

All contracts /transactions entered by the Company during the financial year with related party were in the ordinary course of business and on an arm's length basis. During the year the Company had not entered into any contracts /arrangements/transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The policy on related party transactions approved by the Board may be accessed on the Company's website [www.uniofficeautomaion.com](http://www.uniofficeautomaion.com)

## Directors' Report (Contd...)

### 23. MANAGERIAL REMUNERATION

During the year under review, no managerial remuneration was paid

### 24. SECRETARIAL AUDIT REPORT

The Board has appointed M/s Siddiqui & Associates, Practising Company Secretary to conduct Secretarial Audit for the year 2015-16. The Secretarial Audit for the financial year 2015-16 ended on March 31, 2016 is annexed herewith as annexure "C". The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

### 25. CORPORATE GOVERNANCE CERTIFICATE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. A separate report on "Corporate Governance" is annexed hereto as part of Annual Report.

A separate report on "Corporate Governance" is annexed as Annexure "D" hereto as part of Annual Report.

The requisite certificate from the Auditors' of the Company confirming compliance with the conditions of corporate governance attached as "Annexure 1" to the Report on corporate governance and form part of Annual report.

### 26. RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the Company has laid down Risk Management Policy to inform Board Members about the risk assessment and minimization procedures which is also given in Corporate Governance Report.

### 27. MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provision of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), 2015, the management's discussion and analysis is applicable on top 500 Companies. Since the Company is not having any operations the information as required is not provided.

### 28. DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO CLAUSE (C) OF SUB-SECTION 3 & 5 OF SECTION 134 OF THE COMPANIES ACT, 2013

Your Directors' confirm that –

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures if any;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that 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 the financial year 31st March, 2016 and of the loss of the company for that period;
- (c) the directors had taken proper and sufficient care 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;
- (d) the directors had prepared the annual accounts for the financial year ended 31st March, 2016 on a going concern basis;
- (e) In view of the expected future business, the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

## Directors' Report (Contd...)

### 29. LISTING AGREEMENT

The Securities and Exchange Board of India (SEBI) on September 2, 2015 issued SEBI ( Listing Obligations and Disclosure Requirements ) Regulations 2015 with aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective 1st December, 2015. Accordingly all the listed entities were required to enter into Listing Agreement within six months from effective date. The Company entered into Listing Agreement with BSE Limited during February, 2016.

### 30. PARTICULARS OF EMPLOYEES

During the year, there were no employees covered under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel ) Rules, 2014.

### 31. 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.

### 32. EMPLOYEES STOCK OPTION PLAN

As there are no employees in the Company, Employees Stock Option Plan (ESOP) is not applicable to the Company.

### 33. ACKNOWLEDGEMENT

Your Directors wish to thank the Government authorities, bankers and shareholders for their co-operation and assistance extended to the Company.

For and on behalf of the Board of Directors of Universal Office Automation Limited

**Vikas Agarwal**  
(DIRECTOR)  
(DIN-07306627)

**Sushil Kumar Jain**  
(DIRECTOR)  
(DIN-00022573)

10<sup>th</sup> August, 2016  
Noida

## Directors' Report (Contd...)

ANNEXURE - A

### UNIVERSAL OFFICE AUTOMATION LIMITED NOMINATION AND REMUNERATION POLICY

#### The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.

In the context of the aforesaid criteria, the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 23rd October, 2015.

#### Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall comprise of the members as may be decided by the Board of Directors from time to time.

#### Definitions

- a) Board means Board of Directors of the Company.
- b) Directors mean Directors of the Company.
- c) Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- d) Company means Universal Office Automation Limited .
- e) Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
- f) Key Managerial Personnel (KMP) means-
  - (i) Executive Chairman and / or Managing Director/ Manager
  - (ii) Whole-time Director;
  - (iii) Chief Financial Officer;
  - (iv) Company Secretary;
  - (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.

Senior Management means personnel of the Company occupying the position of Chief Executive Officer (CEO) of any unit / division or Chief General Manager or above post of any unit / division of the Company. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### Applicability

The Policy is applicable to :

- All Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

## Directors' Report (Contd...)

### PART - A

#### BOARD DIVERSITY

The Board shall have an optimum composition of Directors by comprising of experts from different fields viz. finance, law, management, sales, marketing, engineering, research, technical operations or any other areas related to the Company's business.

The Board shall ensure that there is appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

### PART - B

#### MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall consider the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, relating to the appointment/reappointment & remuneration for the directors, key managerial personnel and other employees which is mentioned below.

### PART - C

#### POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

- Term / Tenure:

1. **Managing Director/Whole-time Director/ Manager:**

The Company shall appoint or re-appoint any person as its Managing Director, Whole time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Further, his appointment will be as per the Companies Act, 2013 and various Clause of the Listing Agreement.

- Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## Directors' Report (Contd...)

### PART - D

#### POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- **General**

1. The remuneration / compensation / commission etc. to the Whole-time Director, Managing Director, Manager, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Whole-time Director/ Managing Director/ Manager/ Chairman shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director/ Managing Director/ Chairman
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

1. **Fixed pay**

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. **Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/Whole-time Directors/Executive Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. **Provisions for excess remuneration:**

If any Whole-time Directors/Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive/ Independent Director:**

1. **Remuneration/Commission:**

The remuneration / commission may be fixed as per the slabs and conditions mentioned in the Articles of

## Directors' Report (Contd...)

Association of the Company and the Companies Act, 2013 and the rules made thereunder.

### 2. **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof as may be fixed from time to time and prescribed by the Central Government from time to time.

### 3. **Commission:**

Subject to the provisions of the section 197 of the Companies Act, 2013, any director who is in receipt of any commission from the company and who is a managing or whole-time director of the company shall not be disqualified from receiving any remuneration or commission from any holding company or subsidiary company of such company subject to its disclosure by the company in the Board's report.

### 4. **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

## **PART - E**

### **CRITERIA FOR PERFORMANCE EVALUATION OF DIRECTORS:**

- Performance evaluation of each Director shall be carried out based on the criteria as laid down by the Nomination and Remuneration Committee. Criteria for performance evaluation includes aspects such as attendance at the meetings, participation and independence during the meetings, interaction with management, role and accountability, knowledge and proficiency.
- Further, performance evaluation of the Managing Director/Joint Managing Directors/Whole - time Directors shall be based on the implementation of various plans & policies in the Company, monitoring and implementation of the projects including the smooth day to day affairs and operations of the Company and finally performance and business achievements of the Company.

### **AMENDMENT**

- Based on the recommendation of the Committee, the Board reserves its right to amend or modify this Policy in whole or in part, at any time, when it deems appropriate, in accordance with any amendment to the applicable provisions of the Companies Act, 2013, including rules thereof and / or the provisions of the Listing Agreement.



**Directors' Report (Contd...)**

Annexure B

**FORM MGT - 9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L34300DL1991PLC044365
2.	Registration Date	15 <sup>th</sup> May, 1991
3.	Name of the Company	Universal Office Automation Limited
4.	Category/Sub-Category of the Company	Public Company/Limited By Shares
5.	Address of the Registered office and contact details	806, Sidhartha, 96, Nehru Place, New Delhi-110019
6.	Whether listed company	Yes, on BSE
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Skyline Financial Services Private Limited D-153 A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020. Tel.: +91 11 26812682 (10 Lines) Fax: +91 11 26812683 Web: www.skylinerta.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	_____	_____	_____

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

[No. of Companies for which information is being filled] 1 (One Company)

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1.	M/s HCL Corporation Private Limited	U74120DL2008PTC183849	Holding	59.14%	Section 2(87) (ii) of Companies Act, 2013

## Directors' Report (Contd...)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
<b>A. Promoter</b>	103705	278124	381829	2.61	103705	278124	381829	2.61	0
1. Indian									
a) Individual/ HUF									
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	9105762	160	9105922	62.14	9105762	160	9105922	62.14	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>9209467</b>	<b>278284</b>	<b>9487751</b>	<b>64.75</b>	<b>9209467</b>	<b>278284</b>	<b>9487751</b>	<b>64.75</b>	<b>0</b>
2. Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	3382	3382	0.02	0	3382	3382	0.02	0
b) Banks / FI	58518	5364	63882	0.44	58518	5364	63882	0.44	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1)</b>	<b>58518</b>	<b>8746</b>	<b>67264</b>	<b>0.46</b>	<b>58518</b>	<b>8746</b>	<b>67264</b>	<b>0.46</b>	<b>0</b>
2. Non Institutions								7.66	0
a) Bodies Corp.									
(i) Indian									
(ii) Overseas	962463	160656	1123119	7.66	962463	160656	1123119		
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1637361	573100	2210461	15.09	1637361	573100	2210461	15.09	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1642990	0	1642990	11.21	1642990	0	1642990	11.21	0
c) Others (Specify)									
NRIs	2448	968	3416	0.02	2448	968	3416	0.02	0
Clearing Houses	200	6246	6446	0.04	200	6246	6446	0.04	0
HUFs	111234	0	111234	0.76	111234	0	111234	0.76	0
Clearing Members	5	0	5	0.00	5	0	5	0.00	0
<b>Sub-total (B)(2)</b>	<b>4415219</b>	<b>749716</b>	<b>5164935</b>	<b>35.5</b>	<b>4415219</b>	<b>749716</b>	<b>5164935</b>	<b>35.5</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>13624686</b>	<b>1028000</b>	<b>14652686</b>	<b>100</b>	<b>13624686</b>	<b>1028000</b>	<b>14652686</b>	<b>100</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>13624686</b>	<b>1028000</b>	<b>14652686</b>	<b>100</b>	<b>13624686</b>	<b>1028000</b>	<b>14652686</b>	<b>100</b>	<b>0</b>

## Directors' Report (Contd...)

### (ii) Shareholding of Promoters

Sr.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	HCL CORPORATION PRIVATE LIMITED	8665966	59.14	0	8665966	59.14	0	0
2	BFL INVESTMENTS AND FINANCIAL CONSULTANTS PVT. LIMITED	268134	1.83	0	268134	1.83	0	0
3	APOLLO TRADING AND FINANCE PRIVATE LIMITED	171662	1.17	0	171662	1.17	0	0
4	AJAI CHOWDHARY	97044	0.66	0	97044	0.66	0	0
5	SHIV NADAR	94154	0.64	0	94154	0.64	0	0
6	M. C . MALHOTRA	82298	0.56	0	82298	0.56	0	0
7	ARJUN MALHOTRA	40946	0.28	0	40946	0.28	0	0
8	P. MALHOTRA	36576	0.25	0	36576	0.25	0	0
9	KIRAN NADAR	20262	0.14	0	20262	0.14	0	0
10	ROSHNI NADAR	3888	0.03	0	3888	0.03	0	0
11	GITA CHAUDHARY	3371	0.02	0	3371	0.02	0	0
12	REETIKA PURI	1750	0.01	0	1750	0.01	0	0
13	AKSHAY CHAUDHARY	1440	0.01	0	1440	0.01	0	0
14	SUBHASH ARORA INVEESTMENTS PRIVATE LIMITED	160	0.00	0	160	0.00	0	0
15	NINA PURI	100	0.00	0	100	0.00	0	0
	<b>TOTAL</b>	<b>9487751</b>	<b>64.75</b>	<b>0</b>	<b>9487751</b>	<b>64.75</b>	<b>0</b>	<b>0</b>

### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	9487751	64.75	9487751	64.75
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	9487751	64.75	9487751	64.75

## Directors' Report (Contd...)

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
- Addition	NIL	NIL	NIL	NIL
- Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs'000)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify Contribution to Provident Fund	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

## Directors' Report (Contd...)

### B. Remuneration to other directors:

(Amount in Rs.)

Sl.No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Independent Directors - Fee for attending board committee meetings - Commission - Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2.	Other Non-Executive Directors - Fee for attending board committee meetings - Commission - Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	-

**Directors' Report (Contd...)**

<b>VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>					
<b>Type</b>	<b>Section of the companies Act</b>	<b>Brief description</b>	<b>Details of Penalty/ Punishment/ Compounding fees imposed</b>	<b>Authority [RD /NCLT/Court]</b>	<b>Appeal made. If any(give details)</b>
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					

Annexure "C"

Form No. MR-3  
**SECRETARIAL AUDIT REPORT**  
**(For the Financial year ended 31st March, 2016)**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Universal Office Automation Limited  
806, Siddhartha, 96, Nehru Place,  
New Delhi-110 019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Universal Office Automation Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Universal Office Automation Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Universal Office Automation Limited** for the financial year ended on **31st March 2016** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. The Company is not having any FDI, ODI or ECB.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;
- vi. The Company has complied with various provisions of Labour Laws, Environmental Laws and other related Industry specific Laws to extent applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange and other Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as aforesaid.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has had no major events or actions which are having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

We further have to further state that

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place New Delhi  
Date: 30.05. 2016

for Siddiqui & Associates  
Company Secretaries  
K.O.SIDDIQUI  
FCS 2229 ; CP 1284



## REPORT ON CORPORATE GOVERNANCE

Annexure "D"

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company is conscious of its responsibility towards ensure good corporate governance. The Company also believes that it is necessary to be fair, transparent and ensure 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) As on 31st March, 2016 Universal Board consists of 5 Directors out of which one is Executive and three are non - executive / independent Directors and one non - executive /non independent. The Chairman of the Board was an Executive Director. Structure of Board of Directors:

SI No	Name	Category of Director
1	Mr. Bhupinder Gupta	Executive
2	Mr.P.S.Ravishankar	Independent & Non Executive
3	Mr.Sushil Kumar Jain	Independent & Non Executive
4	Ms.Rita Gupta	Non Independent & Non executive
5	Mr. Vikas Agarwal	Independent & Non Executive

As mandated by Listing regulations, none of the Directors is a member of more than 10 Board level Committees or Chairman of more than five committees across Companies in which he is Director or acts as an independent Director in more than 7 listed Companies. The Managing Director is not independent director of any listed Company.

The Independent Directors of the Company have been appointed for a period of five years from the date of their appointment in accordance with the Companies Act, 2013 and clarification/notifications /circulars issued by the Ministry of Corporate Affairs in this regards from the time to time. The Company issues a formal letter of appointment to the independent Directors at the time of their appointment.

#### (ii) Board Meetings

Five Board Meetings were held during the year and the gap between two meetings did not exceed four months as stipulated under Clause 49.

The dates on which the Board Meetings were held are as follows:

There were 5 Board Meetings during the year ( 1st July, 2015 to 31st March, 2016- a period of nine months) i.e. 27th August, 2015, 23rd October, 2015, 30th January, 2016, 12th February, 2016 and 28th March, 2016. The details of the Board meetings are stated in the Corporate Governance report.

The details of the attendance of the Directors 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. (iii) Board Procedures

## Report On Corporate Governance (Contd...)

Names	No of Board Meetings attended	Whether attended last AGM held on 10 <sup>th</sup> December, 2015	No. of Directorships In other public companies		No. of Committee positions held In other public companies	
			Chairman	Member	Chairman	Member
Mr.Kul Bhushan Rattan	1**	No	-	NIL	-	-
Mr.Sushil Kumar Jain	5	Yes	-	2	-	-
Mr. P.S.Ravishankar	3	No	-	2	-	-
Ms.Rita Gupta	5	No	-	7		
Mr. Bhupinder Gupta***	3**	Yes	Nil	Nil	Nil	Nil
Mr. Vikas Agarwal***	3**	Yes	Nil	1	Nil	Nil

\*\* Mr.Kul Bhushan Rattan, Managing Director expired on 10th September, 2015 and Mr. Bhupinder Gupta & Mr. Vikas Agarwal were inducted on the Board. Mr. Bhupinder Gupta resigned on 10th June 2016.

### (iii) Board Procedures :

The members of the Board are provided with the requisite information mentioned in the Listing Agreement before the Board Meetings. The Board periodically reviews compliance report of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance. The Managing Director manages the day to day affairs of the Company subject to the supervision and control of the Board of Directors. The independent Directors take active part in the Board and committee meetings which adds value in the decision making process of the Board of Directors.

All the Directors who are in various committees are within the permissible limits of the Listing Agreement. The necessary disclosures regarding committee positions have been made by the Directors.

### (iv) Meeting of Independent Directors :

The meeting of independent Directors was held on 30th January, 2016 to discuss, inter - alia :

- The performance of Non Independent Directors and the Board as a whole
- The performance of Managing Director
- The quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting. The criteria for performance evaluation of Directors is given under the heading Nomination and Remuneration Committee mention in point No 4 below.

### (v) (Familiarisation programme for Independent Directors:

Independent Directors of the Company are made aware of their role, rights and responsibilities at the time of their appointment , through a formal letter of appointment which also stipulates various terms and conditions of their engagement.

(vi) None of the Executive / Non - Executive Directors has any material pecuniary relationship or transactions with the Company.

(vii) Necessary information as mentioned in Annexure 1A to Clause 49 of the listing agreement till 30th November 2015 and w.e.f. 1st December 2015 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for their consideration.

(viii) A note on brief profile , Educational qualification and work experience of the Directors is as follows :

Mr. Sushil Kumar Jain (DIN – 00022573) is an Associate Member of Institute of Company Secretaries of India and Institute of Costs and Works Accountants of India He has rich experience of handling restructuring of business, fund raising i.e.QIP, Right and preferential issues etc besides handling other Secretarial and Accounts Function.

Mr.P.S.Ravishankar (DIN – 00016364) is a Commerce Graduate and has rich experience of about 35 yrs in Finance and Accounts.

Ms.Rita Gupta (DIN :00899240) : Associate Member of the Institute of Chartered Accountants of India & Vast knowledge and expertise in the area of Corporate Finance.

Mr. Vikas Agarwal (DIN:07306627) : Associate Member of the Institute of Chartered Accountants of India & Vast knowledge and expertise in the area of Corporate Finance.

### 3. AUDIT COMMITTEE:

- (i) The Audit Committee of the Company was constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges and Section 177 of the Companies Act, 2013. 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.
- (iii) The composition, powers, roles and the terms of reference of the Committee are in terms of the requirement of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. All the committee members have reasonable knowledge & expertise of finance and accounting.
- (iv) The Composition of the Audit Committee and details of meetings attended by its members as on 31st March, 2016:

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Mr. Vikas Agarwal	ID/NE	Chairman	3	1
Mr. Bhupinder Gupta	Executive	Member	3	1
Mr. Sushil Kumar Jain	ID/NE	Member	3	3
Ms. Rita Gupta	Non ID/Non executive	Member	3	3

- (v) Audit Committee was reconstituted on 10th June, 2016 upon resignation of Mr.Bhupinder Gupta. The new composition is as follows:

Name of the Member	Category	Status
Mr. Vikas Agarwal	ID/NE	Chairman
Mr. Sushil Kumar Jain	ID/NE	Member
Ms.Rita Gupta	Non ID/Non executive	Member

- (vi) The Committee met 3 times during the financial year 2015-16 on the following dates :

There were 3 Audit Committee Meetings during the year (1st July, 2015 to 31st March, 2016- a period of nine months) i.e. 27th August, 2015, 23rd October, 2015, and 12th February, 2016.

The Audit Committee meetings are attended by members along with internal Auditors and Statutory Auditors of the Company. The Minutes of Audit Committee are circulated to all the members of the Board.

- (vi) The previous Annual General Meeting of the Company was held on 10th December, 2015 and it was attended by Mr. Vikas Agarwal , the Chairman of the Committee.
- (vii) Compensation policy for Executive / Non - Executive Directors : - neither remuneration nor sitting fees is paid to the Directors.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178 of the Companies Act, 2013 and the Listing Agreement, the Nomination and Remuneration Committee has following members

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Mr. Vikas Agarwal	ID/NE	Chairman	1	1
Mr. Bhupinder Gupta	Executive	Member	1	1
Mr. Sushil Kumar Jain	ID/NE	Member	1	1
Ms.Rita Gupta	Executive	Member	1	1

The Company Secretary acts as Secretary of the Committee also.

After constitution of the Committee only one meeting was held on 23rd October, 2015 and it was attended by all the members of the Committee.

Nomination and Remuneration Committee was reconstituted on 10th June, 2016 upon resignation of Mr. Bhupinder Gupta The new composition is as follows:

Name of the Member	Category	Status
Mr. Vikas Agarwal	ID/NE	Chairman
Mr. Sushil Kumar Jain	ID/NE	Member
Ms.Rita Gupta	Non ID/Non executive	Member

#### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

- (i) The Board has constituted Stakeholders Relationship Committee to ensure cordial investor relation and oversees the mechanism for redressal of investors grievances. The Committee specifically look into redressing Shareholders/Investors complaints /grievances pertaining to share transfers, non receipt of annual reports and other allied complaints.
- (ii) The composition of the Shareholders' / Investors' Grievance Committee and the details of meeting attended by its members are given below:

Name of the Member	Category	Status	No of Meetings	
			Held	Attended
Mr. Vikas Agarwal**	ID/NE	Chairman	3	1
Mr. Bhupinder Gupta**	Executive	Member	3	1
Mr. Sushil Kumar Jain	ID/NE	Member	4	4
Ms. Rita Gupta	ID/NE	Member	4	4

\*\* appointed on 23rd October, 2015

Stakeholders Relationship Committee was reconstituted on 10th June, 2016 upon resignation of Mr. Bhupinder Gupta. The new composition is as follows:

Name of the Member	Category	Status
Mr. Vikas Agarwal	ID/NE	Chairman
Mr. Sushil Kumar Jain	ID/NE	Member
Ms. Rita Gupta	Non ID/Non executive	Member

(iii) The Committee met 3 times during the financial year 2015-16 on the following dates :

There were 3 committee meetings during the year (1st July, 2015 to 31st March, 2016 - a period of nine months) i.e. 27th August, 2015, 23rd October, 2015, and 12th February, 2016 .

(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 regulatory authority namely Stock Exchange and SEBI. 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, 2016.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

The CSR committee is not applicable in case of the Company in view of the criteria of net worth / turnover and net profit of the Company as envisaged under Section 135 of the Companies Act, 2013.

## 7. GENERAL BODY MEETINGS:

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

Year	Date	Time	Venue
2012-13	17th September, 2013	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2013-14	22nd September, 2014	3.30 P.M	Air Force Auditorium, Subroto Park, New Delhi
2014-15	10th December, 2015	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.

(i) Details of special resolutions passed at last AGM i.e. 10th December, 2015.

Sl No	RESOLUTION
1	To approve Borrowing Limits of the Company
2	To approve creation of charges on the assets of the Company
3	To adapt new set of Article of Association in conformity with the Companies Act, 2013
4	To adopt object clause of memorandum of association in line with Companies Act, 2013
5	Appointment of Mr. Vikas Agarwal as an Independent Director
6	Appointment of Mr. Bhupinder Gupta as Managing Director

**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 the Listing Agreement regulations.
- 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) In compliance of Section 204 of the Companies Act, 2013, the company has appointed M/s Siddiqui & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year (2015-16) ended on March 31, 2016 who has submitted his report confirming the compliance with all the applicable provisions of the various corporate laws which is annexed with this report as annexure "C".
- vi) In terms of Section 177 of the Companies Act, 2013 and Listing Agreement, the Company has formulated the Whistle Blower Policy / Vigil Mechanism.

**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
- whether presentations made to institutional Investors or to analyst	- No

**9. GENERAL SHAREHOLDERS' INFORMATION:**

- (i) Annual General Meeting :
 

Day & Date	Time	Venue
Thursday, December 10, 2015	3.30 p.m.	Air Force Auditorium
Subroto Park, New Delhi		
- (ii) Financial Calendar (tentative) for the year 2015-16:
 

Adoption of Results for the quarter ending 31st March, 2016	30th May, 2016
Adoption of results for the quarter ending 12th August, 2016	30th June, 2016
Adoption of results for the quarter ending 30th September, 2016	15th November, 2016
Adoption of results for the quarter ending 31st December, 2016	10th February, 2017
Adoption of Audited Results for the financial year ended 31st March, 2017	30th May, 2017.

- (iii) Dates of Book Closure Monday , the 12th day of September, 2016 to, the Wednesday 14th day of September 2016 (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 2016-17 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 (Rs.)	Low (Rs.)	High	Low
JULY, 2015	4.30	3.17	28578.33	27416.39
AUGUST, 2015	4.10	3.71	28417.59	25298.42
SEPTEMBER, 2015	4.1	3.63	26471.82	24833.54
OCTOBER, 2015	4.16	3.23	27618.14	26168.71
NOVEMBER, 2015	5.27	3.61	26824.30	25451.42
DECEMBER, 2015	5.42	4.47	26256.42	24867.73
JANUARY, 2016	5.10	4.17	26197.27	23839.76
FEBRUARY, 2016	4.90	4.21	25002.32	22494.61
MARCH, 2016	4.10	2.99	25479.62	23133.18

**(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-110 020.  
Tel.: +91 11 26812682 (10 Lines) | Fax: +91 11 26812683  
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) Shareholding pattern as on March 31, 2016

Category	No. of shares	Percentage
Promoters / Promoters Group	9,487,751	64.75
Mutual Funds/ UTI	3,382	0.02
Financial Institutions / Banks	63,882	0.44
Foreign Institutional Investors	-	-
Bodies Corporate	11,23,119	7.67
Indian Public	3,969,714	27.10
NRI / OCBs	3416	0.02
GRAND TOTAL	14,652,686	100.00

## (xi) Distribution of Shareholding of 146526860 Equity Share Capital as on March 31, 2016 (Nominal Value of Each Share : Rs.10)

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	11082	92.78	8950230	6.11
5001 To 10,000	453	3.79	3907040	2.67
10001 To 20,000	187	1.57	2962660	2.02
20001 To 30,000	61	0.51	1603520	1.09
30001 To 40,000	37	0.31	1325710	0.9
40001 To 50,000	31	0.26	1485320	1.01
50001 To 1,00,000	40	0.33	3028190	2.07
1,00,000 and Above	53	0.44	123264190	84.12
Total	11944	100	146526860	100

## (xii) 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, 2016, 93.02% equity shares of the 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

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

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



- (xv) 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**

In terms of the provision of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015), the management's discussion and analysis is applicable on top 500 Companies. Since the Company is not having any operations the information as required is not provided.

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.

### **DISCLOSURES:**

#### **Related Party Transactions:**

There is no materially significant related party transaction of the Company of material nature with its promoters, Directors or the management, their relatives etc. that may have potential conflict with the interests of the Company at large.

#### **Disclosures of accounting treatment in preparation of financial statements:**

Universal Office Automation Limited has followed prescribed accounting standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements .

#### **Details of non - compliance by the Company:**

Universal Office Automation Limited has complied with all the requirement of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory authority on any matter related to capital markets

#### **CEO/CFO certification**

The CEO/CFO certification on the financial statements and cash flow statements for the year is placed at the end of the report.

### CEO and CFO Certification

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015). The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015). The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

CEO / CFO Certificate under regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015,

To,  
The Board of Directors  
Universal Office Automation Limited

1. We have reviewed financial statements and the cash flow statement of Universal Office Automation Limited for the year ended 31st march, 2016 and to the best of our knowledge and belief:  
  
these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;  
  
these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

(Suresh Chand Sharma)  
Chief Financial Officer

(Bhupinder Gupta )  
Managing Director

Place: Noida  
Date: 30th May, 2016

## Annexure "I"

**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, 2016, as stipulated in Clause 49 of the listing agreement of the Company with Stock Exchange for the period till 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India ( Listing Obligation and Disclosure Requirements ) Regulation , 2015 as referred to in Regulation 15(2) of the Listing Regulation for the period 1st December, 2015 to 31st March, 2016.
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 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 : 30th May, 2016

## Auditors' Report

### Independent Auditor's Report

#### To the Members of UNIVERSAL OFFICE AUTOMATION LIMITED Report on the Standalone Financial Statements

We have audited the accompanying financial statements of Universal Office Automation Limited ('the Company'), which comprise the balance sheet as at 31st March 2016, the statement of Profit and Loss and the Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

Except as matters stated in Emphasis of Matter given below, we conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

Subject to the matters stated in Emphasis of Matter, In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016 and its loss and its cash flow for the period ended on that date.

#### Emphasis of Matter

Without qualifying our report, we draw attention to

- (a) Sub note (g) of Note 2.1 regarding Deferred tax assets.

- (b) Note24 : Though the company has incurred losses far in excess of paid up capital and reserves, since the director's are looking for right opportunity to explore the similar line of business of activity, the directors consider that it is appropriate to prepare, the financial statements on going concern basis.

#### Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2016 ('the order') issued by the central government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable :
2. As required by section 143(3) of the act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the statement of Profit And Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
  - g. With respect to the other matters included in

the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company does not have any pending litigations which would impact its financial position except as stated in para 7 (c) of annexure to Independent Auditor's Report.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

Place: New Delhi

Date: 30.05.2016

For **S.D. Chopra & Associates**

Chartered Accountants

Firm Registration No. 003789N

**S.D. Chopra**

Proprietor

Membership No. 082537

#### Annexure-A to Independent Auditor's Report -31st March 2016

#### UNIVERSAL OFFICE AUTOMATION LIMITED

(Referred to in our report of even date)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of all its fixed assets.
  - b) The fixed assets have been physically verified by the Management during the period at reasonable intervals and no material discrepancies were noticed.
  - c) None of the fixed assets have been disposed off during the period.
2. The Company did not have any stock at the end of the period
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act.

4. In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
6. The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act, for any of the products of the Company.
7. (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sale tax, service tax, custom duty and excise duty were outstanding as at 31st March 2016 for a period exceeding six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of, sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute except ,
- (d) According to the information and explanation given to us , there are no dues required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act,1956 (1 of 1956) and rules made there under.
8. In our opinion and according to the information and explanations given to us, the Company does not have any borrowings from financial institution, bank or debenture holders.
9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the period under review.
10. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company . Hence, this clause is not applicable to the company.
13. All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. The requirement of section 45-IA of the Reserve Bank of India Act, 1934 is not applicable to the company.

Name of the statute	Nature of the dues	Amount [₹in lacs]	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	0.83	Collector of Central Excise
Customs Act, 1962	Custom Duty	241.00	Collector of Custom
Sales Tax & various other Acts		30.09 50.57	Sales Tax Tribunal Dy. Commissioner/ Commissioner (Appeal)

Place: New Delhi  
Date: 30.05.2016

**For S.D. Chopra & Associates**  
Chartered Accountants  
Firm Registration No. 003789N

**S.D. Chopra**  
Proprietor  
Membership No. 082537

**Annexure-B to Independent Auditor's Report -31st March 2016**

**UNIVERSAL OFFICE AUTOMATION LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of Universal Office Automation Limited ('the Company') as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management

and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi

Date: 30.05.2016

**For S.D. Chopra & Associates**

Chartered Accountants

Firm Registration No. 003789N

**S.D. Chopra**

Proprietor

Membership No. 082537



**Balance Sheet** as at March 31, 2016

	Notes	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	1465.27	1465.27
(b) Reserves and surplus	4	-1782.20	-1772.24
<b>2 Non-current liabilities</b>			
(a) Trade Payables	5	201.81	203.79
(b) Long-term provisions	6	1.45	1.45
<b>3 Current liabilities</b>			
(a) Short-term borrowings	7	313.89	313.89
(b) Trade payables	5	2.06	0.20
(c) Other current liabilities	8	50.54	56.24
<b>Total</b>		<b>252.82</b>	<b>268.60</b>
<b>ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	9		
(i) Tangible Assets		1.47	1.07
(b) Non-current investments	10	1.15	1.15
(c) Long-term loans and advances	11	109.79	101.62
(d) Trade receivables	12	-	29.08
(e) Other non current assets	13	116.52	109.68
<b>2 Current assets</b>			
(a) Cash and cash equivalents	13	10.86	10.97
(b) Short-term loans and advances	11	13.03	15.01
<b>Total</b>		<b>252.82</b>	<b>268.60</b>
Summary of significant accounting policies and Notes to financial statements	1 to 26		

As per our report of even date

The accompanying notes are an  
integral part of the financial statements**For and on behalf of Board**

S. D. CHOPRA  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

SUSHIL KUMAR JAIN  
Director  
(DIN-00022573)

BHUPINDER GUPTA  
Managing Director  
(DIN-00815271)

Place: New Delhi  
Dated: May 30, 2016

PREETI SAXENA  
Company Secretary

SURESH CHAND SHARMA  
Chief Financial Officer

**Statement of Profit and Loss Account for the period ended March 31, 2016**

	Notes	Period ended on March 31, 2016 ₹/Lacs	Period ended on June 30, 2015 ₹/Lacs
<b>Continuing Operations</b>			
I. Revenue from operations		-	-
II. Other income	14	13.03	15.01
III. Total Revenue (I + II)		13.03	15.01
IV. Expenses:			
Finance costs	15	0.39	0.63
Depreciation and amortization expense	16	0.10	0.12
Other expenses	17	22.50	22.86
Total expenses		22.99	23.61
V. Profit before exceptional and extraordinary items and tax (III-IV)		-9.96	-8.60
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		-9.96	-8.60
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		-9.96	-8.60
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Taxes for earlier periods		-	-
XI. Profit (Loss) for the period from continuing operations (IX-X)		-9.96	-8.60
<b>Discontinuing Operations</b>			
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit (Loss) for the period (XI + XIV)		-9.96	-8.60
XVI. Earnings per equity share:	18		
(1) Basic computed on basis of profit from continuing operations		-0.07	-0.06
(2) Diluted computed on basis of profit from continuing operations		-0.07	-0.06
Summary of significant accounting policies and Notes to financial statements	1 to 26		

As per our report of even date

The accompanying notes are an  
integral part of the financial statements**For and on behalf of Board**

S. D. CHOPRA  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

SUSHIL KUMAR JAIN  
Director  
(DIN-00022573)

BHUPINDER GUPTA  
Managing Director  
(DIN-00815271)

Place: New Delhi  
Dated: May 30, 2016

PREETI SAXENA  
Company Secretary

SURESH CHAND SHARMA  
Chief Financial Officer

## Cash flow statement for the period ended March 31, 2016

	Period ended on March 31, 2016 ₹/Lacs	Period ended on June 30, 2015 ₹/Lacs
<b>(A) Cash Flow from Operating Activities</b>		
Net Profit/ (Loss) before tax and extra-ordinary items from continuing operations	(9.96)	(8.6)
Adjustments for:		
Depreciation	0.10	0.12
Interest & Other Income	<u>(13.03)</u>	<u>(15.01)</u>
Additions to Miscellaneous expenditure		
	<u>(12.93)</u>	<u>(14.89)</u>
Operating Profit/(Loss) before working capital changes	<u>(22.89)</u>	<u>(23.49)</u>
Adjustments for:		
Increase/(Decrease) in Trade receivables-Current	0.00	
Increase/(Decrease) in Trade receivables and Loans and Advances	22.90	7.38
Increase/(Decrease) in Trade payables and Other Current Liabilities	<u>(5.82)</u>	<u>1.50</u>
Increase/(Decrease) in Trade payables-Non Current		
Increase/(Decrease) in Other Current liabilities		
Increase/(Decrease) in Short term loans and advances-Current		
Increase/(Decrease) in Long term loans and advances-Non Current		
	<u>17.08</u>	<u>8.88</u>
Cash generated from/(used in) operations	<u>(5.81)</u>	<u>(14.61)</u>
Direct tax paid	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
Net Cash from/(used in) Operating Activities (A)	<u>(5.81)</u>	<u>(14.61)</u>
<b>(B) Cash flow from Investing Activities</b>		
Purchase of Fixed Assets	(0.49)	
Interest and Other Income	<u>13.03</u>	15.01
	<u>12.54</u>	<u>15.01</u>
Net Cash from/ (used in) investing activities (B)	<u>12.54</u>	<u>15.01</u>

**Cash flow statement for the period ended March 31, 2016 (contd...)**

	Period ended on March 31, 2016 ₹/Lacs	Period ended on June 30, 2015 ₹/Lacs
<b>(C) Cash flow from Financing Activities</b>		
Un-secured loans received/ paid(-)	0.00	0.00
Net cash from/(used in) Financing Activities (C)	<u>0.00</u>	<u>0.00</u>
Opening balance of Cash & Cash equivalents	120.65	120.25
Closing balance of Cash & Cash equivalents	<u>127.38</u>	<u>120.65</u>
Net Increase/ (Decrease) in Cash and Cash equivalents	6.73	0.40
Total (A) + (B) + (C)	<u>6.73</u>	<u>0.40</u>
Summary of Significant accounting policies and Notes to financial statements		

**For and on behalf of Board**

S. D. CHOPRA  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

SUSHIL KUMAR JAIN  
Director  
(DIN-00022573)

BHUPINDER GUPTA  
Managing Director  
(DIN-00815271)

Place: New Delhi  
Dated: May 30, 2016

PREETI SAXENA  
Company Secretary

SURESH CHAND SHARMA  
Chief Financial Officer

## Notes to financial statements for the period ended March 31, 2016

### 1. Corporate information

Universal Office Automation Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay stock exchange in India. The company's primary line of business had been selling of office automation products and their after-sales service.

### 2. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP).

The company has prepared these financial statements to comply in all material respects, with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on an accrual basis and under the historical cost convention. Duty drawbacks and insurance claims are accounted for as and when admitted by the respective authorities. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### 2.1 Summary of significant accounting policies

#### a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

#### b. Tangible fixed assets

Fixed assets are stated at cost/revalued amount where applicable, less depreciation. The cost comprises purchase price and directly attributable cost of bringing asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Land, Building, Plant & Machinery and Capital Work-in-Progress were revalued by a registered valuer as at 30th June, 1992 after considering depreciation upto that date on the governing principle of Current Replacement Cost and amount added on revaluation Rs.146.12 lacs. Revaluation reserve was adjusted against goodwill created in a prior year on amalgamation and against sale/ surrender of land and building.

Fixed assets other than book value of land and building were technically evaluated and on the basis of useful lives and obsolescence Rs. 632.46 lacs was devalued and charged to the profit and loss account for the year ended October 31, 1997.

#### c. Depreciation on tangible fixed assets

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act,2013.

#### d. Investments

Investments are stated at cost of acquisition, inclusive of expenditure incidental to acquisition. Long-term (non-trade) investments not held for immediate sale are valued at cost less permanent diminution in value,

## Notes to financial statements for the period ended March 31, 2016 (contd.)

if any. Current investments are valued at lower of cost and fair/ market value in aggregate; Income from investments is recognised in the accounts in the year in which it is accrued.

**e. Inventories**

Finished goods are valued at lower of cost and net realisable value. Excise duty on finished goods is included in cost only if paid.

**f. Revenue Recognition**

Sale of scrap is recognized on disposal of scrap.

**g. Income Taxes**

Deferred tax assets as per Accounting Standard 22 has not been recognized and carried forward in view of absence of reasonable certainty about the sufficient future taxable income.

Minimum Alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax.

**h. Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period adjusted for the effects of all dilutive potential equity shares.

**i. Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements.

**j. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand.

## Notes to financial statements for the period ended on March 31, 2016

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>3. SHARE CAPITAL</b>		
Authorised		
1,000,000 (30 June, 2015: 1,000,000) Preference shares of Rs.100 each	1000.00	1000.00
50,000,000 (30 June, 2015: 50,000,000) Equity Shares of Rs.10 each	5000.00	5000.00
ISSUED, SUBSCRIBED & PAID UP		
14,652,686 (30 June, 2015: 14,652,686) Equity Shares of Rs. 10 each	1465.27	1465.27
Total issued, subscribed and fully paid up share capital	<u>1465.27</u>	<u>1465.27</u>

### a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	Number	As at March 31, 2016 ₹/Lacs	Number	As at June 30, 2015 ₹/Lacs
<b>Equity Shares</b>		Rs./Lacs		Rs./Lacs
Shares outstanding at the beginning of the period	146.53	1465.27	146.53	1465.27
Shares Issued during the period	-	-	-	-
Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the period	<u>146.53</u>	<u>1465.27</u>	<u>146.53</u>	<u>1465.27</u>

### b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors if any, is subject to approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

### c. Shares held by holding company

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
*HCL Corporation Private Limited- Holding Company	866.59	866.59
86,65,966 (30 June, 2015: 86,65,966) Equity Shares of Rs.10 each fully paid	<u>866.59</u>	<u>866.59</u>

### d. Aggregate number of shares issued for consideration other than cash

(i) 49,64,529 (30 June, 2015 : 49,64,529) of Rs.10/- each were allotted as fully paid up pursuant to a contract without payment being received in cash.

(ii) 47,23,614 (30 June, 2015 : 47,23,614) of Rs.10/- each were allotted as fully paid up pursuant to the Scheme of Amalgamation between erstwhile Sandarbh Properties Private Limited and the Company.

## Notes to financial statements for the period ended on March 31, 2016

### e. Details of shareholders holding more than 5% shares in the company

	As at March 31, 2016		As at June 30, 2015	
	Number	% holding ₹/Lacs	Number	% holding ₹/Lacs
Equity Shares of ₹10 each fully paid				
*HCL Corporation Private Limited- Holding Company	86.66	59.14	86.66	59.14
Kanchana R	7.73	5.27	7.73	5.27

\*HCL Corporation Private Limited was formerly known as Guddu Investments (Pondi) Private Limited

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>4. RESERVES AND SURPLUS</b>		
<b>a. Capital Reserves</b>		
Opening Balance	297.63	297.63
(+) Current period Transfer	-	-
(-) Written Back in Current period	-	-
Closing Balance	<u>297.63</u>	<u>297.63</u>
<b>b. Securities Premium Reserve</b>		
Opening Balance	333.37	333.37
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilised	-	-
Closing Balance	<u>333.37</u>	<u>333.37</u>
<b>c. Profit and Loss Account</b>		
Opening balance	-2403.24	-2394.64
(+) Net Profit/(Net Loss) for the current period	-9.96	-8.60
Closing Balance	<u>-2413.20</u>	<u>-2403.24</u>
<b>Total Reserves and Surplus</b>	<u>-1782.20</u>	<u>-1772.24</u>

### 5. TRADE PAYABLES

	Non Current		Current	
	March 31, 2016 Rs./Lacs	June 30, 2015 Rs./Lacs	March 31, 2016 Rs./Lacs	June 30, 2015 Rs./Lacs
Sundry Creditors	<u>201.81</u>	<u>203.79</u>	<u>2.06</u>	<u>0.20</u>
	<u>201.81</u>	<u>203.79</u>	<u>2.06</u>	<u>0.20</u>



## Notes to financial statements for the period ended on March 31, 2016

### 6. PROVISIONS

	Long term	
	March 31, 2016 Rs./Lacs	June 30, 2015 Rs./Lacs
<b>(b) Provision for employee benefits</b>		
Provision for Gratuity	1.13	1.13
	<u>1.13</u>	<u>1.13</u>
<b>(b) Other provisions</b>		
Personnel Cost payable	0.32	0.32
	<u>0.32</u>	<u>0.32</u>
Total	<u>1.45</u>	<u>1.45</u>

### 7. SHORT TERM BORROWINGS

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
Interest free loan from related parties repayable on demand (unsecured)	313.89	313.89
	<u>313.89</u>	<u>313.89</u>
The above amount represents		
<b>Unsecured borrowings</b>	313.89	313.89
	<u>313.89</u>	<u>313.89</u>

### 8. OTHER CURRENT LIABILITIES

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>Other Liabilities</b>		
Sundry Deposits	5.37	5.37
Advance from Customers	45.06	50.73
Others		
Sales Tax Payable	-	-
TDS Payable	0.11	0.13
	<u>50.54</u>	<u>56.24</u>

## Notes to financial statements for the period ended on March 31, 2016

### 9. FIXED ASSETS

	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at July 1, 2015	Addition during the period	As at March 31, 2016	As at July 1, 2015	Addition during the period	Deduction during the period	Adjustment during the period	As at March 31, 2016	As at March 31, 2016	As at June 30, 2015
	Rs./Lacs									
Tangible Assets :										
Land -Freehold	1.07	-	1.07	-	-	-	-			1.07
Plant & Machinery and Equipments	27.04	-	27.04	27.04	-	-	-	27.04	-	-
Furniture & Fixtures and Office Equipments	217.01	0.50	217.51	217.01	0.10	-	-	217.11	0.40	-
Vehicles	17.95	-	17.95	17.95	-	-	-	17.95	-	-
	263.07	0.50	263.57	262.00	0.10	-	-	262.10	1.47	1.07
Previous period	263.07	-	263.07	261.88	0.12	-	-	262.01	1.07	-

### 10. NON CURRENT INVESTMENTS

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>Non-trade investments( valued at cost unless stated otherwise)</b>		
<b>Investment in equity instruments(quoted)</b>		
960 (Previous period: 960) Equity shares of Rs.10/- each of IDBI fully paid up.(Includes 360 bonus shares)	0.78	0.78
<b>Government Securities (unquoted)</b>		
370 units (Previous period : 370 units) of Rs 100/- each of Unit Trust of India under Vecaus-II scheme fully paid up *	0.37	0.37
	<b>1.15</b>	<b>1.15</b>
Aggregate amount of quoted investments (Market Value: 0.67lacs (30 June, 2015 : 0.58 lacs))	0.78	0.78
Aggregate amount of unquoted investments	0.37	0.37

\* The Company is in the process of obtaining duplicate certificate in its name as the original certificate which was sent for endorsement, was lost in transit.

## Notes to financial statements for the period ended on March 31, 2016

### 11. LOANS AND ADVANCES

	Non Current		Current	
	March 31, 2016 Rs./Lacs	June 30, 2015 Rs./Lacs	March 31, 2016 Rs./Lacs	June 30, 2015 Rs./Lacs
<b>Security Deposit</b>				
Unsecured, considered good	<u>1.41</u>	<u>1.41</u>	<u>-</u>	<u>-</u>
	<u>1.41</u>	<u>1.41</u>	<u>-</u>	<u>-</u>
<b>Advances recoverable in cash or kind</b>				
Unsecured considered good	<u>87.06</u>	<u>79.10</u>	<u>13.03</u>	<u>15.01</u>
	<u>87.06</u>	<u>79.10</u>	<u>13.03</u>	<u>15.01</u>
<b>Other Loans and Advances</b>				
Advance Income Tax (net of provision for taxation)	<u>21.33</u>	<u>21.11</u>	<u>-</u>	<u>-</u>
	<u>21.33</u>	<u>21.11</u>	<u>-</u>	<u>-</u>
	<u>109.79</u>	<u>101.62</u>	<u>13.03</u>	<u>15.01</u>

### 12. TRADE RECEIVABLES

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
Non Current	<u>-</u>	<u>29.08</u>
	<u>-</u>	<u>29.08</u>

### 13. CASH AND CASH EQUIVALENTS

	Non Current		Current	
	March 31, 2016 ₹/Lacs	June 30, 2015 ₹/Lacs	March 31, 2016 ₹/Lacs	June 30, 2015 ₹/Lacs
Cash and Cash equivalents				
Balance with banks :				
On current accounts	-	-	10.77	10.93
Cash on Hand	<u>-</u>	<u>-</u>	<u>0.10</u>	<u>0.05</u>
	<u>-</u>	<u>-</u>	<u>10.86</u>	<u>10.97</u>
Other bank balances				
Margin Money deposits	<u>116.52</u>	<u>109.68</u>	<u>-</u>	<u>-</u>
	<u>116.52</u>	<u>109.68</u>	<u>-</u>	<u>-</u>
	<u>116.52</u>	<u>109.68</u>	<u>10.86</u>	<u>10.97</u>

Margin money deposits amounting to Rs. 116.52 lacs (30 June, 2015 : Rs.109.68 lacs) are against various cases pending with customs, excise, sales tax and other legal authorities.

## Notes to financial statements for the period ended on March 31, 2016

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>14. OTHER INCOME</b>		
Interest income on Margin Money {TDS Rs. 0.22 Lacs (Previous period Rs.1.01 Lacs)}	13.03	15.01
	<u>13.03</u>	<u>15.01</u>
	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>15. FINANCE COSTS</b>		
Bank Charges	0.39	0.63
	<u>0.39</u>	<u>0.63</u>
	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>16. DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation of tangible assets	0.10	0.12
	<u>0.10</u>	<u>0.12</u>
	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>17. OTHER EXPENSES</b>		
Legal & Professional Expenses	2.89	5.91
Payment to Auditor (Refer details below)	2.06	1.05
Claims paid	3.28	
Membership Expenses	1.03	4.21
Annual General Meeting expenses	10.38	9.71
Miscellaneous Expenses	2.87	1.98
	<u>22.50</u>	<u>22.86</u>
	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>PAYMENT TO AUDITOR</b>		
As auditor :		
Audit fee	0.50	0.50
Tax Audit fee		
Limited review	1.15	0.15
<b>In other Capacity :</b>		
Taxation matters	0.15	0.15
Other services(certification fees)	-	0.06
Reimbursement of expenses	0.26	0.19
	<u>2.06</u>	<u>1.05</u>

## Notes to financial statements for the period ended on March 31, 2016

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>18. EARNINGS PER SHARE (EPS)</b>		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
<b>Total operations for the period</b>		
Net Profit/(Loss) after tax for calculation of basic EPS	-9.96	-8.60
	-9.96	-8.60
Net Profit/(Loss) after tax for calculation of diluted EPS	-9.96	-8.60
	-9.96	-8.60
	No. lacs	No. lacs
Weighted average number of equity shares in calculating basic EPS	146.53	146.53
Weighted average number of equity shares in calculating diluted EPS	146.53	146.53
Earnings per equity share:		
(1) Basic computed on basis of profit from continuing operations	-0.07	-0.06
(2) Diluted computed on basis of profit from continuing operations	-0.07	-0.06

## 19. RELATED PARTY DISCLOSURES

Name of related parties and related party relationship

Holding Company

HCL Corporation Private Limited

Other Group Companies

HCL Infosystems Limited and its subsidiaries

HCL Technologies Ltd. and its subsidiaries

Key Management Personnel

Mr. Kul Bhushan Rattan( expired on 10.09.2015)

Mr. Sushil Kumar Jain

Mr. P.S. Ravishankar

Ms. Rita Gupta

Mr. Bhupinder Gupta (appointed as Managing Director w.e.f 23/10/2015)

Mr. Vikas Agarwal (appointed as an independent director w.e.f 23/10/2015)

Mr. Suresh Chand Sharma

Ms. Preeti Saxena

Summary of Related Party Disclosures:

## Notes to financial statements for the period ended on March 31, 2016

	As at March 31, 2016 ₹/Lacs	As at June 30, 2015 ₹/Lacs
<b>a. Amount due to/from related parties:</b>		
Holding Company		
<b>Unsecured Loan Taken</b>		
HCL Corporation Private Limited.	139.80	139.80
<b>Sundry Creditors</b>		
HCL Corporation Private Limited.	17.86	5.86
Other Group Company		
<b>Sundry Creditors</b>		
HCL Infosystems Limited	12.57	1.50
<b>b. Disclosure of related party transaction:</b>		
Amount received during the year		
HCL Corporation Private Limited.	12	-
HCL Infosystems Limited	11.07	22.77
	<b>2015-16</b> ₹/Lacs	<b>2014-15</b> ₹/Lacs
<b>20. Contingent Liabilities</b>		
Claims against company not acknowledged as debts*	322.49	325.84
* The claims against the company comprise:		
For taxes and others to the extent ascertainable Rs. 80.66 lacs (previous period Rs.84.01 lacs)		
For Excise duty and penalty to the extent quantified by the authorities and other claims to the extent ascertainable Rs.0.83 lacs (previous period Rs. 0.83 lacs).		
For Customs Duty and penalty to the extent quantified by the authorities Rs.241.00 lacs (previous period Rs. 241.00 lacs).		
21. Pursuant to the Scheme of Amalgamation between Sandarbh Properties Private Limited (Transferor company) and the company as per the Scheme of Amalgamation approved by the Shareholders of both the companies at the Extra-ordinary General Meeting held on 2.9.95 and sanctioned by the Hon'ble High Court of Delhi by its order dated March 21, 1996, with effect from the "Appointed Date", April 1, 1995.		
47,23,614 equity shares of Rs.10/- each fully paid up of the company have been allotted on May 10, 1996 to the shareholders of the Transferor company in the ratio of 9 equity shares of Rs. 10/- each for every 1 equity share of Rs. 100/- each held in the Transferor company.		
22. Pursuant to the approval of the shareholders in the Extra-ordinary General Meeting held on 24th June, 1998, the Customer Support Organisation (CSO) activities of the company including related product sales along with required stocks, facilities and manpower were disposed off on 30th June, 1998 and the difference between the consideration and the net assets on that date amounting to Rs. 297.63 lacs was transferred to capital reserve.		
23. There are no outstanding due to small-scale industrial undertakings as on 31st March 2016. There are no delayed payments to the suppliers covered under the 'Interest on delayed payments to Small scale and Ancillary Undertakings Act, 1993'.		

## Notes to financial statements for the period ended on March 31, 2016

24. The company's accumulated losses as at 31st March 2016 far exceed its paid up capital and reserves as at that date. The Company's business operation has also thinned down due to paucity of working capital. Since the Director's are looking for right opportunity to explore the similar line of business of activity, the Directors consider that it is appropriate to prepare the financial statements on going concern basis.
25. The company has received a legal opinion that in view of the company having discontinued its manufacturing activities, it does not fall under purview of section 3(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 although at the end of this financial period, company's accumulated losses has exceeded its entire net worth. Consequently no reference needs to be made to the Board for Industrial and Financial Reconstruction.
26. Figure for current period are from 01/07/2015 to 31/03/2016 and to that extent are not comparable with those for the previous period which is from 01/04/2014 to 30/06/2015.

Previous period's figures have been regrouped/rearranged to conform to current period's presentation.

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As per our report of even date

The accompanying notes are an integral part of the financial statements

**For and on behalf of Board**

S. D. CHOPRA  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

SUSHIL KUMAR JAIN  
Director  
(DIN-00022573)

BHUPINDER GUPTA  
Managing Director  
(DIN-00815271)

Place: New Delhi  
Dated: May 30, 2016

PREETI SAXENA  
Company Secretary

SURESH CHAND SHARMA  
Chief Financial Officer





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